

## **REPORT OF THE PARALYMPIC DEVELOPMENT RESOURCE GROUP**

To the USA Fencing Board of Directors

May 12, 2025

The Paralympic Development Resource Group meets monthly via Teams to discuss ongoing action items, needs of the para-fencing community, and projects to develop and advance para-fencing in the US.

General update: The PDRG has met several times holding productive conversation focused on the structures in place to grow para-fencing.

Recent and current projects and discussions include:

- Provided suggested edits and review changes to the athlete handbook to update and add para-fencing information.
- Identified Regional Para-fencing Ambassadors for the West, Central, Northeast, and Southeast areas. The goal of pairing a resource group member and a para-fencing coach in the same area of the country is to better connect the grassroots efforts to the National Office.
- Discussing the creation and implementation of a regional camp structure to target athletes at the new and development levels, as well as offer coach development opportunities.
- Preliminary review of the 2025-26 Pipeline Criteria.
- Creating additional resources to increase access to para-fencing equipment, including a guide to convert a hospital chair to a fencing chair and a plan to reach out to colleges, trade schools, and the USA Fencing membership to create para-fencing frames that meet the required specs but can be more cost effective or travel friendly.

**USA Fencing Hall of Fame Committee**  
**Quarterly Report to the Board of Directors**  
**Submitted by:** Kamilla Gafurzianova, Chair  
**Date:** May 20, 2025

**Overview**

This quarter, the Hall of Fame Committee focused on strengthening the foundation of our work and preparing for the Class of 2026 election. We made progress in clarifying our purpose, refining our process, and collaborating with the USA Fencing Board, Communications Director, and Election Committee.

**Committee Activities**

1. Presented the Hall of Fame Committee Charter
  - We submitted our updated committee charter to the Board for review and approval. This document outlines the committee's responsibilities, structure, and decision-making process.
2. Reviewed and Updated Categories and Criteria
  - The committee reviewed and refined the nomination categories and selection criteria to ensure they are clear, inclusive, and aligned with USA Fencing's current values.
  - The updated framework was also presented to the Board for approval.
3. Prepared for the Class of 2026 Election
  - We worked closely with the USA Fencing Communications Team and the Election Committee to finalize the Hall of Fame ballot for the Class of 2026.
  - This included confirming eligible nominees, refining candidate bios, and reviewing ballot materials for clarity and accuracy.
4. Workflow Optimization
  - Streamlined internal workflows by introducing a shared document repository and meeting schedule.
5. Committee Engagement
  - Held 3 full committee meetings this quarter.
  - Planned collaboration with Veteran Committee and Black Card Review Group
6. Communications & Outreach
  - Worked with USA Fencing communications to prepare materials promoting the nomination window and highlighting past inductees.

- Planned collaboration with Museum of American Fencing for a display/stand during Summer Nationals 2025.

### **Upcoming Milestones**

- **Historical Archives:** Exploring ways of organizing all historic records
- Scoring rubric update
- Criteria review
  - eligibility for athletes and coaches with history of black cards
  - Veteran eligibility and scoring
- Category review: include “Legacy” category in 2027 election

## **Report of the USA Fencing Budget Committee**

June 7, 2025

**Members:** Emily Bian (Chair, Treasurer), Maria Panyi, Jake Hoyle OLY (Athlete, Able-bodied), Greg Tyler (Athlete, Parafencing), Selina Kaing (Board Liaison), Andrea Pagnanelli (Independent), Marie Donoghue (Independent).

**Invited Guests:** Scott Rodgers PLY, Lauryn Deluca PLY

**Staff:** Phil Andrews, Tabitha Chamberlin

The Committee recommends the Budget for approval at this stage, and endorse that it is inline with our strategic plan.

The Committee went through two meetings, and 3 versions of the budget, with significant work done in particular with the Treasurer with the staff to arrive at a budget that is as accurate to the information we know as of May 2025 as possible.

The Budget Committee dove into areas including but not limited to travel costs, revenue increases, referee remuneration, legal costs, contingency, addressing the historic reserve deficit and many other areas, including 2 full committee calls, and are at this time satisfied that this is an appropriate budget to recommend to the Board of Directors to adopt for the 2025-2026 financial year.



## Report of the Governance Task Force (GTF)

May 20, 2025

**Members: Damien Lehfelddt, Molly Hill, Kat Holmes OLY, Lauryn DeLuca PLY, Jade Burroughs, Marie Donoghue, and Andrew Lee**

The GTF held its kickoff meeting on January 17th to make a timeline, discuss historical context, delegate tasks, and list potential topics for review. Four “verticals” were created to spread the initial workload:

1. Board composition and roles including number of independents, governance vs operations, relationship with the CEO, etc.
2. Succession planning and community engagement
3. Nominations and petitions process including prioritizing understanding of governance and operations, voting eligibility, and how replacements are chosen when At-Large Directors resign
4. Eligibility to serve as Chair including review of other bylaws

Over the course of a few months, we held numerous meetings among various sub-groups of the GTF and the GTF as a whole, as well as meetings to collect feedback from stakeholders including the Nominating Committee and the Election Committee. The above topics expanded over time based on said feedback. In addition, the GTF systematically reviewed the bylaws of every active NGB (52 in total, 46 of which had clear governance information, fewer with information on some topics) for information on the following:

- Board composition including ex-officio and non-voting members
- Nomination process
- Petition process
- At-Large replacement
- Voting eligibility
- Process for amending bylaws
- Removal of Directors
- Chair eligibility

A summary of the results of the research is below, with blue indicating the majority of NGBs’ practice, red indicating USFA’s current practice, and purple indicating where we’re already aligned:

Amendments			Ex-officio		
Board only	26	62%	AC chair	4	8.89%
Board or membership	5	12%	AC alternate	10	22.22%
Board or petition	2	5%	Exec director	12	26.67%
Board or delegates	3	7%	Past Chair	3	6.67%
Board and delegates	1	2%	ComEx	1	2.22%
Delegates only	4	10%	NomCom Chair	1	2.22%
Members only	1	2%	Foundation Chair	2	4.44%
Total for board/equivalent	34	81%	General Counsel	1	2.22%
			Treasurer	1	2.22%
Attendance			None or unclear	22	48.89%
1/2	18	54.55%	Other assorted	3	6.67%
60%	1	3.03%	Officers	1	2.22%
2/3	3	9.09%			
3/4	2	6.06%			
all	3	9.09%			
2 consecutive	2	6.06%			
3 consecutive	2	6.06%			
any one	1	3.03%			
any two	1	3.03%			

<b>Ballot process</b>			<b>Chair eligibility</b>		
Nom only	32	73%	All	37	80%
Nom + petitions	5	11%	Athlete	0	0%
Free application	4	9%	At-Large	2	4%
Petitions only	1	2%	At-Large or Independent	1	2%
			Independent	4	9%
			Other, N/A, or unclear	2	4%
<b>Petition process</b>			<b>Board compositions</b>		
20 signatures	1		Average	14.48	St. Dev 3.46
1% from 2 regions	1		USFA Current	12	Proposed range 1 12
10 signatures	1		Proposed range 2	12	
250 signatures	1		Size	14.48	3.46
50 sigs	1		At-Large	17%	14%
11 sigs from officers/comms	1		Athlete	34%	4%
not enough data			Independent	25%	13%
			Other	25%	16%
<b>General election eligibility</b>			<b>At-Large Replacement</b>		
1 mo	1		NomCom	1	3%
1.5 mos	1		Board appointment	22	55%
2 mos	7		General election	10	25%
6 mos	1		Other	4	10%
~3 mos	1		Unclear (excluded N/A)	4	10%
influenced by natl office and work it has to do					
			<b>At-Large Selection</b>		
<b>Removal</b>			General election	16	
With cause	17	38.64%	Board of gov or delegates	9	
Without cause	16	36.36%	Board of directors	11	precedent for board appt
2/3 or 3/4	9	20.45%	Unclear/Other (excluded)	4	
3/4 or unanimous	1	2.27%			
Depends on type	1	2.27%			

In addition to reviewing specific topics, a general review of the entire by-laws was completed. The draft of proposed changes was reviewed by USFA's legal counsel as well as bylaw and compliance experts from the USOPC. The Nominating Committee, Election Committee, and International Relations Committee were informed and asked for feedback on changes related to their lines of work. These conversations with stakeholders and experts were key to ensure that the proposed changes were legally sound, aligned with our strategic plan, added flexibility to our bylaws in a balanced way, and modernized and simplified our bylaws to align with industry best practice.

The three biggest changes - chair eligibility, removal of the petition process, changing the composition of the Board - were presented to the Board of Directors in advance of finalization for feedback. The GTF also worked with the National Office to prepare an article and a town hall for transparency and opportunities for member feedback.

Referees' Commission Report for the USA Fencing Board of Directors  
June 2025

1. Referees' Commission Chair Report

Submitted by Chair: Tasha Martin

New Budget Requests for 2025 – 2026 Season

Program Area	Request	Rationale
Referee compensation – Overtime Pay	\$10/hour for all officials. Overtime will be calculated as every hour over 9.5 hours per day, rounded to the nearest half hour.	Please see Working Hours Report (pages 13 - 20) submitted by Bradley Baker, Vice-Chair of Rules and Examinations. 2024 – 2025 season: Referees worked more than 10 hours on 43% of days and more than 12 hours on 15% of days. Most referee workdays fell between 9 and 11 hours in duration, although a notable number were longer or shorter. Nearly one-third of referee days extended past 7:00PM. Decision fatigue is real. If referees are to continue working long days, it needs to be understood that it impacts the refereeing. If referees are to be subjected to long working days, they need to be compensated for their time and physical/mental fatigue.
Referee compensation – Honorarium (1)	\$50 increase to all honorarium schedules N1/FIE/WAS: \$140 ➡ \$190 N2/R1: \$115 ➡ \$165	The RC is not requesting an increase in per diem as the maximum GSA limit has nearly been met. The current standard <a href="#">GSA maximum allowance</a> is \$68 for M&IE. Additionally, each state has their own maximum (that cannot go above \$68), so a general increase in per diem may go against federal standards for certain states. Referees continue to work longer hours (as seen in the submitted working hours report) and <b>honorarium compensation has not kept up with inflation.</b> An increase to the national honorarium pay scale will also drive regional organizers to pay a minimum rate, as they generally follow the NAC honorarium pay scale for the bare minimum for compensating their regional referees. Most regional organizers do not pay

		per diem. The general honorarium increase offers <b>equitable compensation</b> rates to all referees working nationally, regionally, and locally.
<b>Referee Compensation – Honorarium (2)</b>	Increase the honorarium for referees that hold triple N2 ratings to the rate that N1 referees receive.	A triple N2 referee has earned national referee ratings in all three weapons. Given their ratings, the bouts that triple N2s officiate at national tournaments provide a value that is equal to a referee with a single N1 rating. Despite this value, triple N2 referees are not currently compensated at a level that reflects their value. The RC proposes to increase the pay of triple N2 referees to be the same as their N1 peers.
<b>International Development – FIE Exam Stipends</b>	Increase from \$1,000 to \$1,250 each. FIE referee exam support for 4 candidates. Total: \$5,000	The increase of \$250 is necessary to accommodate increase in travel expenses and location for the 2025-2026 season. The FIE exams are to be held in Santiago, Chile in September 2025. Stipends support airfare and hotel expenses for candidates. The number of referees needed for LA2028 requires additional international certification and exposure, as well as being mindful of pipeline development for the referee needs of the organization following LA2028. This is a one-season request at this level. The future request will return to 1-2 stipends, following the typical development timeline.
<b>International Development – WAS Exam Stipends</b>	Increase from \$1,000 to \$1,250 each. World Para Fencing referee exam support for 5 candidates. Total: \$6,250	Requesting additional stipends from 1 to 5 candidates for potential domestic examinations. Additionally, the increase of \$250 is necessary to accommodate increase in travel expenses for the 2025-2026 season. Stipends support airfare and hotel expenses for candidates. The number of referees needed for LA2028 requires additional international certification and exposure, as well as being mindful of pipeline development for the referee needs of the organization following LA2028. This is a one-season request at this level. The future request will return to 1-2 stipends, following the typical development timeline.

### **Strategic Plan Considerations for new budget requests:**

In January 2024, the 2024-2028 Strategic Plan was unveiled and announced to the general membership. The Strategic Plan highlighted a few priorities with respect to referees: Sports Excellence and Parafencing Advancement.

Specifically, in Sports Excellence: **Referee** development (“restructure the referee development program to attract, develop and grow the pool while ensuring a consistent judging experience for athletes through feedback and performance measures for existing officials”) and in Parafencing Advancement: Parafencing participation (“increase recruitment of athletes, coaches, classifiers and **referees** and provide greater access to equipment and facilities to drive participation in parafencing) and Athlete development (“support athlete development by initiating Parafencing pipeline while providing education to coaches, **referees** and other members of the cadre”).

**Referee-specific** supporting metrics include:

- Increase the number of nationally rated referees by 10% (Sports Excellence)
- Increase the lesser represented gender of referees to 40% (Sports Excellence)
- Increase the number of parafencing referees by 50% (Parafencing advancement)

***Increasing compensation for referees will attract new referees, in addition to retaining established referees, which is direct alignment with the strategic plan.***

### **Ethics Committee Updates (RCEC):**

Since the new online complaint submission procedure went into effect, we've received **21 RC ethics complaints**, not counting various random emails regarding the inclusion of trans fencers in our sport.

7 of these came in purely through the portal, while another 4 started in email and were eventually entered into the portal. So, only 11 of the 21 complaints went in via the portal. We need to make this process more public.

### **Disposition:**

- 3 complaints were referred to SafeSport/GDC (one handled in RCEC with a letter of admonition first).
  - Two of those are still pending with the office
  - I received notification last week that the third had been dismissed by them, but we still may need to deal with the RC side of it.
- 9 complaints were dismissed due to lack of evidence, or failure to meet the requirements of a breach of ethics. Of those:
  - 8 were reviewed by the RCEC chair and dismissed.
  - 1 case was sent to a panel, reviewed, and dismissed. This decision was appealed to the RC and the panel's decision was upheld.
- 5 complaints resulted in a letter of admonition (via email) to the referee. Of those, only 2 garnered responses from the referee.
- 5 complaints have gone to a 3-person panel to review.
- There are currently **2 open cases**. One has just begun with its panel, and one is expected to be resolved soon.
- There are **4 cases pending** some dependent resolution.

Meanwhile, we're finding some vagueness and some holes in the current procedure that we think need to be fixed. The committee has been tasked with redlining the approved procedure (based on our shared experiences with the new process), and we will present the finished version to the Board for approval once it's reviewed by the RC.

**RC DEIB Committee Updates:**

- Would like to increase the referee honorarium (see above budget request and rationale)
- Would like to potentially add a bonus to the end of the season for referees that work multiple national events - this may increase participation in going to NACs
- New Ref FAQ was [posted onto the website](#)
- Survey for hair styles/options for fencers with different hair types was published, but didn't receive submissions - we will look at reaching out to fencers a different way

**Referees' Commission Service Awards:** Service awards for the 2023-2024 season were distributed at the April NAC:

Outstanding National Foil Referee: Jason Chang

Outstanding Foil Assigner: Jelena Zeljkovic

Outstanding Foil Mentor: Mark Stasinos

Foil Rookie of the Year: Engy Elsayad

Most Improved Foil Referee: Ali Shafaie

Outstanding National Epee Referee: Susan Belanich

Outstanding Epee Assigner: Taysir Mahmoud

Outstanding Epee Mentor: Charles Greene

Epee Rookie of the Year: Seongwon (Simon) Lee

Most Improved Epee Referee: Andy Liu

Outstanding National Sabre Referee: Laura Decker

Outstanding Sabre Assigner: Chris Cheney

Outstanding Sabre Mentor: Adam Brewer

Sabre Rookie of the Year: Konstantin Lokhanov

Most Improved Sabre Referee: Katarina Hone

Outstanding National Para Referee: Jelena Zeljkovic

Outstanding Para Assigner: Jon Moss

Outstanding Para Mentor: Sean Shumate

Para Rookie of the Year: Jon Seidel

Most Improved Para Referee: Chad Morris

**Referee Training:** While not well-attended at Summer Nationals, 4 referee-specific trainings were given by The People's Academy: Conflict Management Training (2) and Referee Mentor Training (2). The feedback, however, was positive. Tasha Martin, Kelly Koehler, and Phil Andrews have met with The People's Academy to discuss creating online content in order to expand the availability to all referees. Trainings were held on April 22, 23, 24, and May 1<sup>st</sup>. Attendance was around 10-20 participants for each session and overall feedback was positive.

**Monthly Referee Zoom Calls:** The RC continues to hold monthly referee Zoom calls.

**RC Meeting JOs 2025:**

Meeting notes are as follows:

**Attending:**

Donald Alperstein, Phil Andrews, Charles Astudillo, Bradley Baker, Iana Dakova, Bobby Gibbs, Tanner Gonzalez, Glen Hollingsworth, Kelly Koehler, Tasha Martin, Sean Shumate, Jelena Zeljkovic

**National Office**

- Referee abuse prevention strategies
  - Posters in place for this tournament. Available for regional tournaments and clubs at future point.
  - Recap of meeting with liaisons from other sports (hockey, TKD)
  - Proposal for change in pod layout
  - Minor referee armbands
- SN per diem advancement
- Flight Booking
  - Rise of referees not booking flights until close to tournaments
- Exam fees (and where the \$\$ goes)
  - Largely offsets RC (and related) budget items
- Single rooms for RC members
- Member-non-member membership deletion and subsequent complications
- Compensation
  - Triple N2s
    - Discussion also of two-weapon N2s
  - Overtime pay
    - Discussion focusing on overtime starting at 10 hours worked and based on an hourly basis (\$10/hour? TBD)
  - Per diem vs honorarium increase

**ACTION (Bradley):** Data from Bradley to Glen re: long days and late days to support budgetary discussions related to overtime pay and/or general compensation increases

**Domestic Assignments**

- Update based on slide deck distributed
  - Assigners
  - Assigner concerns/issues
    - Less confrontational with referees
    - Usage reports need to be more timely
    - Usage reports need to be more accurate
    - Mentoring/development working well and getting positive feedback toward assigners and of feedback from assigners

- Tardy referees have received counseling
- Large number of late cancellations
- Referees requesting to coach without prior notice
- Recommendations for improvements
- Certified Referee Assigner Program (CRAP)
- Dress code (shoes)

## Rules

- Adoption of FIE rules (e.g., penalty for dropping weapon, etc\_)
  - ACTION (Bradley):** Bradley to prepare motion and write up public-facing guidance; Donald to propose motion to next available Board meeting.

## Domestic Development – Grassroots

- Online seminar modules
  - Module outlines being developed from CRI materials by Stephanie Stern
  - Discussion of design and approach with online seminar
- CRI review
  - Evaluation of current CRIs
  - Review of current materials/length of seminars
  - Review of current fee structure and implementation
    - ACTION (Charles):** Collect data on current fees being charged
    - Consensus that policy should be a *maximum* of \$75 for seminar, and no charge for observations
  - Guidance document regarding use of observation form, ratings change recommendations
  - Communication with CRIs/CROs
- Ratings degradation
  - Working on draft to send to Brandon
  - ACTION (Bradley):** Bradley to coordinate with Brandon to be prepared to implement in August 2025

## Domestic Development – National

- Ratings award process documentation
  - ACTION (ALL):** Review documentation as distributed by Jelena and provide feedback

## Ombuds

- Bill of Rights
  - Moving forward. Adoption and implementation with regional tournaments an operational matter to be coordinated with National Office.

## IA&D

- FIE rules proposals from USA Fencing
  - Deadline to get proposals to Kelly: February 25
- FIE ratings update in the database: criteria for this year (after August ratings updates are entered)



FIE ratings of referees age 70+ or with no FIE activity since 2013 will have FIE ratings removed from USA Fencing referee rating database. Will be reviewed for domestic ratings in August.

- Status update: Para database audit  
Paul Harris to assist in correcting database

Hodge Podge

- Retirement Committee – Kelly  
To focus on N1-level referees  
Developing committee of coordinators  
Developing paths to initiate reviews and procedures for reviews
- Procedures for parents to submit complaints/concerns – Bradley  
**ACTION (Bradley):** Bradley to develop procedures.
- Covering target refresher  
**ACTION (Kelly):** Coordinate – Jason/Adam reprising seminar from SN24
- COI document examples – Bradley  
**ACTION (ALL):** Review conflict guidance document and provide feedback by March 1
- Conflict Resolution and Mentoring webinars
- Referee Emeritus  
**ACTION (Sean):** Lead criteria development and discussion related to referee emeritus

## 2. Domestic Assignments Committee (DAC) Report

Submitted by Vice-Chair: Sean Shumate

Members: Sean Shumate, Anne Crocket, Kelly Koehler, Mark Stasinos, Mary Frye

Completed action items:

- Reviewed yearly assignments
  - All national events have designated assigners and referee coordinators in place, and they have all been notified.
- Discussed new referee coordinator reporting method
  - DAC has implemented a new shareable google form or the NAC Referee Coordinator report. This will give access to multiple people to review NAC events and concerns. Members having access include the Referee Commission, DAC committee members, and others as needed.
- Reviewed and discussed Call to Strip and Referee Observation Process
  - Call to strip forms that were completed at NACs with either be given to The Vice Chair of National Referee Development Jelena Zeljkovic or be scanned and sent to her or The Vice Chair of Domestic Assignments for review and tracking.
  - Completed referee observations will be handled in the same way.

Working action items

- Further discussion digital reporting forms
- Assigner/Referee Coordinator training
- Developing late call protocols

The DAC continues to meet monthly following NAC completion to discuss NAC performance and concerns.

### **3. Domestic Development - Grassroots Committee (GRD) Report**

Submitted by Vice-Chair: Charles Astudillo

#### **Certified Referee Instructors and Observers**

- Currently 35 CRIs across the country
- New Certified Referee Observers:  
Nick Quan, Jeff Snider, Matt Dreyer
- Currently 64 CROs across the country

The GRD Chair proposes a modification to revise CRI criteria to include initial observation at Summer Nationals for certification to give in person instruction. The modification will allow other CRIs to review and certify capability prior to seminar delivery.

#### **Schedule of free Referee Certification seminars during Summer Nationals (In Progress)**

- The preliminary schedule for the free referee seminars will be to have them in 2 4-hour segments during the first 5 days and the second 5 days of Summer Nationals. The dates are TBD.

#### **Migration of Certification Materials to Online Education Modules**

Stephanie Stern (Lead), Mark Segal (Video Materials), Ziad Khyat (Video Capture), Andrew Fischl (Video Advisor), Weapon Leads TBD

- The team has had its initial introductory meeting at the last NAC, and discussed how the workflow will work to develop the segments will progress toward the initial four (4) hour goal. Each segment will last approximately twenty (20) minutes and require a knowledge check at the end of the segment to move on to the next segment.

#### **Referee Observation Statistics Tool**

Alden Grasse (Lead), Aunesto Quilop (design), Hisham Abdelaziz (design)

- Since the deployment of the online observation tool for tracking referee ratings initial observations, renewals, and advancement in 2019, there has been an improvement in the referee rating process and developing of local and regional referees. The data however, has been difficult to quantify due to the nature of the feedback provided in a paragraph format. To streamline the process, the team will be looking at patterns of the data collected over the past seasons and work to categorize critical aspects of evaluation towards the R2 and R1 levels. The team had its initial meeting at the April NAC and reviewed elements for analysis, templates used by NASO and previous templates used by USFA.

### **Data Analysis Team (In Development)**

- Since the use of the tracking tool has been critical to the development of referees at the regional level, we now need the statistics to determine if changes are actually working. GRD Chair plans to find referees that are interested in looking at the statistics over the course of the season and examine both the data, and data collection management to achieve the overall goal.

### **Regional Replay System**

David Baraff (Lead), Ziad Khayat (SG-12 Engineering), Zemi Laurence (Replay System Requirements)

- Providing immediate feedback to referees using video technologies allows for the referee to develop pattern recognition in calls after the bout is over. Having video for the R8 and forward will allow refs to develop with the ability correct issues without penalty to the fencer. The problem has been the added expense of equipment necessary to implement replay at the regional and local levels.
- The team has recently completed its initial beta test of a cost-effective system at the recent Collegiate Cup in San Diego during finals bouts, using an iPad, a video camera and a boom. Referees found the replay system to be easy to use and relatively self-explanatory. The team is in the process of developing the system requirements for implementation, as well as beta testing the system at other regional events.

### **4. Domestic Development - National Committee Report**

Submitted by Vice-Chair: Jelena Zeljkovic

Members: Jelena Zeljkovic, Tyler Baker, Susan Belanich, Jason Chang, Andrew Foster, Mary Frye, Nathan Jeon, Laura Schwarz, Matt Tucker, Adrienne Nott (AR), Darren Yen (AR).

- Creating mentee lists R1 and N2 rated referees for the NACs (did October and November NAC). October was more successful than November NAC due to fact that November NAC was understaffed but we still had close to 50 observations total). Mentee list is uploaded, maintained, and shared with referee coordinators and Sean Shumate.
  - Created mentee lists R1 and N2 rated referees for the NACs and SJCCs. We are still struggling with mentors and observers for those referees due to the understaffed NAC and SJCC.
- Reviewed and updated observation form used at the NACs, used at November NAC for the first time, with the positive feedback from the assigners and observers. Observation form is uploaded to shared drive and shared with referee coordinator and Sean Shumate.
  - Created online observation form that we are using at the NACs, but we are still using the paper version as well. We took the feedback from the assigners and observers and updated the form.
- Created and updated Excel spreadsheet with all the pod captains, video referees and main referees that are used in the video rounds at the NAC. Started in November and will be maintaining the sheet throughout the season. Sheet will be uploaded and shared with the referee coordinators, assigners, and Sean Shumate for easy accessibility.

- Excel spreadsheet is maintained with all accessible data. Still need to work with the assigners and referee coordinators and make them aware that data is collected and used in the process of reviewing the ratings at the end of the season.
- Created YouTube channel (USA Fencing Referee Development) with the idea of uploading short action videos that would be used as the teaching material for referees. Starting with the easier actions with adding more complicated actions later. Actions are presented at the Monthly referee meeting as well (one action per weapon).
  - We continued with the actions, and now we have a collection that can be easily accessed on YouTube, with the link that is posted on the USA Fencing website. We are working on the most efficient way to promote the channel and the monthly meetings as well. There are still referees who are not aware of neither of those.
  - Working with Taysir Mahmoud on reviewing her personal video database in the search for appropriate actions for the YouTube collection.
- Working with assessment program and Andres Linaldi on collecting and reviewing video database that is used for YouTube videos. Assessment program is a good source of videos but reviewing them is time demanding. We might consider including a small compensation for that task, approved in the budget.
- Maintaining database for “strip calls”. Data will be uploaded to the shared drive.
  - a. Database is built and will be discussed at the end of the season referee meeting in August.
- Working on updating CRI and CRO list.
  - This task was under grass roots umbrella. Charles and I are still working on it.
- Together with IA&D and Kelly Koehler, we will have multiple seminars at Summer Nationals, including video refereeing, penalties, rating process overview, side referees’ tasks, ...
  - These seminars can be used for continuing referee education, as we are asking referees to attend that kind of seminar every 2 years, to maintain referee rating.
- Together with IA&D and Kelly Koehler we are considering of making another referee rating category that would be an “Elite” group of referees. Those referees would referee Elite domestic Competitions. This is still at the beginning stages, and we will give updates when possible.

## **5. International Assignments and Development (IAD) Committee Report**

Submitted by Vice-Chair: Kelly Koehler

Members:

FIE committee: Iana Dakova, Tasha Martin

WAS committee: Jon Moss, Sean Shumate

Cadet advisory committee: Tasha Martin, Iana Dakova, Adam Brewer, Laura Decker, Jelena Zeljkovic, Jason Chang, Tyler Jacobson, Morgan Partridge (AR), Dwight Smith (AR), Brian Kaneshige (AR)

## **Assignments**

### **Q3 Update:**

FIE/cadets: Referee assignments for junior world cups managed through JOs weekend, as well as Junior/Cadet Zonals in March. Assignments for PanAmerican championships completed. Youth/Veteran PanAmerican Championships in process of availability solicitation. This is the final assignment of the season.

WAS: WAS spring assignments completed and to be managed through May. Remaining world cup for summer cancelled, so assignments are finalized for the season. New WAS Referee Commission has been appointed. Decisions regarding age cut-off for international refereeing expected before next season's assignments.

### **Upcoming:**

Awaiting designated calendars for Cadet circuit events, FIE, and World Para Fencing for the 2025-2026 season. Need to compose and convene advisory groups for the upcoming season, including athlete representatives for all groups.

## **Exams**

### **Q3 Update:**

Location for the upcoming fall FIE exams has been announced. Travel costs are expected to be higher than usual. Preliminary candidate list for the exams will be provided for Summer Nationals assignments.

One World Para Fencing referee was able to successfully complete a second license while attending a world cup as an assigned referee. Unfortunately, the final event of the season was cancelled, thereby removing the possibility to send another referee to test internationally this season.

**Remaining:** FIE exam candidates for the next exam will come from performance this international and domestic season. Selection for Fall 2025 exams, as well as candidate preparation, will be completed after Summer Nationals.

WAS candidates who were not able to attend exams last season will be tracked and supported for the next opportunity. One current WAS-licensed referee still is a for an additional license and will be prioritized for designated assignments held in conjunction with exams to minimize costs. The exam is TBD, dependent on referee and testing schedule and availability.

## **Development**

### **Q3 Update:**

Feedback on referees at international events received from both mentors and head referees. Informal meetings held regarding straightforward feedback for referees. Formal meetings scheduled for those with action items. Implemented preliminary mentor-mentoring: helping get our newer mentors resources to get through the challenging aspects of mentoring overseas. There is very positive feedback about this new approach.

**Remaining:** Informational sessions for FIE and WAS progression paths will be held online this summer. IA&D overview, traditionally held at Summer Nationals, will be held online following the event. Summer Nationals seminars will be held in conjunction with National Domestic Development for specific skills.

## **6. Rules and Examinations Committee Report**

Submitted by Vice-Chair: Bradley Baker

The Referees' Commission Rules Committee has been engaged in responding to requests for information and clarification from USA Fencing stakeholders, including the National Office, referees, athletes, coaches, and other supporters. We address these questions through communications facilitated by the National Office or directly to the committee's email account (RCRulesandExams@refereescommission.org). This includes both specific questions submitted by members directly to the committee or via the National Office and coordination with the National Office on ensuring alignment between organizational documents such as the USA Fencing Rules of Competition and Athlete Handbook. Guidance around rules, rules changes, and rules interpretations is provided via content posted to the USA Fencing website, during monthly calls hosted by the Referees' Commission, and on an individual basis.

Additional activities undertaken by the Vice Chair for Rules and Examinations since the last report to the Board of Directors include development of written guidance on conflicts of interest for referees, codification of procedures for fencers, coaches, and parents to submit feedback on the performance of referees during tournaments, and analysis of referee workday duration (see report beginning on page 13). Conflict of interest guidance and referee feedback procedures are under review, with expected publication in the next month. An analysis of referee working times for the 2024-2025 season, through the April National Championships, is incorporated into this report to the Board. An updated report including data from the May SJCC and Summer Nationals will be completed after the end of the season.

## Analysis of Referee Working Times – 2024-2025 Season

This report analyzes referee working hours during the 2024-2025 USA Fencing national tournament season through the April 2025 National Championships and NAC. The primary objective was to assess how long referees were required or expected to work each day, with a focus on understanding variations across tournaments and identifying trends that could inform future tournament planning, staffing, and budget decisions. The data for this analysis come from two main sources. The first is a scan-in/scan-out system, trialed for the first time in the 2023-24 season, where referees logged their start and end times by scanning in and out each day. Although the system experienced some operational challenges, such as referees forgetting to scan out, it provides verified timestamp data. To address gaps in the scan system, service hour records, which have been the standard method for tracking working hours in previous seasons, were also incorporated into the analysis. These records include official report and end times, the latter derived from the time the last pool or bout involving the referee was entered into the on-site tournament management system. The two data sources were merged to create a comprehensive dataset by using the earlier of the scan-in or report time as the start of the day and the later of the scan-out or service end time as the end of the day. This combined data was then analyzed to visualize the distribution of work hours for the season and for each of seven nationally managed tournaments<sup>1</sup>.

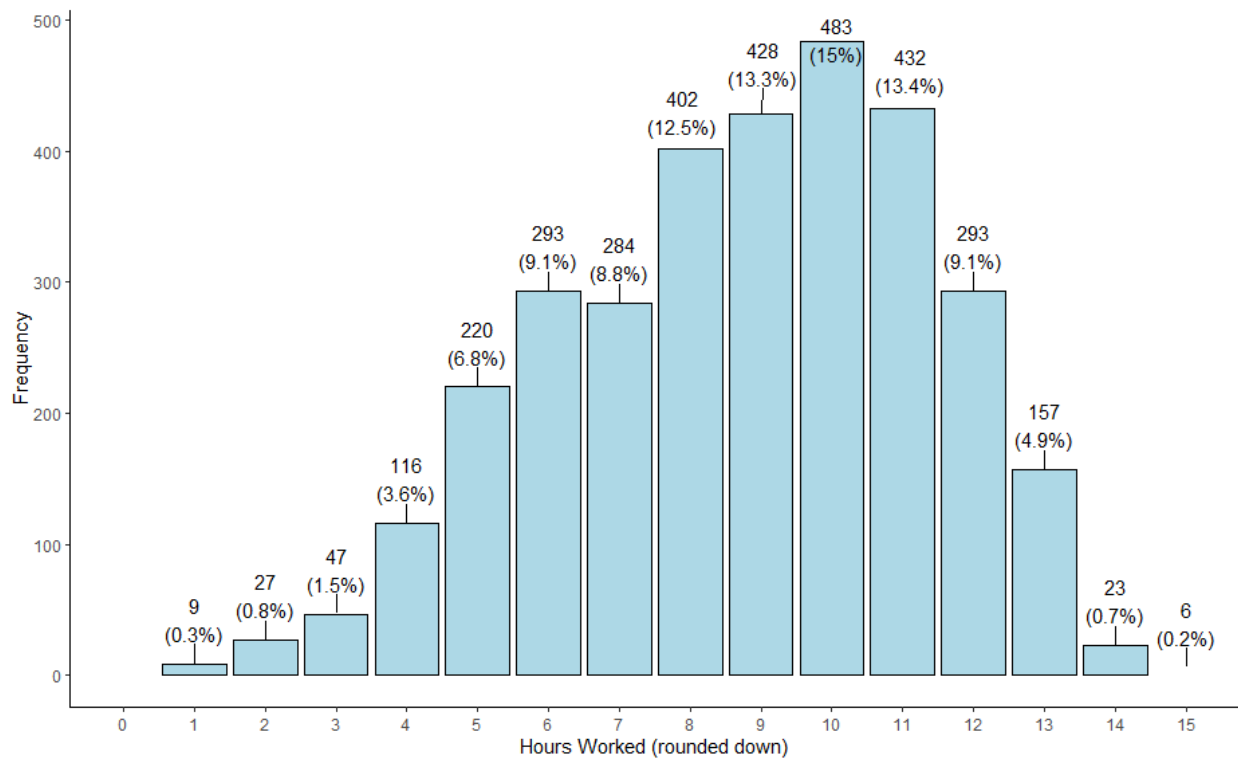
### Overall Distribution of Hours Worked Per Day

To provide an overview of referee work hours across the 2024-2025 season (excluding the May 2025 SJCC and 2025 Summer Nationals), Figure 1 graphically depicts the distribution of hours worked per day by referees. This histogram aggregates data from all seven tournaments, offering a visual representation of how long referees typically worked per day ( $N=3221$  referee days). The majority of workdays clustered within the 9 to 11-hour range, with a smaller number of days extending to 12 hours or more or lasting less than 7 hours. The distribution largely mirrors results from 2023-24, although with a greater proportion of days of 12 or 13 hours and fewer days of 4 or 5 hours. Based on data from 2023-24, the remaining events (May SJCC, Summer Nationals) will shift the distribution slightly leftward (i.e., greater representation of moderate and shorter days) once data from the full season is available. This distribution reflects the demanding nature of national tournaments and provides insights into the consistency of referee workloads throughout the season.

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<sup>1</sup> October NAC, November NAC, December SJCC, January NAC, Junior Olympics, March NAC, April NAC/Championships; data from the May SJCC and Summer Nationals will be incorporated into updated analyses after the end of the season.

Figure 1 Histogram of Hours Worked



### Distribution of Hours Worked Per Day by Tournament

To explore variations in workday durations across different events, Figure 2 and Table 1 break down the data by tournament. Each of the tournaments is represented in a separate histogram, allowing examination of patterns specific to each event. Some tournaments displayed more concentrated working hours, while others exhibited greater variability, likely due to differences in event schedules, participation levels, and operational demands. This facet-by-facet comparison highlights which tournaments required more referee hours and which experienced greater variation in workloads. The 2025 Junior Olympics demonstrated elevated work demands relative to previous years with a number of referees required to work 11 to 13-hour days, due to the inclusion of Division I events alongside the traditional cadet and junior categories. The 2025 March NAC also required relatively longer days compared to the rest of the national calendar, a pattern that was also present in data from 2023-24.



Figure 2 Histogram of Hours Worked by Tournament

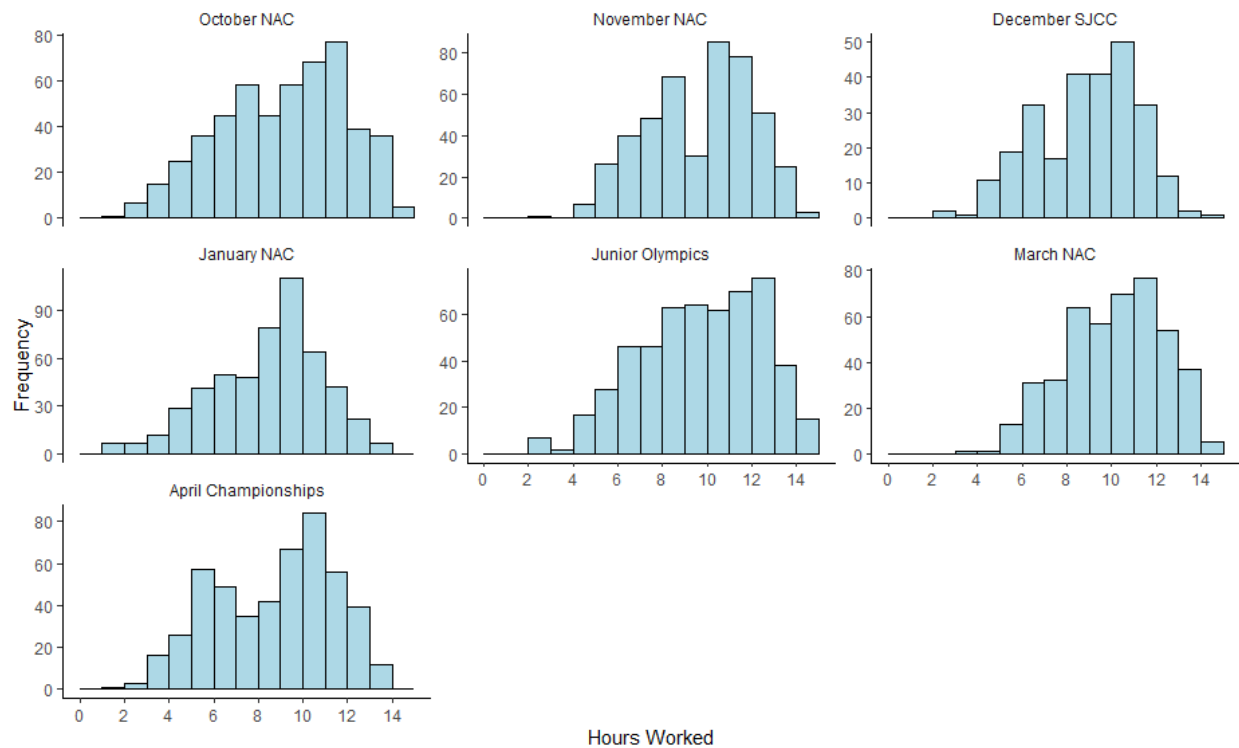


Table 1 Descriptive Statistics of Hours Worked by Tournament

Tournament	n	Mean	SD	Median
October NAC	515	9.10	2.85	9.47
November NAC	462	9.69	2.35	10.1
December SJCC	261	8.89	2.30	9.30
January NAC	519	8.40	2.47	8.84
Junior Olympics	535	9.73	2.72	9.95
March NAC	442	10.1	2.20	10.3
April Championships	487	8.71	2.68	9.30
Total	3221	9.24	2.61	9.58

Note. n= number of referee-day observations from each tournament; SD= Standard Deviation.

To further quantify the data, Table 2 was created to report how often referees worked at least a given number of hours per day throughout the season. This table not only shows the frequency of days worked at specific hour thresholds but also includes a cumulative total, indicating how many times referees worked days of that length or longer. For example, it reveals how many referees worked days lasting 8 hours or more, 10 hours or more, etc. This cumulative perspective is particularly valuable for understanding the upper bounds of referee workloads and identifying any patterns of extended workdays that might warrant attention. During the 2024-2025 season (through April 2025), referees at national tournaments were required to work in excess of 10 hours 43% of the days and in excess of 12 hours 15% of the days. A typical day required more than nine hours between when a referee reported for the day and when they were released from the venue (mean: 9.2 hours; median: 9.6 hours).

Table 2 Cumulative Work Hours

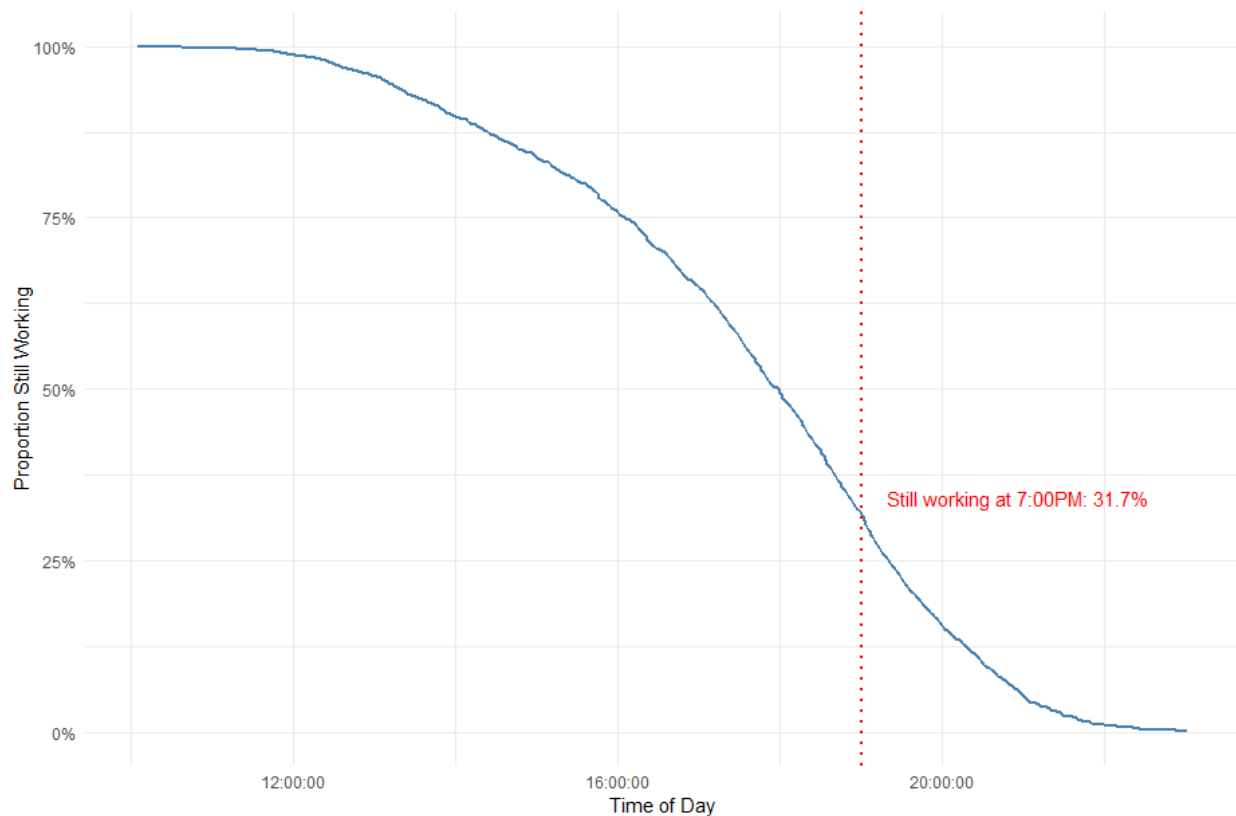
Hours Worked	n		Cumulative n	
1-2	9	0.3%	3221	100.0%
2-3	27	0.8%	3212	99.7%
3-4	47	1.5%	3185	98.9%
4-5	116	3.6%	3138	97.4%
5-6	220	6.8%	3022	93.8%
6-7	293	9.1%	2802	87.0%
7-8	284	8.8%	2509	77.9%
8-9	402	12.5%	2225	69.1%
9-10	428	13.3%	1823	56.6%
10-11	483	15.0%	1395	43.3%
11-12	432	13.4%	912	28.3%
12-13	293	9.1%	480	14.9%
13-14	157	4.9%	187	5.8%
14-15	23	0.7%	30	0.9%
15-16	6	0.2%	7	0.2%
16-17	1	0.0%	1	0.0%
Total	3221	100.0%		

*Note.* n= number of referee-day observations from each tournament; Cumulative n (and associated proportion) reflects the number (frequency) of referee-days of a specified duration or longer (i.e., the cumulative count and frequency for 10 hours reflects how many referee-days involved working at least 10 hours).

### Late End Times

USA Fencing has a policy of providing dinner, typically in the form of a voucher for food purchased at concession stands within the venue, to tournament officials who work later than 7:00PM on any tournament day. Based on the data in this analysis, 32% of referee days extended past this threshold (see Figure 3). There was no evidence of a dramatic shift in proportion of referees whose days ended either shortly before or shortly after 7:00PM, suggesting decisions regarding when to release referees are not influenced by this policy.

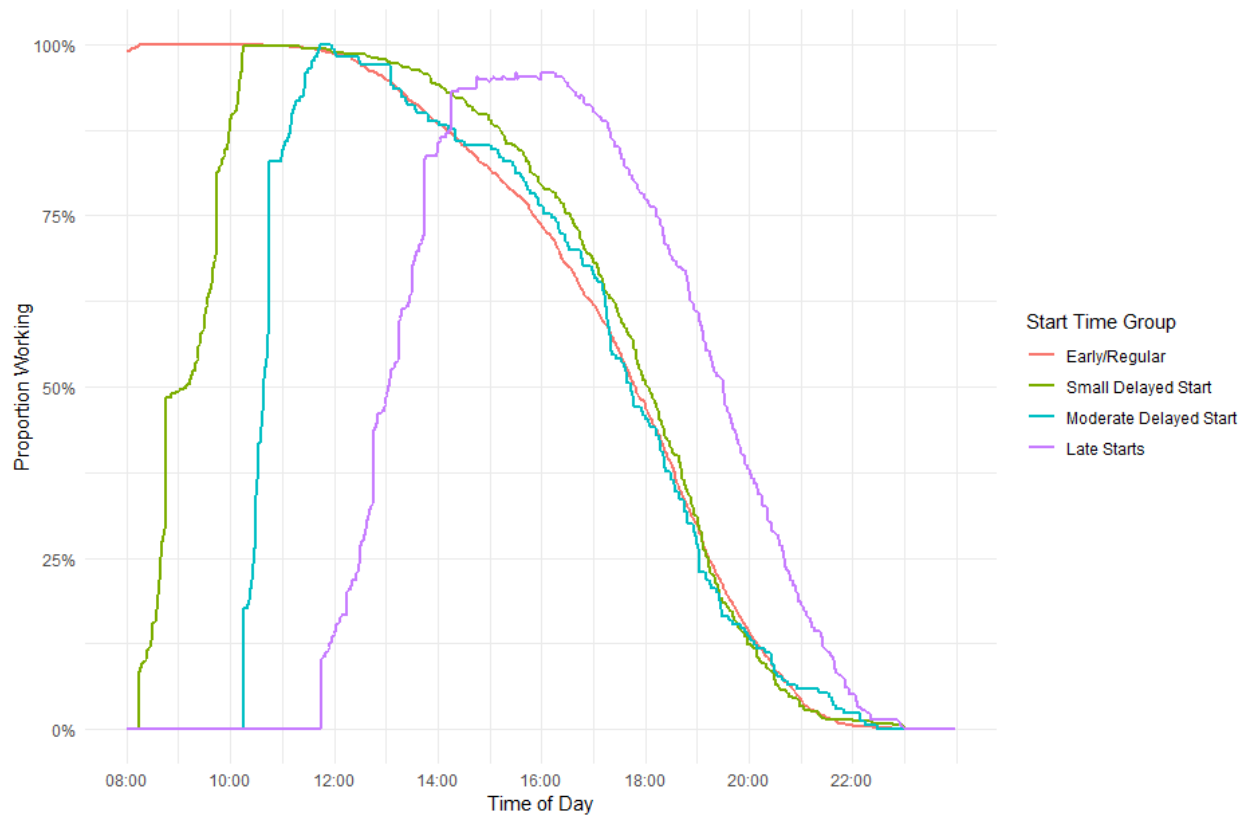
Figure 3 Proportion of Referees Working by Time of Day



*Note.* Referees who are still working after 7:00PM are entitled to a meal or meal voucher.

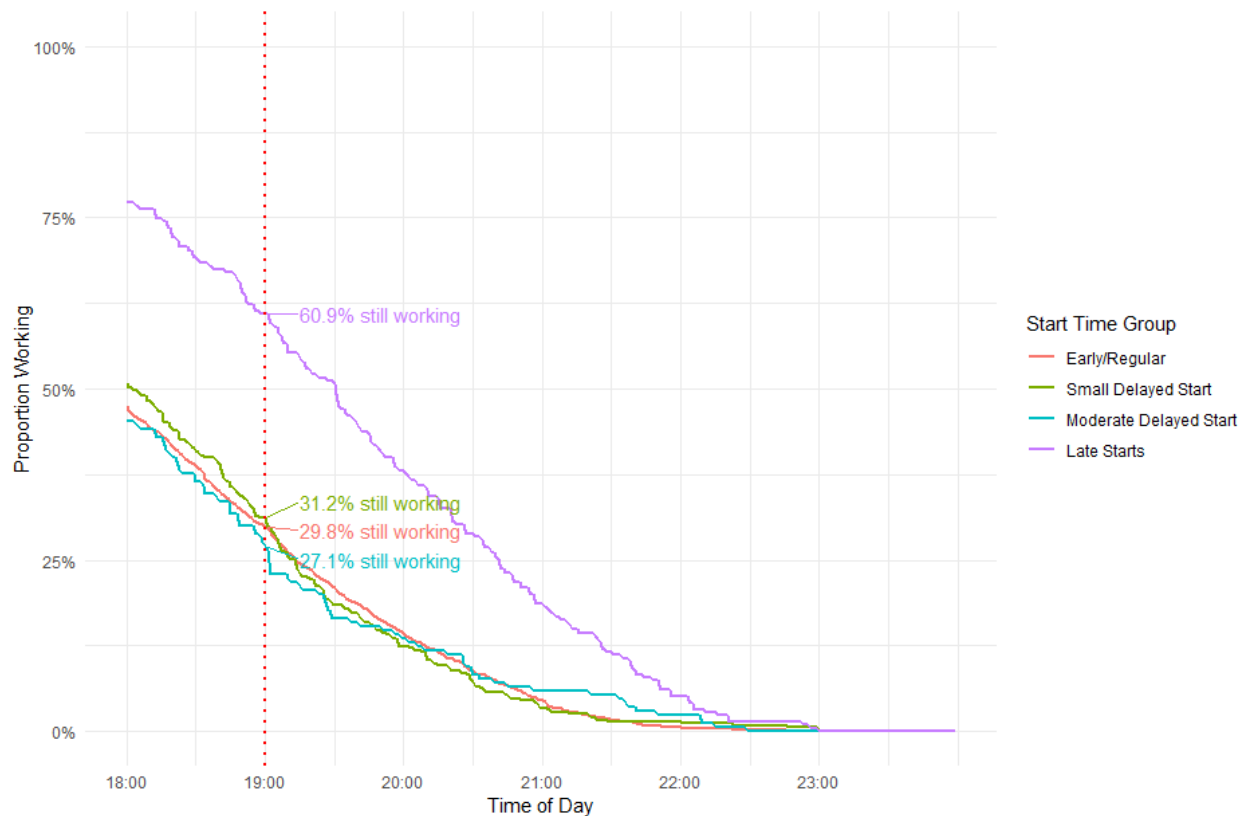
While most referees are expected to report at the start of tournament day (e.g., daily report times of 7:45AM for events with a close of registration at 8:00AM), some referees each day are given later report times, when permitted based on tournament logistics and referee demand. When possible, allocation of late report times should anticipate which referees are expected to work later in the day. Figure 4 and Figure 5 illustrate what proportion of referees with each start time had not yet been released by time of day. Start time groups are based on start of day (early/regular prior to 8:15; small delayed start 8:15-10:15; moderate delayed start 10:15-11:45; late starts 11:45 or later). As can be seen in Figure 4, release times for the first three groups are highly similar, while referees with a late start are more likely to continue working later in the evening. Figure 5 focuses on the evening period to highlight these differences based on start time.

Figure 4 Percentage of Referees Working by Time of Day by Start Time



*Note.* Referees are grouped based on their day start time: early/regular prior to 8:15; small delayed start 8:15-10:15; moderate delayed start 10:15-11:45; late starts 11:45 or later.

Figure 5 Percentage of Referees Working After 7:00PM by Start Time



*Note.* Referees are grouped based on their day start time: early/regular prior to 8:15; small delayed start 8:15-10:15; moderate delayed start 10:15-11:45; late starts 11:45 or later.

### Working Time by Referee Rating

One recurring topic in discussions of referee workload is how the duration of the working day varies by referee rating. Figure 6 shows the distribution of workday duration for referees whose highest rating is N1, N2, or R1. Across all three groups, there is substantial variability in how long referees worked each day. On average, N1 referees worked 9.18 hours (SD = 2.59, median = 9.35), N2 referees 9.19 hours (SD = 2.68, median = 9.63), and R1 referees 9.61 hours (SD = 2.46, median = 9.95). The difference between workday duration for N1 referees and R1 referees is statistically significant, while no significant difference was observed between N1 and N2 referees. These results suggest that referees newer to the national level (R1) may be assigned slightly longer workdays than more experienced referees (N1 and N2), possibly due to more frequent switching between events or weapons. These results may also be influenced by the relatively higher share of R1 referees at the March NAC, which required the longest referee workdays, on average.

Figure 6 Duration of Working Day by Referee Rating



*Note.* Distribution of daily work duration (in hours) for referees with N1, N2, and R1 ratings. Violin plots show the full distribution of durations, with wider areas indicating more frequent values. Boxplots within each violin indicate the median and interquartile range. Individual points represent observed daily values.

### Key Takeaways

1. Most referee workdays fell between 9 and 11 hours in duration, although a notable number were longer or shorter.
2. Referee workload varied across tournaments. The 2025 Junior Olympics and March NAC had the longest average workdays. The March NAC consistently requires the longest referee workdays, while the Junior Olympics was impacted by the addition of Division I events this season.
3. Extended workdays were common. Referees worked more than 10 hours on 43% of days and more than 12 hours on 15% of days.
4. Nearly one-third of referee days extended past 7:00PM. This threshold is relevant because it qualifies tournament officials for meal vouchers. Referees with late report times (11:45AM or later) were more likely to still be working after 7:00PM.
5. Workday duration differed by referee rating. R1 referees had slightly longer workdays (~26 minutes longer) on average than N1 or N2 referees, although all three groups showed wide variability.

May 14, 2025

**Report on the USA Fencing Coaches Committee  
For the USA Fencing June 6 Board Meeting**

**The Coaches Committee Charter has been revised and will be resubmitted for the June 6 meeting.**

Revised Charter below:

*Purpose: The Coaches' Committee provides the coaching community with a voice to USA Fencing. The Coaches Committee works in concert with the Board of Directors, the National Office, and other committee and resources groups to provide advice and consultation on matters impacting the community of Fencing Coaches in the United States.*

*The Coaching Committee is responsible for:*

- *Representing and advancing the interests of USA Fencing's coaching community, including both professional and part-time coaches and educators.*
- *Advising USA Fencing on matters directly or indirectly impacting coaching in the United States.*
- *Acting as Subject Matter Experts in areas of coaching to USA Fencing and its various committees and groups, serving as an advisory group and sounding board on coaching issues.*
- *Bringing up relevant concerns and observations about decisions made by USA Fencing that impact on the Coaching Community as a whole.*

*Composition: The Coaching Committee is composed of six members appointed by the Board of Directors, of whom one member identifies as a lessor represented gender, one member approved by the Paralympic Resource Group, and one non-voting member from the United States Fencing Coaches Association. In addition, the committee contains three athletes selected by the Athlete Council.*

**USA Fencing member outreach.**

A reply/message form has been put on the web at:

<https://airtable.com/appQYcPiYt3vuYA6y/shre3EENOkMeRSIEI>

with a link on the Coaching Resource page on the USA Fencing website. This link allows USA Fencing membership to directly reach out to the Coaching Committee.

As of May 21, 2025, there have been 23 inquiries through the online form, broken down by:

Coaching education requests: 8

Complaints about refereeing at Regional/National events: 4

Questions or queries about USA Fencing policies/communications: 3

Inquiries to reduce costs/membership fees: 2

Complaints about the practice of strip side coaching: 2

Comments about quality of Regional Events: 1

General inquiry: 1

Question about USFCA operations: 1

Support for the Coach's Lounge at events: 1

Three of these messages (coaching education, refereeing complaints, and cost of membership) resulted in an exchange between the member and the Chair of the Coaching Committee. All were resolved.

### **Review of Sample Foil Curriculum.**

In March of 2025 the committee reviewed and provided feedback on a foil curriculum created as part of a program being considered by USA Fencing for middle school students.

The members of the committee discussed the curriculum and forwarded their feedback back to USA Fencing.

### **Meeting at Summer Nationals.**

This report will be submitted before the May meeting of the Committee, which will discuss holding a public forum at the National Championships in Milwaukee, the format to be used, and the direction of the conversation.



Several possible formats are being considered, and will be decided upon by the end of May for including into Summer Nationals.

This concludes the report of the Coaching Committee

Allen Evans, Chair

## **Tournament Committee Meeting Minutes | February - May 2025**

Dates: 3.13.2025, 5.08.2025 and ongoing asynchronous communications

Location: Virtual

Members Present: Brandon Rochelle (Chair), Nathan Anderson, Dan Berke, David Blake, Maggie Dull, Alan Geller, Laura Johnson, Jennie Salmon, Peter Soudars, Rich Weiss

Staff: Phil Andrews, Glen Hollingsworth, Shannon Daugherty

RC Liaison: Sean Shumate

Board Liaison: Damien Lehfeltdt

### **Summary**

The TC continued discussing our next generation tournament formats, including final votes on activities for the 2025-2026 season and ongoing work for wider implementation in 2026-2027.

### **Next Generation Tournaments**

Following a stakeholder and timeline analysis, the Tournament Committee deemed it necessary to delay the implementation of any updates to our national or regional points systems until the 2026-2027 season so that a trial period can be conducted on tournament data collected during the 2025-2026 season. We anticipate members being able to review any changes to the points systems in an online "beta" during the coming season prior to final implementation.

### **National Event Regular Season Size Restrictions**

After an analysis of national event tournament sizes over the last several seasons, it is necessary to implement interim measures on select event sizes for athlete safety and tournament experience. The following recommendation has been made to the national office staff for operational implementation:

Cap event entries at the DVI, JNR and CDT levels for larger regular season (non-championship) national events:

- Set cap at 315 fencers, based on a cut of 20% after pools (80% advancing to DEs) and assuming a max DE table size of 256
- Recommended mechanisms to help ensure equity in the signup process, while retaining quality of competition for national events:
  - Tiered registration system with priority to all National Rolling Point List Holders, and A rated fencers in each category
  - Lottery system for remaining spots available after priority signup window
  - Open registration following the lottery for any remaining spots
  - For events projected to be significantly below the 315 maximum threshold, continue with tournament registrations as they have been in the past

Championship Events such as JOs, Division I Championships, and July Challenge may see adjustments to the regional points required to compete after an analysis is complete this summer.

Next Meeting: June 2025

**International Relations Committee  
June BoD Meeting Status Report**

May 21, 2025

Overall Chair: Kelly Koehler

Overall Board Liaison: Scott Rodgers

Overall Staff Liaison: Phil Andrews

IRC Administrative Group:

Kelly Koehler (Chair), Jennifer Yamin, Scott Rodgers, Sean Shumate, Felicia Zimmermann, Phil Andrews (ex officio, non-voting), Kat Holmes (Athlete), Alex Massialas (Athlete)

**IRC FIE Sub-Committee Report**

Since the last report, the IRC FIE Sub-Committee has convened two additional meetings:

- Meeting #3 – February 26, 2025

- Meeting #4 – May 13, 2025

Committee Members:

- Chair: Jennifer Yamin
- Members: Kelly Koehler, Iana Dakova, Don Anthony, Saul Mendoza, Felicia Zimmermann
- Ex Officio (non-voting): Carl Borack, Lorrie Marcil-Homes, Greg Massialas, Rita Comes, Donald Alperstein, Phil Andrews (or designee), Damien Lefeldt (Chair of the Board)

**Meeting #3 – February 26, 2025**

**Attendance**

Present: Donald Alperstein, Phil Andrews, Don Anthony, Carl Borack, Rita Comes, Iana Dakova, Kelly Koehler, Lorrie Marcil, Greg Massialas, Jennifer Yamin, Felicia Zimmermann

Absent: Saul Mendoza, Damien Lefeldt

**Key Discussion Points:**

**Chief of Delegation – Wuxi Junior & Cadet World Championships:**

- A task group was formed to oversee the selection of the Chief of Mission (COM) for the Wuxi Championships. Members include Phil Andrews, Kate Reisinger, Kelly Koehler, and Jennifer Yamin. This task group will ensure a transparent and collaborative decision-making process.

**Clarifying the Role of the IRC FIE Sub-Committee:**

- The Sub-Committee emphasized the importance of clearly defining its responsibilities to prevent overlap with operational duties. A better distinction between strategic oversight and day-to-day management will enhance coordination and efficiency.

#### Development of a Leadership Pipeline Beyond 2028:

- Initial discussions began on identifying and cultivating future leaders for international representation. The committee aims to support individuals interested in positions on FIE commissions, councils, and leadership roles.

#### Exploration of Hosting Future International Events in the U.S.:

- The committee reviewed proposals to host a Junior Sabre World Cup and a Senior Sabre World Cup in the United States. Discussions included feasibility, strategic value, and alignment with long-term goals.

### **Meeting #4 – May 13, 2025**

#### **Attendance**

Present: Donald Alperstein, Phil Andrews, Don Anthony, Carl Borack, Rita Comes, Iana Dakova, Kelly Koehler, Lorrie Marcil, Greg Massialas, Saul Mendoza, Jennifer Yamin, Felicia Zimmermann

Absent: Damien Lehfeldt

#### **Key Discussion Points:**

#### Wuxi Junior & Cadet World Championships Review:

- USA achieved outstanding results, earning 13 medals (8 Gold, 1 Silver, 4 Bronze) and finishing first among 99 countries. A total of 1,694 athletes from these nations participated in the event. This success reflects the strength of the national program and the robust support staff.
- Delegation Staff Included:
- Chief of Mission: Maria Panyi
- Team Captain: Jacqueline Dubrovich
- Team Leader: Kaitlyn Litten
- Sports Medicine: Peggy Chin & Emily Kahler
- Armorers: Dave Burgess & Brian Rosen
- In addition:
- Appointed FIE Director of Technique: Jennifer Yamin
- Appointed FIE Referee: Jelena Zeljkovic
- FIE Executive Committee Bureau member: Donald Anthony

#### FIE Leadership Transitions:

- Mr. Emmanuel Katsiadakis (Greece) resigned as Interim President. Mr. Abdelmoneium El Hussein (Egypt) was appointed by the Executive Committee as the new Interim President. Mr. Novak Perovic (South Africa) became the Vice-President, the position vacated by Mr. El Hussein's promotion.
- In the SEMI Committee, Mr. Giandomenico Varallo (Italy) resigned. Janet Higgins (UK) joined as the next vote recipient, and Felicia Zimmermann (USA) was elected President of the Committee on 5/16.
- Upcoming International Events:
- Tbilisi Senior World Championships: Jennifer Yamin was nominated and confirmed as the COM to lead the USA team.
- Rio Zonal Championships: No COM will be appointed due to budgetary restrictions.
- Pan Am Youth & Veterans (Lima) / Veterans World Championships (Bahrain): Discussions regarding the COM appointment are ongoing, and the task group will be responsible for selecting the individual.
- Seeding of the FIE Neutral Team:
- Concerns were raised regarding the inclusion and fair seeding of the FIE Neutral team at the Tbilisi World Championships. The committee agreed to work collaboratively with other national federations to recommend a fair seeding protocol.

#### Administrative discussion:

- The committee confirmed USA attendees for Istanbul's upcoming FIE Commissions and Council meetings.
- The US Athletes Commission will nominate an athlete representative, and the national office will submit a U.S. candidate for the FIE Athletes' Council by 5/21/2025.

The IRC FIE Sub-Committee thanks all members for their continued support and commitment to advancing USA Fencing's global presence.

#### **IRC WAS Sub-Committee Report**

Sub committee meeting May 15, 2025

Attendees: Scott Rodgers PLY, Donald Alperstein, Sean Shumate, Kathy Walters, Phil Andrews, Gabrielle Sabharwal

Not in attendance: Lauryn DeLuca at Eger, Hungary World Cup

Committee met to get update from members of the WPF commissions and discuss topics for upcoming executive committee meeting in Eger.

Key topics for Exec committee – Team events for LA28 and Upcoming international calendar

Referees – LA28 needs and expectations

SEMI – Peter Huggins (GBR) chair of WPF SEMI, working on issues with frames

Publicity – Lauryn doing commentary at Eger world cup.

Disciplinary – nothing to report

Possibility of US hosting future international event and how to best optimize for referee training and classifiers

Upcoming meetings:

May 30 - debrief on May 17 WPF EC meeting

Early Aug

**USA FENCING VETERANS COMMITTEE 2024-25**  
**CHAIR'S REPORT TO THE BOARD OF DIRECTORS**  
**MAY 2025**

**COMMITTEE COMPOSITION 2024-2025**

The current committee currently includes 10 voting members: Valerie Asher (chair), Jonathan Bartlett, Jane Carter, Will Chang, Rita Comes (FIE Veterans Council), Ken Gauvey, Tom Mahnken, Jude Offerle (athlete member), Marsha Reichman and Kate Sierra. Maria Panyi and Phil Andrews participate as board and staff liaison respectively.

The Veterans Committee represents the interests of veteran athletes across three weapons and five different age categories. Ideally the committee should include representation of all genders, age categories, and weapons. While four of the committee members compete in more than one weapon, their main weapon is considered in the analysis below. The voting members include:

- 4 men and 6 women
- 4 epee, 4 foil, and 2 sabre
- 1 V40, 4 V50, 3 V60, 2 V70

This season's committee includes five members who have served this committee previously and five new members.

There is the potential to add members to the committee as athlete representatives through the Athlete Council. This route may be used to add additional members to create balance among the viewpoints listed above.

**2024 VETERAN WORLD CHAMPIONSHIPS - DUBAI**

The FIE Veteran World Championships were held in Dubai in October, 2024. The US Vet team was directly supported by a dedicated and experienced team: Rita Comes, Kaitlyn Litten, Al Merritt, David Burgess, Bryan Wendell and Dr. Peggy Chin. Team USA had an outstanding showing, topping the medal count with 26 medals: 9 gold, 4 silver, and 13 bronze, with 21 in the individual events and 5 in the team events. For the third year in a row, the USA Veteran Team received the Grand Prix des Nations from the FIE, awarded at the FIE Congress in November 2025.

**US VETERAN WORLD CHAMPIONSHIP TEAMS - WEAPON SQUAD CAPTAIN SELECTION PROCESS**

Since 2014, the Veteran World Fencing Championships has included a team event. Each country can have up to two fencers in each of three age groups (V50, V60, V70). During the

competition each of the six weapon squads needs to have a team captain. While fencers have served as team captain (sometimes while fencing in the event) it is now more common that some of the personal coaches (whose expenses are paid by the fencers themselves) act as team captain/coach. In the past, there was no written selection process for identifying the captain/coach. In practice the captain/coaches were selected the day before by the chef de mission with input from the fencers. Complaints about this current process revealed the need for a written policy setting forth a process that was both orderly and transparent. A survey was sent to the 2022 and 2023 US Veteran World Team members asking them for input. Over half of respondents expressed a preference for naming team captains prior to arriving at Vet Worlds, and many of the respondents provided concrete suggestions for this process. Based on these responses, the Veterans Committee worked with our Veteran Team squad manager to create a process for the 2024 team. Team members were asked to identify coaches who were accompanying them to Vet Worlds. Coaches were then contacted and asked if they were able to stay and coach the team events. The candidates were then presented to the weapon squads for a team vote (conducted by email). In several cases the squads chose two coaches, and in one case the squad chose to captain from among the team members. Five of the six weapon squads reached the finals. Coaches who provided support for the team events received warm ups and honoraria to help cover travel costs. With the inclusion of V40 fencers, the 2025 World Veteran Championships is expected to have a somewhat different team event, with 12 squads: 6 V40/V50 squads and 6 V60/V70 squads. Once the official site goes live, the Veteran Committee will work with our Squad Manager to adapt this process to the increased number of teams.

## **COMPETITIVE OPPORTUNITIES FOR US VETERAN FENCERS**

As of May 2025, USA Fencing has 1474 (1061 M, 412 W) veteran-aged competitive members, a slight increase of 6% over last year. This does not fully account for all veteran-aged competitors, as members who hold Coach, Life, and Life Olympian memberships can also compete.

During the last season (2023-24) these are the numbers for veteran athlete participation in national and regional events:

National Registration Breakdown	
Total Registrations	2,691
Unique Fencers	920
Unique Men's Fencers	596
Unique Women's Fencers	324
Unique Epee Fencers	481
Unique Foil Fencers	227
Unique Saber Fencers	212
ROC Registration Breakdown	
Total Registrations	1,333



Unique Fencers	780
Unique Men's Fencers	525
Unique Women's Fencers	255
Unique Epee Fencers	374
Unique Foil Fencers	253
Unique Saber Fencers	153

During the 2024-25 competitive season, USA Fencing expanded the opportunities available to competitive veteran athletes. The season added an additional veteran team event to the January NAC, as well as a qualification pathway that would allow vet athletes to qualify for Division 1 National Championships based on their rankings on the Veteran Combined points lists. The number of Veteran ROCS increased from 21 to 23

## **VETERANS COMMITTEE AWARDS PROCESS**

The Veterans Committee has honored members of the Veteran fencing community since 2005. However the criteria and processes for choosing these honorees over the years were not clearly documented. Beginning in 2023, the Veterans Committee worked to articulate criteria, descriptive language, nominating processes, selection processes, and selection timeline for Fencer of the Year and Lifetime Achievement awards. We felt that the previous categories of Male and Female Fencer of the Year did not allow us to recognize competitive excellence in the age groups who were not included at World Championships. The committee now recognizes Fencer of the Year in each of the competitive age categories, using objective points-based criteria to select honorees. The committee also solicits nominations from the community for the Lifetime Achievement Awards.

## **VETERAN COMMITTEE AWARDS DINNER**

The dinner was held during the January NAC in Kansas City. The National Office did an outstanding job supporting the event, which again sold out and had over 100 attendees. Despite the challenges presented by the winter storm, turnout was high. For the second year, Bryan Wendell created a beautiful program that attendees could access via QR code. This in-person celebration also allowed the US Veteran Fencing community to pass around the Grand Prix des Nations medal that board member Maria Panyi accepted on our behalf at the FIE Congress. <https://www.usafencing.org/2024-veteran-awards>

## **Veterans Committee Honorees 2024-2025 Season**

Vet 40 Fencer of the Year - Adam Maczik  
Vet 50 Fencer of the Year - Julie Seal

Vet 60 Fencer of the Year - Chris Matt, Robin Pernice  
Vet 70 Fencer of the Year - Joe Streb  
Vet 80 Fencer of the Year - David Carvey

Lifetime Achievement Awards: Diane Reckling  
Joshua Runyon

## **VETERANS COMMITTEE TOWN HALL**

Because of conflicts with other USA Fencing evening events in April, the Veterans Committee could not hold a Town Hall in Los Angeles. We plan to rectify this by meeting with the veteran community at Summer Nationals. Since our events are spread out over a longer time period, we plan to offer two Town Halls during SN.

## **VETERANS COMMITTEE - SURVEY**

The Veterans Committee wants to understand who participates in Veterans events and the demographics and preferences of our community. Precise numbers for competitive veteran fencers can be difficult to establish from just membership categories. In March 2024 USA Fencing had 1389 competitive members who were 40+. This does not include USA Fencing members in other membership categories who choose to compete (Coach, Life Members, Life Olympians, and Life Installment members) nor does it include those who choose to compete locally with Access memberships. We are always interested in having better data about the Vet Fencing community. As part of this, an updated demographic survey of competitive veteran fencers was sent out in May of 2024. The results can be viewed [here](#). The survey highlighted some of the interesting features of our community. Almost half of the fencers who responded had fenced with NCAA teams or university clubs; however almost 40% began fencing as Veterans, with a significant number beginning at age 50 or above. In addition, a significant number of Vet fencers support fencing outside of their own identity as athletes. As an example 35% of respondents participate as coaches and 28% participate as referees, with others serving as armorers, bout committee/replay staff, club owners, division officers, instructors and national committee volunteers.

## **VETERANS COMMITTEE - LOOKING AHEAD**

- The Veterans Committee continues to support the addition of Vet 80 events to Veteran World Championships and ask for the continued support of the Board and the National Office in presenting this position to the FIE.

- The 2025 Veteran World Championships will include V40 events as a test event. Our community is excited about this opportunity and looks forward to this year's competition in Bahrain.
- For the second year, the USA Fencing Hall of Fame ballot includes a Veteran category. The criteria for nomination were developed without input from the Veterans. The HOF committee has undergone significant changes over the last year and as it evaluates its processes, the Veteran committee hopes to be involved with developing the criteria for evaluating the accomplishments of veteran athletes.
- The committee will work with the National Office to schedule the Veterans Committee Awards Dinner at the first Veterans NAC of the season and anticipate returning the Veterans Town Hall to the April NAC.

## **ACKNOWLEDGEMENTS**

The Veterans Committee would like to thank our staff liaison, CEO Phil Andrews and our Board liaison, Maria Panyi for their active engagement with this committee and their commitment to Veteran fencing. We would also like to thank the staff members of the National Office who have worked directly with us over the past year on some of these projects: Brad Suchorski, Kaitlyn Litten, Glen Hollingsworth, and Bryan Wendell. They are an outstanding group and a pleasure to work with. Lastly, a big thank you to our fellow volunteers on the Tournament Committee for a productive and cooperative experience in meeting the needs of our Veteran competitors.

**Report of the USA Fencing Ethics Committee**  
**June 6, 2025.**

During the last year, the Ethics Committee primarily has dealt with issues relating to conflicts of interest. In all cases, the identified apparent conflicts were either judged to be minor or, at most, to merit disclosure to the Board for consideration. There were no identified apparent conflicts where any further action was warranted.

As a long-term measure, and to provide more predictability and full transparency for the Board and for members, the Ethics Committee proposes to draft a set of standards, in the form of a standard operating procedures (SOPs), to more clearly identify and group the types of conflicts that can arise, along with recommended dispositions. The categories would range from minor conflicts (e.g., a Board member who also is a member of fencing club) through more major conflicts where the disposition would be notification of the Board with a recommended course of action, including the very rare circumstances where the recommendation would be disqualification from a position. The SOPs would be advisory in nature, and thus would not be in the form of a new compliance policy that would require any type of board passage. We anticipate having these SOPs done within ninety days.

# Board Meeting – Minutes

## Emergency Meeting

### USA Fencing Board of Directors

April 15, 2025 - Zoom

#### I. Call to Order

**Present:** Damien Lehfeldt, Maria Panyi, Andrey Geva, Molly Hill, Abdel Salem OLY-EGY, Jackie Dubrovich OLY, Lauryn Deluca PLY, Katherine Holmes OLY, Scott Rodgers OLY, Marie Donoghue, Jade Burroughs, Andrea Pagnanelli, Selina Kaing, Donald Alperstein, Emily Bian, Peter Barton.

**Absent:** None

**USA Fencing Staff:** Phil Andrews.

#### II. Executive Session

*Motion to Enter Executive Session*

**MOTION 1 (Mr. Lehfeldt):** To enter Executive Session to discuss issues pertaining to USA Fencing's Transgender and Non-Binary Eligibility Policy.

**Rationale:**

**Second:** Lauryn Deluca

**Result:** Passed by voice vote.

*Public Summary of Action Taken in Executive Session*

In executive Session, the board moved to approve a revised Transgender and Non-Binary Eligibility Policy to be implemented upon implementation of similar policies by oversight bodies of USA Fencing.

# Board Meeting – Minutes

## Emergency Meeting

### USA Fencing Board of Directors

May 24, 2025, 5pm MT - Zoom

#### I. Call to Order

**Present:** Damien Lehfeltd, Maria Panyi, Andrey Geva, Molly Hill, Abdel Salem OLY-EGY, Jackie Dubrovich OLY, Lauryn Deluca PLY, Katherine Holmes OLY, Scott Rodgers OLY, Jade Burroughs, Andrea Pagnanelli, Selina Kaing, Donald Alperstein, Emily Bian, Peter Barton.

**Absent:** Marie Donoghue

**USA Fencing Staff:** Phil Andrews, Jess Saxon, Tabitha Chamberlin.

#### II. Executive Session

*Motion to Enter Executive Session*

**MOTION 1 (Ms. Hill):** To enter Executive Session to discuss issues pertaining to Board conduct and communication.

**Rationale:**

**Second:** Lauryn Deluca

**Result:** Passed by voice vote.

*Public Summary of Action Taken in Executive Session*

No formal action was taken following the discussion in Executive Session.

25-26	Operational Lead	Strategic Initiative	Priority Initiative	Action/Description	Status	Success Measure
1	Events	Sports Growth	Embracing Volunteerism	Develop a formal process and structure for recruitment, retention and management of event focused volunteers - including outreach, signups and incentivization programs.		Have volunteer database of at least 175 active (worked at least one event in the past 12 months) volunteers by end of 25-26 season.
2	Events	Organizational Effectiveness	Creative Cost Reduction	Develop, trial and implement a new pod structure for National Tournaments that reduces expenses for equipment rental and floor space required in venues.		Implement new pod structure by 2026 January NAC at the latest, targeting 20% cost reduction for final decorator expenses, per tournament
3	Events	Organizational Effectiveness	Referee Development	Centralize education and development resource location for both coaches and referees		Have referee exams migrated to FenceLab by end of 2025 calendar year and closure of Brillium and Thinkific accounts.
4	Events	Organizational Effectiveness	Competition Structures	Finalize, communicate and begin trial of new competitive framework for USA Fencing sanctioned competitions w/ targeted implementation by 26-27 season		Communicate updates to structure to membership w/ parallel points structures and framework in place by first National Event of 25-26 season
5	Finance & Admin	Financial Deficit	Reduce the Capitol deficit	Monitor and manage expenses to ensure we are reducing the over all deficit from prior years. Reduce the remaining -300k		Year end close
6	Finance & Admin	Expenses	Reduce Expenses overage	Reduce excessive spending by monitoring each departments spending		Expenses are within budget
7	Finance & Admin	Forecast	Create a 3 year rolling budget and forecast	Using new budget software to create a living 3 year rolling budget. This will help to create more accurate budgeting		A model that staff can use.
8	Legal, Safety & Compliance	Organizational Effectiveness	Member Safety/Data & Technology Capabilities	Implement a misconduct report tracking system to better monitor status of cases, track progress on investigations/resolutions, and improve the time to close cases.		Goal to have the software fully implemented by January 1, 2026
9	Marketing, Comms & Outreach	Sport Growth	Grow the Sport of Fencing	Establish new media platforms to raise awareness in both general and niche media and distribute content widely across channels to enhance national and regional presence, drive revenue and attract potential athletes to clubs, including using alternate and unusual media opportunities.		25% increase in social media engagement across major platforms — Facebook, Instagram, LinkedIn

10	Marketing, Comms & Outreach	Sport Growth	Grow the Sport of Fencing	Establish new media platforms to raise awareness in both general and niche media and distribute content widely across channels to enhance national and regional presence, drive revenue and attract potential athletes to clubs, including using alternate and unusual media opportunities.		20% increase in web traffic (resulting in a more marketable platform for advertisers)
11	Marketing, Comms & Outreach	Sport Growth	Grow the Sport of Fencing	Establish new media platforms to raise awareness in both general and niche media and distribute content widely across channels to enhance national and regional presence, drive revenue and attract potential athletes to clubs, including using alternate and unusual media opportunities.		Introduction of new revenue stream through video, such as the "Follow the Fencer" program or similar
12	Marketing, Comms & Outreach	Sport Growth	Grow the Sport of Fencing	Establish new media platforms to raise awareness in both general and niche media and distribute content widely across channels to enhance national and regional presence, drive revenue and attract potential athletes to clubs, including using alternate and unusual media opportunities.		Increase in media coverage in every NAC market in 2025-26 season
13	Development	Brand Awareness & Revenue Growth	CULTURE OF GIVING -	grow philanthropic support at all donor levels by creating compelling fund options and presenting a coordinated message on the impact of giving		Increase giving with major donors through thoughtful and compelling asks that resonate with donor interest (6-10 asks). Increase giving with mid-major donors (10-20 asks) through thoughtful asks with some focus on matching gifts to inspire annual fund donors; focus on moving annual fund donors to mid-major pipeline. Create consistent and compelling solicitations and engagement of annual fund donors through thoughtful segmentation of membership and donor database. Focus for all giving levels to be 1) impact/telling the story and 2) thanking the donor/stewardship
14	Development	Brand Awareness & Revenue Growth	CULTURE OF GIVING -	Create a culture of philanthropy that includes showing the impact of dollars, telling the story of our programs, and a building a sense of pride in donors at each stage of moves management (identification/cultivation/solicitation/stewardship)		Creation & distribution of a Case for Support for major donors - use case as base for mid-major and annual fund solicitations. All donor stories should be represented and shared.



15	Development	Brand Awareness & Revenue Growth	CULTURE OF GIVING -	Create a culture of philanthropy that includes showing the impact of dollars, telling the story of our programs, and a building a sense of pride in donors at each stage of moves management (identification/cultivation/solicitation/stewardship)		Creation and distribution of Foundation Strategic Plan
16	Development	Brand Awareness & Revenue Growth	CULTURE OF GIVING -	Create a culture of philanthropy that includes showing the impact of dollars, telling the story of our programs, and a building a sense of pride in donors at each stage of moves management (identification/cultivation/solicitation/stewardship)		implement updated stewardship plan at all giving levels that includes multiple opportunities to thank throughout the year
17	Development	Brand Awareness & Revenue Growth	CULTURE OF SERVICE &	Begin to build a culture of philanthropy in youth fencers		Create a youth philanthropy council that engages athletes in the philanthropic process, such a stewardship calls and letters, creating access programs in fencing clubs, and providing testimonials for solicitation marketing
18	Development	Sports Growth	FIGHTING FOR FENCING	Increase collegiate programs, inclusive of club programs, to protect the pipeline and secure the future for our sport		identify two donors and solicit at least one for new collegiate program
19	Development	Sport Excellence	INTERNATIONAL REPUTATION & INFLUENCE	Advance our core values of ethics and integrity on and off the international playing field; and plan for succession in our international representation.		create proposal and seek donor to fund AI technology for scoring and a portion of gift to fund referee development
20	SP	Sport Excellence	Competition Structures	Pilot new CWF international competition structure		Stronger international competitive experience for top CWF fencers
21	SP	Sport Excellence	Competitive Excellence	Pilot Men's Saber team event indicator stats project		Better informed coaching decisions
22	SP	Sport Excellence	Competitive Excellence	Fully fund travel for 5th & 6th athletes in all 6 AB weapons		Retention of top athletes through LA28
23	SP	Parafencing Advancement	Parafencing Participation	Work with fencing clubs to increase equipment and coaching resources and support athlete recruitment efforts.		Achieve 30% of clubs registered as offering parafencing actively training parafencers.

24	SP	Parafencing Advancement	Parafencing Participation	Increase collaboration with schools, and organizations like Move United, Endeavor Games, Angel City Sports, the VA, Challenged Athlete's Foundation to expose new athletes to parafencing.		Hold 4 athlete engagement events. Increase the number of parafencing athletes by 15%.
25	SP	Parafencing Advancement	Parafencing Participation	Hold minimum 2 parafencing seminars and 1 coach seminar.		Get minimum 5 new parafencing referees observed.
26	SP	Parafencing Advancement	Parafencing Systems	Implement the domestic classification structure for parafencing.	In Progress (on hold due to WAS)	All participating parafencers will be classified in order to participate in USA Fencing sanctioned events.
27	SP	Parafencing Advancement	Parafencing Systems	Implement the fencing classification structure for parafencing at National Events.	In Progress (on hold due to WAS)	50% of parafencers earned a classification.
28	SP	Parafencing Advancement	Athlete Development	Administer athlete performance plans for National Team and Emerging athletes to support training and performance levels.		Elite and Emerging athletes earning top-16 results at 80% of competing events.
29	SP	Parafencing Advancement	Athlete Development	Provide funding support for National Team athletes to international competition and training camps.		Retention of top athletes and better seeding position heading into LA28 qualifying period (fall 2026).
30	SP	Parafencing Advancement	Representation & Awareness	Host a 2026 World Cup		Award and execute May 2026 World Cup Bid
31	SP	Parafencing Advancement	Representation & Awareness	Identify Games Volunteer training opportunities in partnership with LA28		Hold one Games Volunteer training for LA28 Paralympic Games
32	MSG	Sport Growth	Club & Division Services	Club Best Practices Seminars		4 Quarterly Seminars: 2 Topics per Seminar
33	MSG	Brand Awareness & Revenue Growth	Club & Division Services	Division Compliance: Officers/Financials/Bylaws/DOG		100% of Active Division Compliance
34	MSG	Sport Growth	Club & Division Services	High School Division Officer		Add a High School Division Officer in 50% of Divisions
35	MSG	Sport Growth	Club & Division Services	Focus on new program start ups. (Including High School, Clubs, College Clubs)		35 Programs Started
36	MSG	Sport Growth	Club & Division Services	Utilize youth serving partnerships to launch programing		Launch 20 youth org partnerships
37	MSG	Sport Growth	Club & Division Services	Club Resource Development: Focusing on Retention Services for Current Clubs		Club Survey responses state 70% of clubs find these of value
38	MSG	Brand Awareness & Revenue Growth	Customer Service	Utilize tools from the customer service manual and customer service training		80% or Higher Customer Satisfaction Score
39	MSG	Brand Awareness & Revenue Growth	Customer Service	Utilize tools from the customer service manual and customer service training		Response Rate 1 business day or less
40	MSG	Sport Growth	Expand Collegiate Opportunities	Develop sustainable collegiate programs		2 Additional NCAA Varsity Program
41	MSG	Brand Awareness & Revenue Growth	Expand High School Opportunities	Targeted High School Program Growth		Sanctioned in 1 additional state or territory
42	MSG	Brand Awareness & Revenue Growth	Member Education and Development	Continued Member Education Opportunities		Hold 10 Speaker Series events

43	MSG	Sport Growth	Member Education and Development	Leadership Academy		90% Graduation Rate
44	MSG	Brand Awareness & Revenue Growth	Parent Membership	Parent Education Series, Membership Value add for the Parent Membership		10% of Fencing Families hold a parent membership
45	MSG/Comms	Sport Growth	Member Education and Development	Mentor/Mentee Program		90% Mentee Graduation Rate
46	MSG/Comms	Sport Growth	Member Services	Increase NCAA Collegiate Fencing Visibility for both fencing and non-fencing audiences		Average Email Open Rate: 50%, CTR: 4%
47	MSG/Comms/Events	Brand Awareness & Revenue Growth	Member Services	Sustainable College Recruiting Programming		College Connect operates at a net surplus.
48	MSG/Events	Brand Awareness & Revenue Growth	Expand Collegiate Opportunities	Plan and organize DIII NCAA Championship for the 26/27 Season		Date and location planned for the 26/27 D3 Collegiate Championship
49	MSG	Sport Growth	Club & Division Services	National Celebrate Fencing Week / National Try Fencing Day		Introduce 500 new athletes to Fencing
50	MSG/Comms	Sport Growth	Club & Division Services	Fence Across America in a Box – Turnkey club kits for local outreach.		50 Clubs Launch Fence Across America Activations

Purpose: The Coaches' Committee provides the coaching community with a voice to USA Fencing. The Coaches Committee works in concert with the Board of Directors, the National Office, and other committee and resources groups to provide advice and consultation on matters impacting the community of Fencing Coaches in the United States.

The Coaching Committee is responsible for:

- Representing and advancing the interests of USA Fencing's coaching community, including both professional and part time coaches and educators.
- Advising USA Fencing on matters directly or indirectly impacting coaching in the United States.
- Acting as Subject Matter Experts in areas of coaching to USA Fencing and its various committees and groups, serving as an advisory group and sounding board on coaching issues.
- Bringing up relevant concerns and observations about decisions made by USA Fencing that impact on the Coaching Community as a whole.

Composition: The Coaching Committee is composed of six members appointed by the Board of Directors, of whom one member identifies as a lessor represented gender, one member approved by the Paralympic Resource Group, and one non-voting member from the United States Fencing Coaches Association. In addition, the committee contains three athletes selected by the Athlete Council.

25-26	Operational Lead	Strategic Initiative	Priority Initiative	Action/Description	Status	Success Measure
1	Events	Sports Growth	Embracing Volunteerism	Develop a formal process and structure for recruitment, retention and management of event focused volunteers - including outreach, signups and incentivization programs.		Have volunteer database of at least 175 active (worked at least one event in the past 12 months) volunteers by end of 25-26 season.
2	Events	Organizational Effectiveness	Creative Cost Reduction	Develop, trial and implement a new pod structure for National Tournaments that reduces expenses for equipment rental and floor space required in venues.		Implement new pod structure by 2026 January NAC at the latest, targeting 20% cost reduction for final decorator expenses, per tournament
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8	Legal, Safety & Compliance	Organizational Effectiveness	Member Safety/Data & Technology Capabilities	Implement a misconduct report tracking system to better monitor status of cases, track progress on investigations/resolutions, and improve the time to close cases.		Goal to have the software fully implemented by January 1, 2026
9	Marketing, Comms & Outreach	Sport Growth	Grow the Sport of Fencing	Establish new media platforms to raise awareness in both general and niche media and distribute content widely across channels to enhance national and regional presence, drive revenue and attract potential athletes to clubs, including using alternate and unusual media opportunities.		25% increase in social media engagement across major platforms — Facebook, Instagram, LinkedIn

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## **Financial Policies and Procedures**

### **General**

The United States Fencing Association, dba USA Fencing, intends this manual to be used as a set guideline for day-to-day business operations. This manual must be approved by USA Fencing's Board of Directors annually and will serve as the sole authority for financial policies and procedures in USA Fencing. Interpretation of the policies and procedures will be at the reasonable discretion of the executive director and director of finance. USA Fencing reserves the right to modify any or all of the material contained in this manual with or without notice, but only with the approval of the board of directors.

### **Financial Planning and Reporting**

USA Fencing's fiscal year officially coincides with the USA Fencing membership year (August 1 to July 31).

The organization's financial statements are prepared in accordance with Generally Accepted Accounting Principles (GAAP). The presentation of the Financial Statements shall follow the recommendation of the Financial Accounting Standards Board (FASB) No. 117, "Financial Statements of Not-For-Profit Organizations." Under GAAP, revenues are classified based on the existence or absence of donor-imposed restrictions. Accordingly, the net assets of the organization are classified as unrestricted, temporarily restricted and permanently restricted.

### **Internal Controls**

The internal controls of USA Fencing are designed to ensure that the financial transactions of the Association are recorded in accordance with generally accepted accounting principles and represent actions desired by USA Fencing's Board of Directors.

The objective of internal controls is to provide reasonable assurance that assets are protected and that reliable financial records are maintained in order to prepare accurate financial statements in a timely manner.

USA Fencing is dedicated to ensuring that all financial operations are conducted under the highest standards of integrity and ethics in compliance with strict internal controls. It is the responsibility of all members of USA Fencing to follow established policies and procedures and to be alert to opportunities for improvements in internal controls.

### **Lines of Authority**

While the ultimate responsibility rests with the board of directors, the day-to-day supervision of the controls is the responsibility of the director of finance, reporting to the executive director.

- The board of directors are required to approve the annual budget.
- The audit committee is responsible for selecting the auditors annually. The board of directors are required to approve the selected auditors annually.
- Executive director or in his/her absence the director of finance is responsible for reviewing all contracts, review by in house counsel is optional and utilized on a case-to-case basis. See below for more detail on contracts.
- Contracts must be signed by the director of finance or executive director. See below for more detail on contracts.
- Departmental director and/or director of finance approval is required for all expenses, unless there are unbudgeted expenses above \$500.00, this must be approved by the director finance and anything over \$700.00 must be approved by the director of finance and the executive director.
- Unbudgeted expenses that create a variance of \$50,000, in which case board of directors' notification is required.
- The executive director is responsible for all hiring, firing and compensation adjustments.
- The Financial Policies and Procedures should be reviewed annually, and any changes must be approved by the board of directors.
- The Operations Manual should be reviewed annually and approved by the executive director.
- The Employee Handbook and Athlete Handbook should be reviewed annually, and any changes must be approved by the executive director.

## Contracts

Contracts must be specifically reviewed and approved by the board of directors when:

- The contract, by its terms, purports to impose requirements on the individual members of USA Fencing.
- The total value of the contract in the present fiscal year (i.e., the potential monetary obligation incurred by USA Fencing under contract) exceeds \$50,000;
- The term of the contract exceeds three (3) years, regardless of value;
- The term of the contract exceeds one year, and either:
  - The total obligation undertaken would cause a variance to the approved budget of more than \$25,000 or
  - Ten percent (10%) of the relevant budgetary line item; or
  - The total value of the contract in any single fiscal year is not provided for by a specific dedicated budgetary allocation and exceeds the greater of \$50,000 or ten percent (10%) of the general budgetary line item to which the contract is to be charged.

Contracts for which provisions are otherwise specifically provided by resolution of the board of directors (including provisions of the Operations Manual, contracts related to the renting of venues and running of tournaments and existing policies for reimbursement or payment of volunteers) are exempt from this requirement.

In addition to the foregoing requirements, all contracts, or obligations in aggregate or related

financial exposure exceeding \$100,000 or that meet any of the following criteria must be reviewed, prior to their execution, by General Counsel (or under his direction by a member of the Legal Resource Group designated by him) or by such other legal counsel as the board of directors may approve in specific cases:

- Any contract that has rights and or commitments extending for more than one (1) year; or
- Seeks to limit the amount of types of liability of the other contracting party, its subcontracts, agents or USA Fencing successors.

Contract Signing Authority Levels:

### Conflict of Interest and Confidentiality Policy

- To ensure decisions are made in the best interest of the organization, USA Fencing maintains a

Amounts	Signors
Under \$25,000	CEO or Director of Finance
\$25,001 to \$50,000	CEO
\$50,000 and over, multi-year	CEO, with Board Approval

comprehensive **Conflict of Interest Policy** applicable to all board members, key employees, committee members, and staff.

- Key components include:
- **Annual Disclosure:** All covered individuals must complete a Conflict-of-Interest disclosure form each year.
- **Recusal Requirement:** Individuals with a disclosed conflict must abstain from deliberation and voting on related matters.
- **Documentation:** Any conflict and subsequent recusal must be documented in the meeting minutes.
- **Oversight:** The Board Governance Committee will oversee conflict of interest compliance.
- This policy aligns with requirements under **IRS Form 990 Schedule L** and **Colorado Revised Statutes § 7-128-501**.

### Segregation of Duties

The organization's financial duties are distributed among multiple people to help ensure protection from fraud and error. The distribution of duties aims for maximum protection of the organization's assets while also considering efficiency of operations.

- All mail is opened daily by a non-finance department employee and date stamped. Checks are immediately endorsed "for deposit only", currency receipts are marked "CASH" on accompanying documentation. Copies of checks from membership are made prior to turning the checks in to the finance department, all other checks are copied prior to making the deposit.
- Checks are signed by an authorized check signer with the ability to review documentation attached to the invoice in the online accounting system. It is not permissible that any member

of the finance department to be an authorized signer on any account. For check payments in excess of \$5,000, two authorized check signers are required to sign. Payments are not returned to the check preparer and are immediately mailed.

- The same person is not permitted to initiate and approve any wire or ACH transaction. Requesting party of wire or ACH transaction cannot approval their own payment in the bank
- Deposits are completed and recorded in the accounting system by the finance manager. Supporting documentation is reviewed and reconciled with the deposit by the director of finance.

### Whistleblower Policy:

- USA Fencing prohibits retaliation against employees who report suspected fraud or unethical behavior.
- Reports may be made confidentially to the Audit Committee Chair or designated compliance officer.
- This policy complies with protections under the **Sarbanes-Oxley Act**.

Check Signing and ACH/Online Bill Pay Authority levels are:

Amount	Signors
Under \$5,000	One Signer
Over \$5,000	2 staff signors or CEO and one staff signor
All ACH and Wires Approvals	Finance Manager initiates payment/Director of finance approves, or one signer must approve. Documentation of requested must be approved by department director and attached to request.

### Computer Security

The organization maintains physical and cyber security of its assets and information to ensure that only people who are authorized have physical or indirect access to money, securities, real estate, personal information, member data and data systems.

- Personal access passwords must be kept secured and protected and should be changed every three months. Passwords, usernames, safe combinations, and access procedures for any system should not be left on desks, posted on computer monitors or otherwise left unsecured.
- The finance department will exit from the accounting system at the end of each day. The accounting system is not to be left open when unattended.
- Anti-virus software firewalls and other IT security will be kept updated.
- Sensitive information must be encrypted prior to being emailed.
- Unsecured internet works should be avoided whenever possible.
- Receiving personal information must be received in designated format, current software is SharePoint or another approved format by the IT manager.

## Budgeting Process

The organization's annual budget is prepared and approved by the board of directors annually for all departments. The budget is prepared by the director of finance in conjunction with the department directors, executive director, and treasurer. A draft budget is submitted to the Budget Committee for review, edit, comments and approval prior to being presented to the board. The budget is to be approved by the board of directors prior to the start of each fiscal year. Budget revisions during the year, internally known as the "Working Budget", do not require board approval as long as the net income target is not affected. If the budget is revised during the year and this affects the target net income the board of directors' approval is required.

- The board of directors are required to approve the annual budget.
- The director of finance will work together with the executive director, department directors and treasurer to ensure that the annual budget is an accurate reflection of programmatic and infrastructure goals for the coming year.
- Operating reserve goals should be considered in drafting the budget.
- The director of finance will present a draft budget to the Budget Committee at least 90 days prior to the end of the fiscal year and at least 30 days prior to its submission to the full board of directors.
- The Budget Committee shall review and approve a recommended fiscal year budget and submit it for approval to the board of directors. The budget shall contain a report of all of the sub budgets' income and expense totals, as well as a comparison to prior years and a narrative for each sub budget.
- The board of directors will review and approve the budget by no later than the last meeting prior to the start of the fiscal year.
- A 4-year rolling quad budget will be maintained and updated annually.

## Internal Financial Reports

The organization prepares regular financial reports on a monthly basis. All reports are finalized no later than 30 days after the close of the prior month with exception to the fiscal year end.

- The director of finance is responsible for producing the year-to-date reports within 30 days of the end of each month.
- In addition to the year-to-date reports, the director of finance prepares a narrative report that summarizes the organization's current financial position and includes explanations for budget variance.
- Budget variances over \$10,000 year to date and 5% annual budget by department discrepancies are explained. Directors of each department will provide reasons for variances.
- The department directors, executive director and treasurer review financial reports each month, and the director of finance and executive director presents reports to the full board of directors on a monthly basis.
- All directors and senior managers are provided with limited access to the online accounting system. This provides real time reports with the ability to drill down to account detail.

## **Audit**

To ensure that correct accounting and financial practices are being implemented, USA Fencing will appoint an Auditor to perform a general audit annually. This auditor will be chosen by USA Fencing's Audit Committee with the approval of the board of directors on an annual basis. This is in addition to any audits conducted on behalf of the United States Olympic Committee (USOC) or other grant provider.

- The Audit Committee is responsible for recommending the selected auditors, reviewing and overseeing the financial procedures, controls, reports and regulatory filings of USA Fencing, and reporting on the foregoing to the board of directors.
- The board of directors approves the selection of the auditor.
- The director of finance works directly with the auditors and oversees the audit until its completion. Additional finance and non-finance department staff may be asked to assist with obtaining information needed by the auditor.
- The draft audit report is presented to the audit committee and treasurer for review and approval.
- The annual audit report will be presented to the board of directors for approval and posted on the USA Fencing website.

## **Tax Compliance**

### ***Exempt organization returns***

#### **Form 990**

- Form 990 is due to the IRS on the 15<sup>th</sup> day of the 5<sup>th</sup> month following the end of the organization's taxable year or December 15<sup>th</sup>. Extensions may be allowed if the 990 Form is not completed by that date.
- The same audit company selected for the annual audit should be used to prepare the 990. The director of finance works directly with the tax preparer and oversees the 990 reports until its completion.
- The Draft 990 Form report is presented to the director of finance and treasurer for review and approval and signed by the executive director.
- The 990 Form Report will be presented to the board of directors and posted on the USA Fencing website.

The Colorado Charities and Fundraiser Electronic Registration, State of Colorado personal Property Tax Exemption and other state reports are to be completed in a timely manner by the director of finance.

- The USA Fencing's Colorado Charities and Fundraisers Electronic Registration number is: 20043011244. The director of finance is responsible for the registration renewal on the 15<sup>th</sup> day of the 5<sup>th</sup> month following the end of the organization's taxable year or December 15<sup>th</sup>, and if needed, submitting a request for an extension. Registration is completed online.
- State of Colorado personal property declaration paper form is due annually on April 15<sup>th</sup>.

- Copies of completed returns are saved on the SharePoint in Finance Documents\990 Taxes and filed.
- Additional registrations may become necessary in future years and the director of finance is responsible for completing all registrations in a timely manner.

## **The 1042 Annual Withholding Tax Return**

USA Fencing is required to withhold taxes for non-resident alien independent contractors. This applies to non-resident alien contractors that are selected and employed by USA Fencing. This does not include non-resident alien independent contractors that are hired by the Federation Internationale d'Escrime (FIE). Documentation of the interpretation of the requirements under this tax law is on the QuickBooks drive in Taxes\1042 Filing.

- The finance department calculates the required tax withholding on a monthly basis. This expense is entered into the accounting system.
- The director of finance reviews the calculation and approves payment by means of EFTPS.
- Annual returns listed below are prepared by the director of finance and are due by March 15<sup>th</sup>.
- Copies of completed returns are saved on the SharePoint drive in Taxes\1042 Filing and filed.
- Annual returns due March 15<sup>th</sup>:
  1. Form 1042 Annual Withholding Tax Return – This form is used to report the liability, if any, and serves as a reconciliation of liability to payments made for the year.
  2. Form 1042-T – Annual Summary and Transmittal of Forms 1042-S – This form serves as the cover sheet that summarizes the 1042-S forms.
  3. Form 1042-S – Foreign Person's U.S. Source Income Subject to Withholding – This form reports the income and withholding information for each individual payee. At the end of each year these forms will be mailed or emailed by secure email to individuals.
- Extensions:
  1. Form 7004 – Application for Automatic Extension of Time – This extends the time to file form 1042 (#1 above) six months. Note that this is only an extension of time to file the report and not an extension of the time to pay.
  2. Form 8809 – Application for Extension of Time to File Information Returns – This automatically extends the time to file Forms 1042-T and 1042-S (#2 and #3 above) for 30 days. If USA Fencing requires additional time, the form may be submitted again before April 14<sup>th</sup> to request an additional 30 days but the second extension is not automatic, and only granted in extreme circumstances.
- Payments
  - All deposits are required to be paid via EFTPS. The frequency the deposits are required depends on the amount of withholding.
- See Form 1042 instructions

## **1099 Forms**

USA Fencing is required to provide the independent contractors with 1099 forms no later than January 31. In February, copies of the IRS Forms 1099 will be forwarded to the IRS with the appropriate summary



report.

- The finance department is responsible for setting 1099 vendors in the AP system. Finance will assist each department in collecting any new W-9.
- The finance manager is responsible for sending out the 1099 forms and forwarding them along with Form 1096 to the IRS.
- The finance department will prepare form 1099 and mail to the individual's last known address, for each individual who was paid \$600 or more in the calendar year.
- These procedures will be revised automatically to comply with any statutory or regulatory changes.

### **Quarterly/Annual Payroll Reports**

USA Fencing currently utilizes PEO to handle payroll and all applicable tax withholding and payments. Employees will receive a W-2 directly from the PEO. In February, copies of the IRS Forms W-2 will be forwarded to the IRS with the appropriate summary report from the PEO.

### **Accounting Procedures**

#### **Basis of Accounting**

USA Fencing follows the accrual basis of accounting. Accrual accounting is an accounting method that measures the performance and position of a company by recognizing economic events regardless of when cash transactions occur. The general idea is that economic events are recognized by matching revenues to expenses (the matching principle) at the time in which the transaction occurs rather than when payment is made (or received). This method allows the current cash inflows/outflows to be combined with future expected cash inflows /outflows to give a more accurate picture of a company's current financial condition.

- Throughout the fiscal year, expenses are accrued in the month in which they are incurred\*. The books are closed no later than fifteen (15) days after the close of the month. Invoices received after closing the books will be counted as the current month's expense.
- At the close of the fiscal and calendar years, this rule is not enforced. All expenses that should be accrued in the prior fiscal year or calendar year, are so accrued, in order to ensure that year-end financial statements reflect all expenses incurred during the fiscal and calendar years. Year-end books are closed no later than ninety (90) days after the end of the fiscal year.
- Revenue is always recorded in the month in which it was earned or pledged.

\*As noted above, immediate recognition of sport performance expense and revenue is acceptable for management ease of use of financial data as long as the calendar and fiscal year end of accrual cut offs are strictly followed.

#### **Journal Entries**

Journal entries are made for transactions that do not hit the accounts receivable (AR) or accounts payable (AP) ledgers. All expenses and revenue should be entered by use of the AR and AP ledgers whenever feasible. Journal entries are used for transactions that do not hit the AP and AR ledgers,

reclassifying of accounts or dimensions, accruing for expenses, recognizing deferred income or expenses and other accounting corrections.

- Journal entries may be made only by the finance department.
- All journal entries are reviewed by the director of finance and/or executive director on a monthly basis.

### **Bank and Credit Card Reconciliations**

All bank and credit card statements will be opened and reviewed in a timely manner. Bank reconciliation and approval will occur within fifteen (15) days of the close of the month.

- Bank statements and cleared checks are reviewed monthly by the director of finance.
- Once reviewed the finance manager reconciles the accounts.
- Any adjustments resulting from the reconciliations will be entered into the accounting system immediately.
- The director of finance will review and approve reconciliation reports by signing and dating the report in the upper right-hand corner.
- In the case that the director of finance completes the reconciliations, or the credit card charges are from the director of finance's business credit card, the executive director will review and approve reconciliation reports by signing and dating the report in the upper right-hand corner.

### **Monthly Close**

The books are closed no later than fifteen (15) days after the close of the month. Invoices received after closing the books will be counted as the current month's expense. At the close of the fiscal and calendar years, this rule is not enforced.

- All credit card charges, invoices, receivables and deposits are entered by the finance manager.
- Monthly journal entries are completed by the finance department.
- The director of finance monitors and assists with the monthly close where needed.
- Bank and credit card reconciliations are completed and reviewed monthly.
- Monthly financials are reviewed by the director of finance and treasurer for variances and unusual transactions or balances.

### **Revenue & Accounts Receivable**

#### **Invoice Preparation**

All services not available for purchase directly from the online portals should be invoiced within one week of purchase to ensure all revenues are captured and to maintain a regular healthy cash flow for the organization.

- The USA Fencing staff that takes the order is responsible for providing all relevant expense documentation to the finance department within seven (7) days of the date the order was placed.
- The finance department will enter the receivable and send out the invoice immediately upon receipt.

- As part of the monthly closing process the director of finance will send out A/R aging report to all department directors for review. Each department director is responsible for reviewing any accounts over 60 days past due.
- The director of finance will notify department heads and executive director of all accounts that will be blocked after 90 days past due.
- The executive director is also notified of any receivables that are more than 120 days outstanding and/or more than \$5,000.
- Unpaid balances will be periodically reviewed for uncollectable items. Uncollectable balances will be written off as bad debt at least annually.
- Bad debt allowance will be reviewed at least annually.

## **Revenue Recognition**

All revenues and contributions will be recorded in accordance with GAAP, with specific attention to standards FASB 116 and 117. Contributions are recorded as pledged or received in accordance with FASB 116 and must be credited to the appropriate revenue lines as presented in the annual budget and coded as designated in the organization's chart of accounts.

- The finance manager records the deposits and revenue. The director of finance reviews the deposits monthly as part of the monthly close to ensure the proper period, account and dimensions are utilized.
- Revenues from membership-related transactions are recognized in the fiscal year it relates. National and international\* event revenue is recognized in the month of the event. Contributions are recorded as pledged or received in accordance with FASB 116.  
\*For non-championship international events immediate recognition of sport performance expense and revenue is acceptable for management ease of use of financial data as long as the calendar and fiscal year end accrual cut offs are strictly followed.

## **Receipts**

### **Check Receipts**

- Checks are immediately endorsed "for deposit only" and currency receipts are marked "CASH" on accompanying documentation by employee opening the mail.
- Checks/money orders, and all documentation is date stamped and provided to the finance department. Copies of checks from membership are made prior to turning the checks in to the finance department, all other checks are copied prior to making the deposit.
- Miscellaneous funds (contributions, accounts receivable and non-membership) are processed by the finance department.
- Contributions/donations are acknowledged via a standard letter prepared by the development department and signed by the executive director.
- The finance department marks accounts receivable as paid at the time of entry into the accounting system by applying the deposit to the receivable.
- Returned checks will be charged a \$25.00 fee in addition to the amount of the returned check.

Amounts are invoiced and payment is expected in the form of a money order or cashier's check.

- Membership applications/renewals are forwarded to a member services representative. The processed checks are turned in daily to the finance manager, who pulls the report and balances the deposit.
- Tournament entries for national events are processed as received by the finance department.

### **Credit Card Receipts**

- Payments made by credit card, received either via mail that are not membership dues or a national tournament entry, are forwarded to the finance department for processing through the online virtual terminal.
- The virtual terminal company closes and deposits daily. Virtual terminal company (Versapay) inputs into the accounting system daily once it runs batch closing at the end of each night. The Finance director will review batch closing with batch report to confirm accuracy.
- Memberships are processed by the member services department through the USA Fencing database.
- National event and international events entries are processed by the national events and sports performance department through the USA Fencing database.

### **Cash Receipts**

At times it may be necessary for staff members to handle cash at events. The following procedures will be used to limit the possibility of loss.

- At the point of receipt, cash is placed in a secure receptacle.
- The staff member that is responsible for the cash and a second party will open the receptacle and count currency onsite. The amount collected should be recorded on the daily register report and initialed by both individuals that counted the cash.
- Once the cash has been counted, secure it in a location that can only be accessed by authorized individuals.
- Cash payments made at tournaments are delivered to the office by the events staff member that is responsible for the money with the accounting sheet and documentation for processing. The finance department reconciles the cash receipts using the account sheet and prepares the deposit.
- It is preferable that a finance department staff member attend international events hosted by USA Fencing, when a large amount of cash is expected to be collected, to collect and track all cash that is received and disbursed per event requirements.
- It is preferable that a finance department staff member attend national events, when a large amount of cash is expected to be disbursed to tournament staff.

### **Deposits**

- Check deposits are processed through First Interstate Check scanner by the finance

department. Director of finance will verify deposit information, then finance manager will process deposit user scanner.

- Receipts not deposited on the day of receipt are kept in a locked fireproof file cabinet or safe. UNDER NO CIRCUMSTANCES IS A DEPOSIT TO BE LEFT UNSECURED.
- Deposits will be made whenever funds exceed \$10,000. However, deposits are to be made a minimum of once a week regardless of the amount and deposits should never be left over a weekend or when the office will be closed longer than one full day.

## **Grants**

### **USOC Grants**

The USOC provides grant funding for specific projects and purposes. It is the responsibility of the director of sports performance and the director of finance to ensure USOC grant funds are properly accounted for and properly expended.

- USOC grant fund payments will be recognized as revenue when received. The use of funds will be reviewed against qualifying expenses at the fiscal year end. If revenues do not match up with qualified expenses, an adjustment for the remaining revenue balance will be recorded as “deferred USOC revenue” until qualifying expenses can support the recognition of the revenue.
- All USOC supported projects will have separate budgets and/or be accounted for with accounting system dimensions that can be isolated to the funded activity.
- The director of finance and director of sports performance will collaborate to complete semiannual reports. The director of sports performance has the ultimate responsibility to review reports for accuracy and complete the narrative for the annual USOC report.
- The USOC report will be reviewed and signed by the executive director.

### **Other Grants**

Accounting for grants from sources other than the USOC shall be in accordance with the requirements of the grant provider.

- Grants will have separate budgets and/or be accounted for with the accounting system dimensions that can be isolated to the funded activity.

## **Expense and Accounts Payable**

### **Payroll**

The employees of USA Fencing pay will be commensurate with position duties, experience and specific skills sets as determined by the human resources manager and executive director. All employees are paid on a bi-weekly basis. Regular full-time exempt employees are paid through the end of each pay period. Non-exempt employees are paid one week in arrears.

- Salary must be authorized by the director of finance, executive director, and should be documented by an offer letter or salary increase form. Acceptance of the offer, the signed offer letter, should be kept in the employee’s personnel file. All merit increase forms should be signed by the employee’s direct supervisor, director of finance or executive director and human resources manager.

- The finance director assembles timecards and personnel data changes.
- The data is entered online to an outside payroll service for processing. The payroll reports are available online after processing from the outside payroll service. Final approval of payroll will be completed by the finance manager, executive director or department director.
- The Finance Director/Administrator will reconcile payroll entries into the accounting system.
- Most employees are paid by direct deposit; however, any physical checks and hard copy earnings statements are shipped to the national office overnight by the payroll service. All payroll information (direct deposit) is available to each employee online.
- The finance department prepares a journal entry of the payroll transactions.
- Employees must submit any changes to withholding to the payroll processing company by entering the changes in the manner specified by that company or by working through the finance department.
- The executive director, director of finance and human resources manager are responsible for choosing a payroll processing company (PEO). If such a company is not utilized, the finance department will be responsible for the following activities:
  - Issuing payroll checks
  - Setting aside into accounts payable the sums withheld for such items as FICA and federal and state withholding taxes.
  - Paying federal and state government the amounts due as noted in the accounts payable dependent on the reporting requirements (weekly, monthly or quarterly)
  - Keeping payroll records for each employee showing the total earnings, amounts withheld, and the amount of withholding paid to government agencies.
  - In January, issuing IRS Form W-2 for each employee to keep with payroll files.
- Payroll advances are not provided for any employee.
- Loans to employees and volunteers are prohibited.
- All employee compensation is to be paid through payroll, with the proper taxes withheld and remitted.

### **Timesheet Preparation & Approval**

- All non-exempt and part time employees must complete timesheets by the Friday preceding the week of payroll.
- The employee's direct supervisor, department director or director of finance approves the timesheet.

### **Pay Upon Termination**

- When an employee leaves employment due to voluntary or involuntary circumstances the final payroll is provided by check or direct deposit for days worked and accumulated vacation.
- PEO Company will work with the finance department to process the final payment.
- Access to all accounting systems, membership databases, website, email and other platforms will be removed no later than the end of the workday on the final day of employment.
- Notification of available coverage with COBRA will be provided by the PEO along with additional notifications. The notifications will be documented by the PEO.

## Purchase & Procurement

Any expenditure in excess of \$5,000 for the purchase of a single item or service should have bids from three (3) suppliers if possible. These bids will be reviewed by the department director, director of finance and executive director.

### Purchase Orders

Purchase requisitions (PRs) and purchase orders (POs) are used for purchases that will be invoiced to ensure purchases are reviewed, approved and in line with the budget prior to making financial commitment.

- Purchase requests (PR) are entered electronically in the accounting system. National Events staff person will enter the PR data including the vendor's name, cost per item, total cost including taxes and shipping, accounting dimensions, description of goods or services and attach all documentation electronically pertaining to the estimated costs and comparative bids received.
- While the vendor with the lowest bid will generally be the most desirable, other factors such as the reputation of the vendor, financial history of the vendor and the vendor's relationship with USA Fencing should also be considered.
- Attachments should be saved to the company shared folders in the folder designated by the finance department.
- The PR is then routed by the accounting system to the department director and then finance manager to ensure coding is accurate then forwarded to director of finance for approval. If PR is entered by the department director, it will be routed directly to the director of finance.
- If approved the PR will be converted into a PO. POs will be converted to an invoice once the invoice has been received.
- The staff entering the PR will receive an email notification from the accounting system notifying them of approval or denial.
- If PR is denied comments from the director should be addressed and a new PR should be submitted prior to moving forward with the purchase.

### Independent Contractors

USA Fencing periodically hires **non-employee** personnel to perform work as independent contractors. These contractors will be paid. In accordance with the **agreement** between themselves and USA Fencing.

- All contractors must pass the 20-factor test used by the IRS to be considered for employment by USA Fencing as a contractor.
- All independent contractor agreements should be documented in writing and a copy of those agreements maintained by USA Fencing in the finance department.
- All independent contractors must submit an IRS form W-9 **before** any payments are made. All W-9's will be retained for all individuals receiving payments, other than reimbursements and per diem. W-9's do not expire.
- Certificates of insurance should be obtained from all independent contractors that are not USA Fencing members and thus not covered by the USA Fencing secondary insurance.
- Contractors will receive a form 1099 if they were paid \$600 or more for qualified payments

in the calendar year. See Tax Compliance, Form 1099.

- For contractors that are eligible for expense reimbursement the following applies:
  - Expense reports and reimbursement requests are forwarded to the appropriate department director for review and approval.
  - An email is sent to the submitter, confirming receipt of the item.
  - The approved documents are then submitted to the finance department for entry into the accounting system.
  - Eligible expenses and per diem rates are listed on the USA Fencing website.
  - Requests submitted more than **30 days** after the date the expenses were incurred will not be paid. The director of finance may take into consideration extenuating circumstances and extend this deadline.

### **Invoice Approval & Accounts Payable**

#### **Invoice**

All invoices must be approved by the director or senior manager of the department for which the expense was incurred. Approved invoices will be paid within 30 days of receipt.

- Invoices for administrative services are date stamped and forwarded by paper or electronically to the finance department for approval. The director of finance will be notified immediately of any unexpected or unauthorized expenses.
- Non-administrative vendor invoices are date stamped and forwarded to the appropriate director for approval. If the invoice is in line with a previously approved purchase requisite, the invoice will be forwarded to the finance department for entry. If the invoices are not connected to a purchase requisite or has a variance from the approved purchase requisite, a new purchase requisite must be entered for the difference in the invoiced amount with the invoice attached.
- All copies of invoices are attached electronically to the accounting system to keep track of invoices. Paper invoices can be shredded after 30 days.

#### **Cash Disbursement**

To ensure accounts are kept in good status and bills are paid bi-weekly.

- The director of finance or designee will pull the vendor aging report from the accounting system and select the bills to be paid. Each bill will be reviewed to ensure proper accounts, accounting dimensions, amounts and all supporting documentation is attached.
- Bills approved for payment will be marked on the vendor aging report and provided to the check signer and finance manager or designee to cut checks.
- Check signers should ensure that the related invoice has been either marked for payment or approved for payment by email as supporting documentation is electronically maintained and not accompanying the check. If in doubt the check signer should log into the accounting system to ensure that supporting documentation supports payment.
- Checks are not returned to the check preparer and are immediately mailed.
- It is not permissible that any member of the finance department be an authorized signer on any account.



- For check payments in excess of \$5,000 two authorized check signer's signatures are required.
- All pre-printed blank checks are to be secured in a locked cabinet.

## Payment Requests

Payment requests are used for all cash disbursements.

- The requestor will provide a payment request via email and forward it to the appropriate department director for approval. Once approved the request is submitted to the finance department. The request should include documentation of the expenses.
- Payment requests that are made to reimburse athletes or Independent Contractors must include an expense form and copies of receipts with proper coding. Without proper information provided, requests will be sent back to the requestor.
- Payment requests should be submitted at least 10 days prior to the due date for vendor payments.
- Finance has **30 days** to process expenses reimbursement once finance receives completed expense requests.
- The finance department will review for completeness and accuracy and enter the request into the accounting system.
- Expenses forms submitted by athletes more than **30 days** after the date the expenses were incurred will not be paid. The director of finance may take into consideration extenuating circumstances and extend this deadline.

## Wire Requests

In some instances, it may be necessary to wire funds.

- Outgoing wire transfers must be documented on a wire request form or by email.
- Wire requests should be submitted at least 10 days prior to the day that the wire is needed with supervisors' approval.
- Wire transfers are performed online and require two parties to process. Wire transfers are initiated by the finance department and released by the director of finance, or executive director. Upon completion the wire transfer is recorded in the accounting system and the transaction confirmation is sent to the requestor.
- Wire transfers will be sent out through preferred money exchange company (MoneyCorp).  
\*In extenuating circumstances if the director of finance or finance manager is unavailable authorized signer may release wire transfer through First Interstate Bank.

## Cash Expense Advances

Due to the nature of USA Fencing's business, it is often necessary to furnish funds in advance of their use. In some cases, trips to major competitions often require staff members to have funds available in the local currency, to pay entry fees or to cover unexpected contingencies.

- Where there is a need for such an advance the staff member in need of the advance will submit a request for the funds to their supervisor for approval then will be forwarded to the finance department.
- Cash advance requests should be submitted at least 10 business days prior to the day that the funds are needed.
- Foreign currency requests will be sent to the bank by email. The bank representative will require a signer's approval before ordering the currency and will send a confirmation email with amount owed. Once the currency is received by the bank, a check made out to the bank, will be cut and the requestor will go to the bank to pick up the currency.
- A check in the amount of US currency requested will be made out to the staff member making the request. The staff member will cash the check at the USA Fencing bank.
- The person receiving the advance has the responsibility of accounting fully for the use of these funds, as well as returning any unused portion.
- The staff member must submit an expense report as outlined above, and account for all funds. Original receipts and adequate documentation are required for all advanced funds.
- All unspent funds must be returned to USA Fencing finance manager with the original expense report.
- Failure to adhere to these procedures will result in disciplinary action. Disciplinary action may include, among other things, verbal and/or written warning, suspension of employment without pay or termination of employment. Funds not paid back to USA Fencing will be deducted from the staff member's income from future paychecks. Non- employee members will receive a 1099-MISC subject to federal and state taxes.

### **Rebate of Share Dues to Division and Clubs**

Rebate checks will only be issued to those divisions that have filed the required financial reports and division report indicating current officers.

- The amount of rebate will be determined annually with the budget approval. Divisions earn \$3 per eligible member in their division per fiscal year.
- Divisions are eligible to receive rebates for the current fiscal year when required reports have been received.
- Divisions that have met the requirements will receive payment from USA Fencing twice per year.
- Rebates will not be paid, and amounts reserved for that purpose will be returned to USA Fencing's general funds if reports are not received in the current year from the end of the quarter.
- Rebate checks will only be issued to those divisions that have filed the required financial reports, are compliant with bylaws and division operating guide, and provide an annual division report indicating current division officers.
- All Division Officers must be current USA Fencing Members, have a current passed background screen, and have completed the annual SafeSport training.

### **Petty Cash**

USA Fencing does not keep petty cash in the office. All funds received should be deposited per the instructions above.

### **Employee Expense Reimbursement**

Employees are eligible to receive reimbursement for expenses incurred while on USA Fencing business.

- Reimbursable business expenses for employees include food, mileage baggage fees, ground transportation and lodging while on company approved business travel. Mileage will be reimbursed at the current IRS rate.
- Employee expenses for alcohol are not reimbursable.
- Employees are not eligible to receive per diem.
- Expense reports are to be submitted with detailed receipts attached.
- Employee reimbursement forms must be approved by their direct supervisor and finance department. The executive director's reimbursement forms should be reviewed monthly by the treasurer.
- Reimbursement forms and receipts need to be turned into the finance department within seven (7) days of the date of purchase or return from travel.

### **Expense Reimbursement Policy for Board and Board Chair**

#### **Board of directors Expense Reimbursement Policy:**

Who: USA Fencing's current board of directors/athlete representatives

USA Fencing business travel, other than board meetings, must be approved by the treasurer\* prior to scheduling.

Meals: Meals will be provided by USA Fencing. Meals not provided by USA Fencing will be reimbursed with valid receipts \$20/\$25/\$35 for breakfast, lunch and dinner respectively. USA Fencing does not reimburse for alcoholic beverages.

Entertainment: All entertainment must be approved by the treasurer\* prior to the occasion. If approved, all expenses must be accompanied with receipts and must include description of the business purpose and individuals present.

Airfare: **USA Fencing will cover only coach or economy class fares** for official USA Fencing business travel. If travel start and end locations are anywhere but at the nearest home residence airport only the cost of the travel from the nearest home residence airport to the event location will be covered, unless prior approval is obtained from the treasurer\*. **Flights must be booked at least 3 weeks prior to travel**, unless circumstances do not allow. Higher flight costs due to not booking in time will not be covered. Travel certificates may be used at USA Fencing's discretion. **USA Fencing does not reimburse for flight cost when frequent flyer rewards are used.** For international air travel, there is an allowed variance of \$150 from the cheapest airfare available to take into account airline status, bag fees etc. For domestic air travel there is an allowed variance of \$50 from the cheapest airfare available to take into account airline status, bag fees etc.

Baggage Fees: Baggage fees will be reimbursed upon submission of receipts. Max of one bag each way.

Hotel: Hotel arrangements will be coordinated and paid directly by USA Fencing for all USA Fencing organized events. For all other USA Fencing business travel hotel costs will be covered for standard room accommodation only. Directors must obtain approval prior to USA Fencing business travel. Submission of receipts are required.

Ground Transportation and Parking: Travel by personal vehicle will be reimbursed at the published IRS standard business mileage rate in effect on August 1 of the current fiscal year. Only one person per vehicle will be reimbursed. Mileage will be confirmed using an internet source with a 50 mile tolerance. Mileage reimbursement will be limited to the lesser of the cost of one airfare to the destination city or \$400. Google or Mapquest must be submitted with this expense form to receive mileage. If the director has driven, parking at the USA Fencing designated hotel will be covered only for the days related to the USA Fencing business. USA Fencing will reimburse reasonably priced public transportation (Uber/Lyft) costs for travel between home and airport/airport to home. Alternatively, in no case will reimbursement for both parking and public transportation be paid on the same trip. Directors must use free shuttle service between airport/hotel/venue when provided. If free shuttle service is not available, reasonably priced public transportation for travel between airport/hotel/venue will be reimbursed with valid receipts. Reimbursement will be made for reasonably priced (long term) parking for a period not to exceed service days plus travel days. Car rental will not be reimbursed without prior written approval from the treasurer\*. When rental car use is approved only gas will be reimbursed with the submission of receipts.

Expenses not mentioned above such as phone charges, conferences, continuing education, internet, clothing will not be reimbursed.

\*Treasurer's USA Fencing business travel and entertainment must be approved by the board president.

### **Chair's Expense Reimbursement Policy:**

Who: USA Fencing's current Chair

USA Fencing Business travel, other than Board Meetings, must be approved by the Treasurer prior to scheduling.

Per Diem: A per diem of \$100 will be provided per day in which the Chair is away on official business. For USA Fencing business that is less than a full day a \$50 per diem will be provided.

**When per diem is received no additional expenses will be covered for meals, alcohol, local transportation, parking or miscellaneous expenses.**

Entertainment: All entertainment of non-Board members, such as dining, must either be covered by the per diem amount or approved by the Treasurer prior to the occasion. If approved all expenses must be accompanied with receipts and must include business purpose description and individuals present.

Airfare: **Travel should be arranged and purchased by the USA Fencing National Office.** USA Fencing will cover only economy class fares for official USA Fencing business travel. If travel start and end locations are anywhere but at the nearest home residence airport only the cost of the travel from the nearest home residence airport to the event location will be covered, unless prior approval is obtained from the Treasurer. Flights must be booked at least 3 weeks prior to travel, unless circumstances do not

allow. Higher flight costs due to not booking in time will not be covered. Travel certificates may be used at USA Fencing's discretion. USA Fencing does not reimburse for flight cost when frequent flyer rewards are used. For international air travel, there is an allowed variance of \$150 round trip from the cheapest airfare available to take into

account airline status, bag fees etc. For domestic air travel, there is an allowed variance of \$50 round trip from the cheapest airfare available to take into account airline status, bag fees etc.

**Baggage Fees:** Baggage fees will be reimbursed upon submission of receipts. Max of one checked bag and one carry on each way.

**Hotel:** Hotel arrangements will be coordinated and paid directly by USA Fencing for all USA Fencing organized events. For all other USA Fencing business travel hotel costs will be covered for standard room accommodation only.

**Ground Transportation and Parking:** Travel by personal vehicle will be reimbursed at the published IRS standard business mileage rate in effect on August 1 of the current fiscal year. Only one person per vehicle will be reimbursed. Mileage reimbursement will be limited to the lesser of the cost of one airfare to the destination city or \$400. Google or MapQuest must be submitted with this Expense Form to receive mileage. If the director has driven, parking at the USA Fencing designated hotel of the will be covered only for the days related to the USA Fencing Business. USA Fencing will reimburse reasonably priced public transportation (Uber/Lyft) costs for travel between home and airport/airport to home. In no case will reimbursement for both parking and public transportation be paid on the same trip segment. Directors must use free shuttle service between airport/hotel/venue when provided. If free shuttle service is not available, reasonably priced public transportation for travel between airport/hotel/venue will be reimbursed with valid receipts. Reimbursement will be made for reasonably priced (long term) airport parking for a period not to exceed service days plus travel days. Mileage to and from the airport will be reimbursed with Google or MapQuest verification. Car rental will not be reimbursed without prior written approval from the Treasurer. When rental car use is approved gas will be reimbursed with submission of receipts. Expenses not mentioned above such as phone charges, conferences, continuing education, internet, clothing will not be reimbursed.

## **Credit Cards**

USA Fencing ("Company") will issue company credit cards to certain employees for use in their jobs. This policy sets out the acceptable and unacceptable uses of such credit cards.

- All credit cards must be coded and approved by supervisor no later than the 7<sup>th</sup> of the following month.
- The director of finance and the executive director have the authority to adjust the available line of credit with credit card companies to meet the needs of the organization.
- Use of company issued credit cards is a privilege that the company may withdraw at any time, with or without cause. Upon an employee's termination of employment at the company, all cards must be returned to the Company's finance department.
- The employee in possession of the company credit card is solely responsible for all purchases on the card and for ensuring that the card is not used by unauthorized personnel. Card numbers may not be distributed.

- Any credit card USA Fencing issued to an employee must be used for business purposes only, and for purposes in conjunction with the employee's job duties. Employees with such credit cards shall not use them for any non-business purpose. Non-business purchases are considered any purchases that are not for the benefit of the company.
- Business related expenses, such as food, baggage fees, ground transportation and lodging while on company approved business travel, may be purchased on the company credit card as long as these purchases are consistent with the company's travel and expense reimbursement policy. No alcoholic beverages may be purchased with the Company credit card unless approved by the director of finance or executive director.
- Employees' **personal meal allowance is \$80 a day**, this includes breakfast, lunch, dinner and any snacks and beverages. If meals that will be over daily limit an approval from the finance director or executive director must be obtained.
- Meals that are above daily limits are reserved for relationship building meetings. This is for approved staff members, outside approved staff prior approval is needed.
- Any purchases other than airfare and hotel accommodations in the amount of \$500 or above must be approved prior to purchase. The employee must submit the purchase request in writing to their immediate supervisor or director of finance and receive approval in writing before making the purchase. The employee should attach a copy of the purchase approval to the receipt and submit them together when submitting the receipt to the finance department.
- The employee in possession of the credit card is responsible for receiving, printing and retaining all receipts related to purchases made on the company credit card. If a receipt is lost, a "No receipt explanation form" must be maintained and submitted in the same manner in which a receipt would be maintained and submitted.
- Receipts need to be coded and submitted via the Visa Expensify system within 14 days of the date of purchase, return from travel and within 7 days of the end of the statement period. All receipts must show an itemized description of what the purchase to ensure proper accounting of the purchase. Meals or entertainment purchases must indicate the names of all persons attending the meal or entertainment and the business purpose of such event.
- If any employee uses a company credit card for a personal purchase in violation of this policy, the cost of such purchases(s) must be repaid to USA Fencing as soon as possible. An invoice will be created for employee to make payments. If the cost of such purchase(s) is not repaid to USA Fencing by the time the employees leave the amount will be taken from their paycheck.
- If any employee uses a company credit card for a non-personal purchase that is not within the scope of the employee's duties or the employee's authorization to make business related purchases, the cost of such purchases will be the financial responsibility of that employee unless otherwise expressed in writing by the executive director. The employee will be expected to reimburse the company via an invoice being created and payments must be made until the unauthorized amount is fully repaid.
- In addition to financial responsibility and liability for wage deductions, any purchases an employee makes with a company credit card in violation of this policy will result in disciplinary action, up to and including termination of employment.
- The policy will remain in effect as long as the employee has a company credit card or until a new policy has been issued and which clearly indicates that it is intended to be a replacement of this policy.

- Credit card rewards points earned on credit cards paid by USA Fencing, including airline miles and gift cards, will be used at the executive director's discretion.

## **Expense Allocations**

Certain costs are allocated across multiple accounts, departments, locations or projects.

- Costs that can be directly allocated to the accounts, departments, locations or projects will be recorded as such.
- Costs that cannot be directly allocated to an account, department, location or project will be allocated by the discretion of the department and finance directors.
- Allocations should be reviewed annually during the budgeting process and adjustments made and documented as needed.

## **Asset Management**

### **Responsibility**

While the ultimate responsibility rests with the board of directors, the day-to-day maintenance of funds is the responsibility of the director of finance.

## **Cash Management and Investments**

### **Bank Account**

- With the approval of the executive director, the director of finance shall open and supervise such bank accounts as are needed for the transaction of business.
- The executive director, director of finance, finance manager and treasurer should all have online access to allow for proper oversight.
- The number of accounts shall be kept to a minimum, but no account or institution balance should exceed the federally insured maximum.
- Wherever appropriate, the accounts shall be interest bearing. The finance department is responsible for reconciling the monthly statements.
- The director of finance or the executive director are responsible for reviewing all monthly account reconciliations.

### **Investments and Cash Management**

- When the cash position in the bank permits, the executive director or director of finance shall place such funds in a reasonably liquid and safe interest-bearing money market.
- No loan shall be contracted by USA Fencing, not any of its assets pledged as collateral for any indebtedness, and no evidence of indebtedness or security instrument shall be issued, endorsed or accepted in the name of USA Fencing unless the same has been authorized by the board of directors or a committee designated by the board of directors to so act.
- Such authority may be general or confined to specific instances or amounts. The officer, officers, employee or employees upon whom such authority has been conferred may, within the scope of that authority, effect loans at any time from any bank or other entity, and for such loans may

execute and deliver promissory notes and other evidences of indebtedness of USA Fencing; to the extent authorized, may mortgage, pledge or otherwise encumber any real or personal property, or any interest therein, owned or held by USA Fencing as security for the payment of any and all USA Fencing loans (and obligations incident thereof); and to these ends may execute and deliver such instruments as may be necessary or proper.

## **Capital Equipment**

### **Fixed Assets**

Unless otherwise provided by IRS regulation, all assets with a useful life greater than one year and a cost greater than \$2,000 shall be recorded as fixed assets. The useful life of each asset will be assigned on a case-by-case basis, but in general, the following schedule should be followed:

Furniture and fixture – 5 years  
Computers and electronic equipment – 3 years All  
other assets – 5-7 years

- The director of finance is responsible for managing the schedule of capital assets and assigns numbered tags to assets when feasible.
- All fixed assets will be physically inventoried annually, and a depreciation schedule reconciled with the balance sheet.
- In some cases, assets that are individually less than \$2,000 but purchased in multiple quantities can be classified as assets.
- At minimum an annual adjustment to record depreciation expense will be made to the financial statements at year-end.
- A straight-line method of depreciation is used.

## **Employee Retirement Accounts**

USA Fencing provides retirement saving options to full time employees. The employee directs their investment selection as well as the amount of their retirement contributions, only restricted by the IRS determined annual limits. See employee handbook for details.

- All retirement contribution elections will be made by the employee through the payroll company.
- The payroll company is responsible for depositing the employee and employer retirement contributions to the investment company in a timely manner and never to exceed 10 days after funds were withheld from the employee.

## **Operating Reserve**

The purpose of the operating reserves policy for USA Fencing is to ensure the stability of the mission, programs, employment and ongoing operations of the organization. The operating reserve is intended to provide an internal source of funds for situations such as sudden increase in expenses, one-time unbudgeted expenses, and unanticipated loss in funding or uninsured losses.

Operating reserves are not intended to replace a permanent loss of funds or eliminate an ongoing



budget gap. It is the intention of USA Fencing that the operating reserves have an established range which will be replenished in the next budget cycle when used. The operating reserve policy will be implemented in concert with the other governance and financial policies of USA Fencing and is intended to support the goals and strategies contained in these related policies and in strategic and operational plans.

## **Definitions and Goals**

The operating reserve fund is defined as the designated fund set aside by action of the board of directors. The minimum amount to be designated as operating reserve will be established in an amount sufficient to maintain ongoing operations and programs for a set period of time, measured in months. The operating reserve serves a dynamic role and will be reviewed and adjusted to internal and external changes.

The initial target minimum operating reserve fund is equal to three months of average operating costs (25% of budgeted annual operating expenses).

The amount of the operating reserve fund target minimum will be calculated and an optimal schedule for meeting this target will be created and adopted by the budget committee. Each year the operating reserve fund target minimum will be reviewed in conjunction with the approval of the annual budget, reported to the finance committee/board of directors and included in the regular financial reports.

## **Accounting for Reserves**

The operating reserve fund will be recorded in the financial records as board designated operating reserve.

The fund will be funded by and available in cash or marketable securities. Operating reserves will be maintained in an account with the United States Olympic Endowment, in accordance with investment policies.

## **Funding of Reserves**

The operating reserves fund will be funded with surplus unrestricted operating funds. The board of directors may from time to time direct that a specific source of revenue be set aside for operating reserves. Examples may include one-time gifts or bequests, special grants or special appeals.

## **Use of Reserves**

Use of the operating reserve requires three steps:

1. Identification of appropriate use of reserve funds.  
The executive director and staff will identify the need for access to reserve funds and confirm that the use is consistent with the purpose of the reserves as described in this policy. This step requires analysis of the reason for the shortfall, the availability of any other source of funds and evaluation of the time period that the funds will be required and replenished.
2. Authority to use operating reserves.  
Authority for use of operating reserve is delegated to the executive director in consultation with

the treasurer. The use of operating reserves will be reported to the board of directors at their next scheduled meeting, accompanied by a description of the analysis and determination of the use of funds and plans for replenishment to restore the operating reserve fund to the level it was at before the use. The executive director must receive prior approval from the board of directors to take funds from the reserve if the replenishment will take longer than 12 months.

3. Reporting and monitoring

The executive director is responsible for ensuring that the operating reserve fund is maintained and used only as described in this policy. Upon approval for the use of operating reserve funds, the executive director will maintain records of the use of funds and plan for replenishment. He/she will provide regular reports to the budget committee/board of directors of progress to restore the fund to the target minimum amount.

## **Review of Policy**

This policy will be reviewed annually by the budget committee, or sooner if warranted by internal or external events or changes. Any changes to the policy will be recommended by the budget committee to the board of directors.

## **Operation Processes and Procedures**

### **Lists & Labels**

Fees for list and label generation will be set by the national office or, in special situations, by the board of directors (e.g. for elections).

### **Problem Files**

Occasionally membership forms are submitted without proper payment. These problem applications are to be dealt with on the day the problem is discovered.

If there is an issue with an individual or group application, the applicant is contacted via email explaining the problem. The application is placed in a problem file at the front desk. The problem file is kept in a locked cabinet to maintain the security of the payment information.

The problem file is reviewed weekly for resolution or further contact via phone or email.

### **National Events**

Occasionally tournament entry forms are submitted without proper payment. These problem applications are to be dealt with on the day the problem is discovered.

All entry forms are to be processed regardless of payment issues. Improper payment will be noted in the tournament database and the athlete will pay at check in at the tournament.

Tournament files are downloaded, and an accounting sheet is made prior to the tournament. The national events personnel will take this information to the tournament. All entrants who have not resolved their payment issues prior to the tournament will do so before they are allowed to compete. The national events personnel will forward all payments received to the finance department with a reconciliation accounting sheet upon return.

- If an athlete is registered and does appear at the event a no-show fee of \$250 will be asset. Once the event has been completed the National Events team will provide the finance department with a no-show sheet and invoices will be sent to athletes. Membership account will also have a block placed. The national events director will approve any exceptions to wave no show penalties.

## Recordkeeping

Complete and detailed records will be maintained of all financial transactions as well as select national event documentation. Records will be retained in a secured location until the period which the document must be maintained has expired. The guidelines in the tables below indicate the number of years a record is to be kept after the close of the fiscal year in which the transaction took place.

- Paper documentation for any fiscal year financial transactions should be maintained and secured in office filing cabinets until both the annual and USOC audits are complete.
- Once the audits are complete, paper documentation should be boxed and stored in a secure location. Boxes of records for storage are to be clearly marked as to their contents. Permanent records shall not be boxed with non-permanent records, and each box of non-permanent records is to have a destroy date indicated.
- Electronic documents should be kept on the company shared drive or alternative secured drive that is maintained and backed up until the required period has expired.

<b><u>Permanent Records</u></b>	<b><u>Location</u></b>		
<b><u>Item</u></b>	<b><u>Current</u></b>	<b><u>1<sup>st</sup> Year</u></b>	<b><u>Remaining</u></b>
Articles of Incorporation	Office	Office	Office
Bylaws and Minutes	Office	Office	Office
Licenses, Franchise Agreements and Deeds	Office	Office	Archive
IRS exemption determination letter	Office	Office	Archive
State tax exemptions	Office	Office	Archive
Tax Returns	Office	Office	Archive
Audited Financial Statements	Office	Office	Archive
Insurance records, current accident reports, claims, policies, and so on (active and expired)	Office	Office	Archive
Litigation (all documentation and communication)	Office	Office	Archive
Disciplinary Matters (complaints, panels Etc)	Office	Office	Archive
Trademark registrations and copyrights	Office	Office	Archive
Important checks (tax/property/etc.)	Office	Office	Office
Fixed assets and depreciation			

records	Office	Office	Archive
Magazines (digital and/or print copies)	Office	Office	Archive
Tournament results (top 32)	Office	Office	Digital
Disciplinary Issues	Office	Office	Digital

#### **Non-Permanent Records**

<b><u>Item</u></b>	<b><u>Years</u></b>	<b><u>Location</u></b> <b><u>Current</u></b>	<b><u>1<sup>st</sup> Year</u></b>	<b><u>2<sup>nd</sup> &amp; 3<sup>rd</sup> Year</u></b>
Bank Statements	3	Office	Office	Archive
Deposit batch reports & duplicate slips	3	Office	Office	Archive
Journals	7	Office	Office	Archive
General Ledgers	7	Office	Office	Archive
Canceled checks	7	Office	Office	Office
Expense analyses/expense distribution schedules	7	Office	Office	Archive
Monthly financial reports and statements	7	Office	Office	Archive
End of the year financial statements	7	Office	Office	Archive
Audit report of accountants	7	Office	Office	Archive
Employment applications	3	Office	Office	Archive
Employee records (after termination)	7	Office	Office	Office
Payroll records (timesheets)	7	Office	Office	Archive
Payroll tax returns (W-2 & 1099)	7	Office	Office	Office
Contracts, mortgages, notes and leases (expired)	6	Office	Office	Archive
Service contracts and agreements (after termination)	7	Office	Office	Archive
Donor contributions (after donor restrictions are met)	7	Office	Office	Archive
Invoices and expense reports (after payment)	7	Office	Office	Archive
Accounts payable and receivable ledgers and schedules	7	Office	Office	Archive
Inventory counts and merchandise records	7	Office	Office	Office
Tournament Entry Forms	1	Office	Archive	Destroy
Tournament results (other than Top 32)	1	Office	Office	Destroy
Membership applications	3	Office	Office	Archive

Membership Lists	3	Office	Archive	Archive
Correspondence	2	Office	Archive	Destroy
Club memberships	3	Office	Office	Archive
Media records	3	Office	Office	Office

## Privacy Policy

### Collection, Storage and Use of Personal Data

Members of USA Fencing and any foreign athlete who has utilized the services of USA Fencing (fencers, and tournament officials, hereinafter referred to as the “licensees”):

I understand and freely acknowledge, as per included detailed explanations, that

- ⇒ my national federation, USA Fencing, all approved event organizers, WADA and all other authorized anti-doping organizations
- ⇒ may process, collect, store, use and delete my personal data
- ⇒ For the purpose of
  - managing my affiliation as licensee with USA Fencing
  - participating in fencing events and keeping and publishing my sporting history and biography
  - implementing and complying with all anti-doping requirements and rules.

### I. GENERAL PERSONAL DATA

1. I HEREBY FULLY AND FREELY UNDERSTAND AND ACKNOWLEDGE that USA Fencing, the national fencing federation with which I am affiliated (“NF”) and any third parties contracted by USA Fencing, may collect, store, process, use and disclose to third parties any personal information including, but not limited to my name, date of birth, contact details and image as well as historical and statistical data related to my affiliation as licensee with USA Fencing, as well as to my participation, in any capacity, in any national and international fencing event (“events”) organized by my NF, by USA Fencing, by any NF member of USA Fencing or by any USA Fencing approved contractual partners (“event organizers”) (hereinafter referred to as the “personal data”), to the extent that such personal data are necessary or helpful to the management of my affiliation as licensee to USA Fencing, as well as to the organization of such event and to my participation thereto, and to the promotion of the sport of fencing by USA Fencing. USA Fencing may create and update my personal data in any other way in which I have provided or will provide my express consent or as may be required by law.

### II. PERSONAL DATA RELATED TO ANTI-DOPING

2. I confirm that I accept to be bound to all the provisions of the World Anti-Doping Code (WADC).

I **HEREBY UNDERSTAND AND ACKNOWLEDGE** that I am subject to the provisions of the WADC implemented by any anti-doping organization in charge of any anti-doping activities, in that they may, where applicable, in particular, collect, store and use:

- urine and blood samples to establish possible anti-doping rule violations,
- whereabouts information,
- any information and material necessary for the implementation of the biological passport,

- any information and material to conduct testing and perform results management, in order to determine whether the use of a prohibited substance or prohibited method is strictly limited to legitimate and documented therapeutic purposes,
  - any information and material for the purpose of educating athletes and other persons of their rights and responsibilities,
  - any information and material to conduct investigations into anti-doping rule violations and to initiate legal proceedings against those who are alleged to have committed such violations.
3. **I UNDERSTAND** that the term “anti-doping organizations” shall include, but not limited to, any signatory of the WADC that is responsible for adopting rules for initiating, implementing or enforcing any part of the doping control process. This includes, but is not limited to, the International Olympic Committee, the International Paralympic Committee, other major events organizations that conduct testing at their events, WADA, FIE and national fencing federations and national anti-doping agencies.
4. **I FURTHER UNDERSTAND AND ACKNOWLEDGE** that I am submitted to WADA International Standard for Protection of Privacy and Personal Information (hereinafter referred to as “WADA ISPPPI”) and I confirm that I am aware of the content of article 2.0 WADC ISPPPI relating to the confidentiality of personal information set forth in article 14.6 WADC which provides that:

*Anti-Doping Organizations may collect, store, process or disclose personal information relating to Athletes and other Persons where necessary and appropriate to conduct their anti-doping activities under the Code and International Standards (including specifically the International Standard for the Protection of Privacy and Personal Information), and in compliance with applicable law.*

5. **I UNDERSTAND** that, under article 3.2 of the WADA ISPPPI, the notion of personal information includes “sensitive personal information” and is defined as follows:
- **Personal Information** including, but not limited to, athlete’s name, date of birth, contact details and sporting affiliations, whereabouts, designated therapeutic use exemptions (if any), anti-doping test results, results management (including disciplinary hearings, appeals and sanctions), personal details and contact information relating to other persons, such as medical professionals and other persons working with, treating or assisting an athlete in the context of anti-doping activities.
  - **Sensitive Personal Information** relating to athlete’s or other person’s racial or ethnic origin, commission of offenses (criminal or otherwise), health (including information derived from analyzing an athlete’s samples or specimens) and genetic information.
6. **I FURTHER UNDERSTAND AND CONSENT** that, pursuant to article 8.2 of the WADC ISPPPI, anti-doping organizations may disclose my personal information to other anti-doping organizations **where such disclosures are necessary to allow the anti-doping organizations receiving the personal information to fulfil obligations under the code and in accordance with applicable privacy and data protection laws.**
7. I am finally aware of the content of Annex A to the WADC ISPPPI regarding the **retention time** of my general personal information, but also including whereabouts, Therapeutic Use Exemption, testing, A and B samples, test results and results management (forms/documentation), disciplinary ruling (ADRV) and athlete biological passport (ABP).

### **III. ACCESS / RECTIFICATION / DISCLOSURE / WITHDRAWAL OF CONSENT / ERASURE (RIGHT TO BE FORGOTTEN)**

8. I am aware that I can ask to have **ACCESS** to any of my personal data and that I am entitled to request their **RECTIFICATION** to correspond to the truth.
9. Besides, I have been duly informed and I understand that USA Fencing, national federations, the event organizers and the anti-doping organizations may **DISCLOSE** personal information to third parties where such disclosures (i) are required by law, sports regulations or compulsory legal process or by the implementation of a contract to which I am a party; or (b) is published on USA Fencing website as general and public sporting information (name, date of birth, nationality, sporting profile and biography; statistical data); or (c) are made to recipients located in countries ensuring an adequate level of protection; or (d) are necessary to assist law enforcement or governmental or other authorities in the detection, investigation or prosecution of a criminal offense, or breach of the WADC, provided that the personal information is reasonably relevant to the offense in question and cannot be otherwise reasonably obtained by the authorities.
10. I am aware that I am entitled to **OBJECT AND REFUSE** at any time the processing of my personal data as described above, by written and signed communication sent to my NF and to USA Fencing. I further understand that my participation in any fencing activity may, from time to time, depend on my consent that the above-mentioned personal data be processed for legitimate and regulatory purposes and, in particular, that my participation is contingent upon my voluntary compliance with anti-doping procedures set forth in the WADC. Accordingly, I am fully aware that in case of objection, refusal or opposition to the processing of my personal data, I **COULD NO LONGER BE ALLOWED TO PARTICIPATE** in a specific event or in any sporting international fencing activity.
11. I am also informed of my right to request that all my personal data collected by the NF, USA Fencing, any event organizer or by any anti-doping organization, **BE ERASED**, notably if and when such personal information is no longer relevant to my NF, USA Fencing, event organizers, or any other anti-doping organizations, respectively, for the purpose of the organization of any other competitions organized under the auspices of my NF, USA Fencing or any event organizer, or for the promotion of the sport, including for public or scientific interests, for historical research and statistical purposes.

#### IV. **LITIGATION**

I agree that any dispute, controversy or claim arising out of, or in connection with the above-referenced matters, and not resolved after the exhaustion of the legal remedies set forth by USA Fencing, my national federation, and/or the event organizer, any arbitration shall administered by the American Arbitration Association in accordance with its Commercial Arbitration Rules and judgment on the award rendered by the arbitrator(s) may be entered in any court having jurisdiction thereof. The arbitration shall be governed by the laws of the State of Colorado and the United States, and it shall be conducted in Colorado Springs, Colorado. The arbitrator(s) will have no authority or jurisdiction to award consequential, punitive or exemplary damages, and any demand for such damages shall be a nullity. Except as may be required by law or as reasonably required to enforce or appeal from an arbitration award or as noted above, arbitration proceedings shall be kept confidential, and neither a party, an attorney for a party, a witness, nor an arbitrator may disclose the existence, content, or results of any arbitration hereunder to a non-party without the prior written consent of all parties.

This privacy policy is available on the USA Fencing website. Acceptance of this policy can be made electronically or in writing.

## **Report of the USA Fencing Budget Committee**

June 7, 2025

**Members:** Emily Bian (Chair, Treasurer), Maria Panyi, Jake Hoyle OLY (Athlete, Able-bodied), Greg Tyler (Athlete, Parafencing), Selina Kaing (Board Liaison), Andrea Pagnanelli (Independent), Marie Donoghue (Independent).

**Invited Guests:** Scott Rodgers PLY, Lauryn Deluca PLY

**Staff:** Phil Andrews, Tabitha Chamberlin

The Committee recommends the Budget for approval at this stage, and endorse that it is inline with our strategic plan.

The Committee went through two meetings, and 3 versions of the budget, with significant work done in particular with the Treasurer with the staff to arrive at a budget that is as accurate to the information we know as of May 2025 as possible.

The Budget Committee dove into areas including but not limited to travel costs, revenue increases, referee remuneration, legal costs, contingency, addressing the historic reserve deficit and many other areas, including 2 full committee calls, and are at this time satisfied that this is an appropriate budget to recommend to the Board of Directors to adopt for the 2025-2026 financial year.



**USA Fencing**  
**Dynamic 2 25/26 - 25/26**  
**05/20/2025 08:52**

Description	Consolidated	General	Member Services	Marketing and Communications
<b>Income</b>	<b>16,985,706.00</b>	<b>6,014,223.00</b>	<b>3,802,469.00</b>	<b>2,134,754.00</b>
Membership Revenue	2,891,105.00	2,891,105.00	2,891,105.00	-
Membership Programs	1,075,495.00	886,171.00	886,171.00	-
Event Revenues	8,428,150.00	-	-	-
Regional Revenues	677,000.00	-	-	-
Ticket Revenue	10,000.00	-	-	-
Recognized International Events	-	-	-	-
Magazine and Communications Revenue	345,000.00	345,000.00	-	345,000.00
Marketing Revenue	1,832,254.00	1,789,754.00	-	1,789,754.00
410410 - Sponsorship Revenue	802,500.00	767,500.00	-	767,500.00
410499 - VIK- Hotel	-	-	-	-
420001 - Sponsorship Income	22,500.00	22,500.00	-	22,500.00
410449 - VIK - Merchandise	250,000.00	250,000.00	-	250,000.00
410442 - Merchandise Revenue	7,500.00	-	-	-
410450 - Royalties & Partnerships	1,800.00	1,800.00	-	1,800.00
410497 - VIK- Services	5,000.00	5,000.00	-	5,000.00
410458 - Merchandise Retail Operations	742,954.00	742,954.00	-	742,954.00
410498 - VIK- Other	-	-	-	-
USOC Funding	1,239,102.00	25,193.00	25,193.00	-
Revenue	359,720.00	-	-	-
International Licensing Fees	50,880.00	-	-	-
Investment Income	77,000.00	77,000.00	-	-
<b>Cost of Goods Sold</b>	<b>266,300.00</b>	<b>266,300.00</b>	<b>-</b>	<b>266,300.00</b>
Cost of Goods Sold	266,300.00	266,300.00	-	266,300.00
<b>Gross Profit</b>	<b>16,719,406.00</b>	<b>5,747,923.00</b>	<b>3,802,469.00</b>	<b>1,868,454.00</b>
	98.40%	95.60%	100.00%	87.50%
<b>Expense</b>	<b>15,449,511.00</b>	<b>4,299,155.00</b>	<b>1,109,568.00</b>	<b>1,068,837.00</b>
Operating Expenses	1,897,726.00	1,373,135.00	485,517.00	128,350.00
Administration Fees	67,286.00	67,286.00	-	16,500.00
Compensation Expense	2,283,923.00	1,385,599.00	355,851.00	226,997.00
Membership Expenses	76,560.00	76,560.00	76,560.00	-
Center for Safe Sport	32,000.00	32,000.00	32,000.00	-
Event Expense	2,574,994.00	11,880.00	-	-
Travel Expense	4,394,339.00	239,110.00	45,640.00	79,920.00
Per Diem & Honorarium	2,103,750.00	19,250.00	13,000.00	6,250.00

**USA Fencing**  
**Dynamic 2 25/26 - 25/26**  
**05/20/2025 08:52**

<b>Description</b>	<b>Consolidated</b>	<b>General</b>	<b>Member Services</b>	<b>Marketing and Communications</b>
Professional Services Expense	916,135.00	810,835.00	72,500.00	355,820.00
Magazine and Communications Expense	-	-	-	-
Marketing Expense	280,193.00	255,000.00	-	255,000.00
500330 - E-Blast and Social Media Ads	-	-	-	-
500652 - VIK- Merchandise	250,000.00	250,000.00	-	250,000.00
500660 - VIK- Hotel	-	-	-	-
500750 - Advertising and Promotions	-	-	-	-
500654 - VIK- Services	5,000.00	5,000.00	-	5,000.00
500760 - Sponsorship Fulfillment	25,193.00	-	-	-
500659 - VIK- Other expense Expense	-	-	-	-
Direct Athlete Support	255,000.00	-	-	-
National Team Support	420,000.00	-	-	-
International Programs Expense	119,105.00	-	-	-
Development Expense	28,500.00	28,500.00	28,500.00	-
<b>Operating Income</b>	<b>1,269,895.00</b> 7.50%	<b>1,448,768.00</b> 24.10%	<b>2,692,901.00</b> 70.80%	<b>799,617.00</b> 37.50%
<b>Other Income</b>	<b>45,765.00</b>	<b>45,765.00</b>	-	-
Other Income	45,765.00	45,765.00	-	-
<b>Other Expenses</b>	<b>902,852.00</b>	<b>398,457.00</b>	<b>23,090.00</b>	<b>61,894.00</b>
Other Expenses	902,852.00	398,457.00	23,090.00	61,894.00
<b>Net Income</b>	<b>412,808.00</b> 2.40%	<b>1,096,076.00</b> 18.20%	<b>2,669,811.00</b> 70.20%	<b>737,723.00</b> 34.60%

Executive Office	General Admin	International Influence	Board of Directors	Referee's Commission	US International Events	USI-JRSWC
-	77,000.00	-	-	-	650,200.00	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	546,300.00	-
-	-	-	-	-	-	-
-	-	-	-	-	10,000.00	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	17,500.00	-
-	-	-	-	-	10,000.00	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	7,500.00	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	76,400.00	-
-	-	-	-	-	-	-
-	77,000.00	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	77,000.00	-	-	-	650,200.00	-
100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
400,485.00	1,598,342.00	23,229.00	31,456.00	67,238.00	809,250.00	22,500.00
11,455.00	725,020.00	29	1,656.00	21,108.00	16,500.00	500
-	50,786.00	-	-	-	-	-
351,900.00	450,851.00	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	11,880.00	312,000.00	6,500.00
37,130.00	12,670.00	23,200.00	14,800.00	25,750.00	411,750.00	11,000.00
-	-	-	-	-	69,000.00	4,500.00

[illegible]

USI- Sr Saber WC	USI- ParaHostWC	Sports Performance	SP-Intl-admin	SP-CWC	SP-JRWC	SP-ParaCamp
134,900.00	515,300.00	1,522,916.00	1,432,573.00	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
98,500.00	447,800.00	-	-	-	-	-
-	-	-	-	-	-	-
10,000.00	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	17,500.00	-	-	-	-	-
-	10,000.00	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	7,500.00	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	1,188,716.00	1,108,523.00	-	-	-
26,400.00	50,000.00	283,320.00	273,170.00	-	-	-
-	-	50,880.00	50,880.00	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
134,900.00	515,300.00	1,522,916.00	1,432,573.00	-	-	-
100.00%	100.00%	100.00%	100.00%	100%	100%	100%
306,750.00	480,000.00	4,269,569.00	1,123,452.00	240,500.00	308,150.00	36,425.00
8,500.00	7,500.00	198,285.00	147,084.00	-	-	-
-	-	-	-	-	-	-
-	-	510,550.00	290,708.00	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
173,500.00	132,000.00	5,750.00	-	-	-	-
84,750.00	316,000.00	2,147,879.00	6,700.00	170,000.00	234,675.00	28,900.00
40,000.00	24,500.00	610,000.00	-	62,000.00	68,475.00	7,525.00

USI- Sr Saber WC	USI- ParaHostWC	Sports Performance	SP-Intl-admin	SP-CWC	SP-JRWC	SP-ParaCamp
-	-	3,000.00	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	255,000.00	255,000.00	-	-	-
-	-	420,000.00	393,600.00	-	-	-
-	-	119,105.00	30,360.00	8,500.00	5,000.00	-
-	-	-	-	-	-	-
<b>-171,850.00</b>	<b>35,300.00</b>	<b>-2,746,653.00</b>	<b>309,121.00</b>	<b>-240,500.00</b>	<b>-308,150.00</b>	<b>-36,425.00</b>
-127.40%	6.90%	-180.40%	21.60%	100.00%	100.00%	100.00%
-	-	-	-	-	-	-
-	-	-	-	-	-	-
<b>72,500.00</b>	<b>200,000.00</b>	<b>146,450.00</b>	<b>24,700.00</b>	<b>200</b>	-	-
72,500.00	200,000.00	146,450.00	24,700.00	200	-	-
<b>-244,350.00</b>	<b>-164,700.00</b>	<b>-2,893,103.00</b>	<b>284,421.00</b>	<b>-240,700.00</b>	<b>-308,150.00</b>	<b>-36,425.00</b>
-181.10%	-32.00%	-190.00%	19.90%	100.00%	100.00%	100.00%

[illegible]

SP-ParaWorldCup	SP-SRTC	SP-SRWC	SP-ParaAdmin	SP-SportsMed Admin	SP-PanAm_Vet-youth	Sp-PanAm_CJr
-	-	-	3,000.00	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
7,245.00	-	41,100.00	845	-	4,300.00	2,100.00
-	-	-	-	-	-	-
-132,800.00	-142,550.00	-1,194,800.00	-138,102.00	-140,666.00	-25,900.00	-48,500.00
100%	-356.40%	100.00%	-343.60%	100.00%	100.00%	100.00%
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	31,550.00	6,450.00	11,500.00	1,000.00	1,000.00
-	-	31,550.00	6,450.00	11,500.00	1,000.00	1,000.00
-132,800.00	-142,550.00	-1,226,350.00	-144,552.00	-152,166.00	-26,900.00	-49,500.00
100%	-356.40%	100.00%	-359.60%	100.00%	100.00%	100.00%





SP- WorldChamp _CJr	SP- WorldChamp _Vet	SP- WorldChamp _Sr	SP-Zonal_Sr	SP- WorldChamp s_WChair	SP- JrPanAmGam es	Marketing
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	25,193.00
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	25,193.00
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
3,150.00	11,000.00	2,700.00	1,620.00	1,185.00	-	-
-	-	-	-	-	-	-
<b>-217,301.00</b>	<b>-39,200.00</b>	<b>-198,250.00</b>	<b>-158,545.00</b>	<b>-26,560.00</b>	<b>-7,525.00</b>	-
100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	0.00%
-	-	-	-	-	-	-
-	-	-	-	-	-	-
<b>23,500.00</b>	<b>16,500.00</b>	<b>21,000.00</b>	<b>5,000.00</b>	<b>1,500.00</b>	<b>2,550.00</b>	-
23,500.00	16,500.00	21,000.00	5,000.00	1,500.00	2,550.00	-
<b>-240,801.00</b>	<b>-55,700.00</b>	<b>-219,250.00</b>	<b>-163,545.00</b>	<b>-28,060.00</b>	<b>-10,075.00</b>	-
100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	0.00%

MC-Community Outreach	National Events	NACOct	NACNov	NACJan	NACFeb	NACApr
25,193.00	8,773,174.00	821,900.00	990,400.00	824,500.00	732,150.00	702,250.00
-	-	-	-	-	-	-
-	189,324.00	-	-	-	-	-
-	7,881,850.00	821,900.00	990,400.00	824,500.00	732,150.00	702,250.00
-	677,000.00	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	25,000.00	-	-	-	-	-
-	25,000.00	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
25,193.00	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
25,193.00	8,773,174.00	821,900.00	990,400.00	824,500.00	732,150.00	702,250.00
100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
25,193.00	6,046,344.00	589,950.00	536,500.00	619,864.00	699,000.00	560,700.00
-	309,806.00	10,500.00	9,500.00	-	8,500.00	8,500.00
-	-	-	-	-	-	-
-	387,774.00	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	2,245,364.00	229,800.00	184,000.00	285,864.00	344,500.00	233,000.00
-	1,595,600.00	197,650.00	193,000.00	182,700.00	197,000.00	167,200.00
-	1,405,500.00	152,000.00	150,000.00	151,000.00	149,000.00	152,000.00

MC-Community Outreach	National Events	NACOct	NACNov	NACJan	NACFeb	NACApr
-	102,300.00	-	-	300	-	-
-	-	-	-	-	-	-
25,193.00	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
25,193.00	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	2,726,830.00	231,950.00	453,900.00	204,636.00	33,150.00	141,550.00
100%	31.10%	28.20%	45.80%	24.80%	4.50%	20.20%
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	84,945.00	8,555.00	8,055.00	8,055.00	9,055.00	8,555.00
-	84,945.00	8,555.00	8,055.00	8,055.00	9,055.00	8,555.00
-	2,641,885.00	223,395.00	445,845.00	196,581.00	24,095.00	132,995.00
100%	30.10%	27.20%	45.00%	23.80%	3.30%	18.90%

[illegible]

NACSum	SJCC1	SJCC2	NACMar	NE-NatAdmin	Regional Events
-	-	-	-	99,000.00	3,000.00
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-
<b>1,145,050.00</b>	<b>49,275.00</b>	<b>85,025.00</b>	<b>233,350.00</b>	<b>-520,550.00</b>	<b>669,494.00</b>
51.10%	14.00%	22.70%	27.70%	-242.90%	98.90%
-	-	-	-	-	-
-	-	-	-	-	-
<b>14,055.00</b>	<b>6,555.00</b>	<b>6,555.00</b>	<b>8,055.00</b>	<b>7,450.00</b>	-
14,055.00	6,555.00	6,555.00	8,055.00	7,450.00	-
<b>1,130,995.00</b>	<b>42,720.00</b>	<b>78,470.00</b>	<b>225,295.00</b>	<b>-528,000.00</b>	<b>669,494.00</b>
50.50%	12.10%	21.00%	26.70%	-246.40%	98.90%

## FY25–26 Budget

This year's proposed budget represents a pivotal step forward for the organization. We're targeting \$17 million in revenue, a \$1.5 million increase over current year actuals, and projecting \$16 million in expenses, which is \$1 million above current year's expenses. These changes reflect our strategic focus on growth, athlete support, and community engagement, while staying disciplined in how we manage rising costs and evolving funding sources.

### Budget Snapshot

- Total Revenue: \$17M
- Total Expenses: \$16M
- Revenue Increase: +\$1.5M vs FY24–25
- Expense Increase: +\$1M vs FY24–25

### Revenue Drivers

- USOPC Funding: \$975K (down \$200K from one-time LA28 grant)
- Membership Revenue: \$3.8M
- Marketing & Sponsorships: \$2.159M
  - Sponsorships: \$790K
  - Merchandise: \$742K
- National Events Enhancements
  - \$10 increase in tournament fee
  - 1% hotel rebate from GroupHousing contract

### Expense Overview

- Athlete Support: \$204K (funding 6 per weapon)
- National Camps: \$142.5K
- Officials Pay Increases: +\$25K per NAC, \$60K for Summer Nationals
- Airfare: Avg. \$550 per flight
- Freight: Additional trailer + higher rates
- General Cost Increases: AV, catering, transport, décor, etc.

### Membership Department

- Revenue: \$3.8M
- Expenses: \$1.1M
- Key Investments:
  - Referee Development (with USACFC)
  - Adaptive Equipment for NCAA outreach

- Sport Development Manager
- Athlete Safety Software

## **Marketing & Communications**

- Aligned with 2024–28 Strategic Plan goals:
  - Raise brand awareness
  - Diversify revenue beyond events and dues
- Focus areas:
  - Content creation, media buys, member activations
  - Data analytics, video, and digital storytelling
  - Inclusive outreach via social, email, podcasting
- Smart cost control to preserve surplus for reinvestment

## **Legal & Contingency**

- Legal Budget: \$245K
  - Covers current legal issues, expected to be resolved by fiscal year-end
- Contingency: \$235K
  - Reserved for unexpected legal or admin issues
  - Legal spending expected to decline in future years

## **Summary of Strategic Alignment**

- Supports growth in athlete participation and performance
- Expands community engagement and membership services
- Builds visibility and brand strength
- Invests in long-term infrastructure and operational capacity

This budget is both a reflection of where we are today and where we're headed. It makes room for growth, acknowledges real-world cost pressures, and funds the people, programs, and partnerships that make this work possible.

Our \$17 million revenue target is bold but within reach. Our \$16 million expense plan is built on smart, prioritized investments. We believe this budget puts us on a strong path to deliver greater value to our athletes, members, and partners—while positioning the organization for long-term success.



**BYLAWS**

**UNITED STATES FENCING ASSOCIATION**

**AMENDED AND RESTATED**

Effective On and As Amended by the  
Board of Directors on ???~~September 15, 2024~~

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## ARTICLE I NAME, ORGANIZATION AND JURISDICTION

Section 1.1. **Name.** As provided by the Articles of Incorporation, the organization shall be known as the “United States Fencing Association,” (sometimes referred to as “USFA”). USFA operates under the trade name “USA Fencing,” and may adopt and operate under other assumed or trade names.

Section 1.2. **Incorporation.** The United States Fencing Association has been incorporated and organized and is operating under the Colorado Revised Nonprofit Corporation Act.

Section 1.3. **Compliance with Law.** No Bylaw or other regulation adopted by the United States Fencing Association shall be inconsistent with the Articles of Incorporation of this organization or in contravention of the Colorado Revised Nonprofit Corporation Act, the Ted Stevens Amateur and Olympic Sports Act 36 U.S.C §§ 220501 – 220543 or any other applicable governmental statute, rule or regulation.

Section 1.4. **Tax Exemption.** The United States Fencing Association has qualified and shall at all times remain qualified as a tax-exempt organization under the Internal Revenue Code of the United States.

Section 1.5. **Recognition as National Governing Body.** The United States Fencing Association is and shall continue to be recognized by the United States Olympic and Paralympic Committee (“USOPC”) the Fédération Internationale d’Escrime (“FIE”) and ~~Worldability Sport~~~~the International Wheelchair and Amputee Sports Federation~~ (“IWAS”) as the National Governing Body (“NGB”) for the sport of fencing in the United States.

Section 1.6. **Autonomy.** The USFA shall be autonomous in the governance of the sport of fencing and shall not delegate its authority or control of that sport.

## ARTICLE II PURPOSES

The purposes of the USFA shall be:

Section 2.1. To serve as the National Governing Body for able bodied and paralympic fencing (“Fencing”) in the United States, and in that capacity to fulfill the lawful obligations imposed on national governing bodies and to enjoy the privileges and prerogatives accorded national governing bodies by United States Law, the USOPC, FIE and IWAS.

Section 2.2. To provide local, regional and national competitive opportunities for fencers of all levels of ability under uniform rules and regulations and to strive for improvement in all aspects of organizing and conducting fencing competition.

Section 2.3. To select, support and prepare individuals and teams to represent the United States in international fencing competitions.

Section 2.4. To develop, support and promote fencing referees and other tournament officials in domestic and international competition.

Section 2.5. To promote the sport of fencing in the United States and around the world and to disseminate information about fencing so that people may be exposed to and enjoy its many physical, mental and social benefits.

Section 2.6. To provide support in the form of information and programs to fencing instructors and to organizations and groups that offer fencing opportunities.

Section 2.7. To make available information and opportunities that will allow fencing practitioners to enhance their skills and to increase the enjoyment and benefit they derive from the sport.

Section 2.8. To provide assistance and support to other organizations that promote fencing or conduct fencing competitions in a manner consistent with the purposes, goals and means of the USFA.

Section 2.9. To ensure that the principle of anti-discrimination on the grounds of race, disability status, gender, gender identity, color, ethnicity, religion, political opinions, family status or other innate attribute, is respected.

Section 2.10. To foster good will and harmonious relationships with fencers and fencing organizations in foreign countries for the betterment of the sport of fencing.

Section 2.11. To create, assist and oversee supporting or affiliated organizations.

### **ARTICLE III FISCAL YEAR; FINANCES**

Section 3.1. **Fiscal Year.** The fiscal year of the USFA shall commence on the first day of August and end on the following thirty-first day of July, unless the Board of Directors shall by resolution specify other commencement and ending dates.

Section 3.2. **Endorsement of Instruments and Agreements.** All checks, drafts or other orders for the payment of money, obligations, notes or other evidence of indebtedness, and all other contracts, conveyances and instruments signed or issued on behalf of the USFA, shall be signed or endorsed by such officers or agents of the organization as the Board of Directors shall specify by resolution.

Section 3.3. **Depositories for Funds.** All funds of the USFA not otherwise committed shall be deposited from time to time to the organization's credit in such banks, other insured depositories, or investment vehicles as shall be determined by the Board of Directors.

Section 3.4. **Loans and Security Interests.** The USFA may obtain loans and encumber or pledge its assets as collateral for such loans only with the prior authorization of the Board of Directors.

## ARTICLE IV MEMBERSHIP

Section 4.1. **Classes.** The membership of the USFA shall be divided into classes as established from time to time by the Board of Directors. Members of each class shall possess such rights and be subject to such regulations as the Board of Directors may determine.

Section 4.2. **Good Standing.** Subject to the provisions of Section 5.6 of these Bylaws, a member is in good standing for the purposes of voting if their dues are timely paid, they have met the requirements for the class of membership to which the individual belongs, and they are not under disciplinary sanction.

Section 4.3. **Rights of Members.** All individual members who are in good standing shall be entitled to exercise all rights reserved to the membership class to which they belong. The Board of Directors may from time to time prescribe regulations with respect to particular categories of competitions. The right to vote shall be reserved to those individual members who (a) belong to a membership class the attributes of which include the right to vote; (b) have attained their 18th birthday and are in good standing as of ~~sixty (60) days~~ ~~the February 1~~ preceding the date on which voting opens; and (c) are in good standing on the date balloting opens. The National Office shall prescribe the method or methods by which a member's date of birth may be established. Members who are eligible to vote may hold elected or appointed positions within the USFA if they are in good standing and have met all requirements established for each such position. All rights and privileges of membership shall cease upon death, resignation, expulsion, suspension or failure to pay dues.

Section 4.4. **Members Do Not Share in Assets.** Membership shall not entitle any member to share in the assets of the USFA, all of which are hereby declared to be irrevocably dedicated to the charitable purposes set forth in Article II of these Bylaws.

Section 4.5. **Membership is Open.** Membership in the USFA may not be denied to any individual or organization on grounds of race, gender, gender identity, sexual orientation, age, color, religion or national origin, or other innate attribute, provided, however, that this provision shall not preclude the USFA from conducting competitions to which entries are limited on the basis of geography, age, gender, skill level or disability or from establishing qualifying criteria for the entry into competitions.

Section 4.6. **Membership Anti-doping Obligations.** It is the duty of all Athletes, Athlete Support Personnel and other Persons (as those terms are defined in the World-Anti Doping Code), by virtue of their participation in the Olympic, Paralympic, Pan American, Parapan American or Youth Olympic Games, participation in an Event or Competition organized or sanctioned by an NGB, PSO or HPMO, participation on a national team, utilization of a USOPC

Training Center, receipt of benefits from the USOPC or USFA, inclusion in the Registered Testing Pool, or otherwise subject to the World Anti-Doping Code to comply with all anti-doping rules of WADA, the FIE, ~~I~~WAS, the USOPC, and of the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, the FIE, ~~I~~WAS, and USADA. If it is determined that an Athlete, Athlete Support Personnel, or other Person may have committed a doping violation, the individual agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the FIE or ~~I~~WAS, if applicable or referred by USADA. In addition, Athletes agree to submit to drug testing by the FIE, ~~I~~WAS, and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension.

#### Section 4.7 **Safe Sport.**

a. As a member National Governing Body of the USOPC, the USFA is required to adhere to the **Safe Sport Code for the U.S. Olympic and Paralympic Movement.** ~~safe sport rules and regulations of the USOPC. The USOPC has promulgated its SafeSport Code for the US Olympic and Paralympic Movement, which includes certain Practices and Procedures and Supplementary Rules, appended thereto (the “Code”). The Code, as now constituted and as may be amended from time to time, shall supersede and replace the current USA Fencing SafeSport Policy, which shall be modified to conform to the Code. The USFA shall continue to maintain a SafeSport page on its website, and that page shall contain links to current versions of (i) the Code and (ii) USFA’s SafeSport Policy (a current copy of which shall be appended to these bylaws as Appendix I).~~

b. ~~USOPC Bylaw Section 8.7(l) provides that, as a condition of membership in the USOPC, each NGB shall comply with the policies and procedures of the independent organization designated by the USOPC to investigate and resolve safe sport violations. The USOPC has designated the US Center for Safe Sport (“Center”) as that organization. Notwithstanding anything to the contrary in these Bylaws, the Center shall have full disciplinary authority, including but not limited to the power to suspend, expel, deny continuation of membership or deny readmission to membership, in all matters (i) that the Code commits to the Center’s exclusive authority, or (ii) that the Code commits to the Center’s discretionary authority and that USFA’s Chief Executive Officer shall, in their discretion and with the approval of USFA’s General Counsel refer to the Center, and the Center shall accept for disposition.~~

#### Section 4.8 **Membership Safe Sport Obligations.**

As a condition of membership in the USFA and of participation in any competition, event or activity sanctioned by the USFA or its member organizations, each USFA member (including parents and legal guardians of members under age 18) agrees to comply with and be bound by the safe sport rules, policies and procedures of the Code, the Center and the USFA and to submit, without reservation or condition, to the jurisdiction of the Center for the resolution of any alleged Code violations that may fall within its exclusive authority or become subject to its discretionary authority. Each member further agrees that any sanctions imposed by the Center shall extend to

their participation in all USFA competitions, events and activities and may be posted or otherwise publicly published along with information regarding the misconduct involved.

## ARTICLE V FEES AND DUES

**Section 5.1. Dues to be Fixed by Board of Directors.** The schedule of dues of the USFA shall be established from time to time by the Board of Directors.

**Section 5.2. Dues Allocated to Affiliated Units.** In its discretion, the Board of Directors may designate such affiliated units as it deems necessary (“Affiliated Units”) and may allocate a portion of the dues collected in any one year from all classes of individual competitive memberships to such Affiliated Units of the USFA in such amount or proportion as the Board of Directors determines, and shares of dues so allocated shall be paid by the USFA National Office to the appropriate administrators of such Affiliated Units as are in good standing. These funds are to be used by such units in the discharge of their designated functions on behalf of the USFA. The Board of Directors may revise or discontinue the allocation at any time.

**Section 5.3. Accounting for Dues to Affiliated Units.** An Affiliated Unit must be in good standing, having filed a satisfactory financial report for the prior membership year and such other reasonable reporting as required by the Board, to be eligible to receive any payments from the USFA. If no satisfactory financial report is filed for two consecutive years, all sums previously set aside for such Affiliated Unit shall be forfeited.

**Section 5.4. Membership Year.** The membership year shall commence on August 1 and end on the following July 31. All dues are payable upon application for membership and thereafter on or before the next membership year begins.

**Section 5.5. Extended Membership Year for New Members.** A new member whose dues are paid during the last four months of the membership year shall be entitled to membership through the next membership year.

**Section 5.6. Privileges on Receipt of Dues.** A member is not admitted to membership and a member is not in good standing until the member’s dues and fees have been received by the USFA. Payment of dues to a duly appointed agent of the USFA will render a member eligible to compete. However, no person will be eligible to vote in USFA affairs unless the person’s dues for the membership year in which the person seeks the right to vote are received by the USFA National Office on or before ~~the February 1~~ sixty (60) days preceding the date on which voting opens.

## ARTICLE VI OFFICERS AND NON-VOTING MEMBERS OF THE BOARD~~SECRETARY~~

Section 6.1. **Officers.** The national officers of the USFA shall consist of a Chair of the Board of Directors and a Treasurer. ~~There shall be, in addition, such additional appointed positions as are provided for in these Bylaws or established by the Board of Directors.~~

- a. Qualifications for Officers. Only voting members in good standing may hold office in the USFA. No person may hold a position as a national officer of the USFA while simultaneously holding office in any organization recognized by the USOPC as the National Governing Body of another sport. No person may hold a position as an elected national officer of the USFA while serving as an officer of any Affiliated Unit of the USFA. National officers shall also meet the special qualifications of each office set forth below and shall subscribe to the Qualifying Affirmation set forth in Article VII below.
- b. Chair of the Board of Directors. The principal duties of the Chair of the Board of Directors shall be to foster the formulation of policy; to develop financial and membership support; and to conduct relations between the USFA and the USOPC, the FIE, IWAS and other authorities whose jurisdictions affect the functions and purposes of the USFA. ~~For the purpose of liaising with international authorities such as the FIE and WAS, the Chair of the Board shall be considered the equivalent of the President of USFA.~~ The Chair of the Board shall preside over meetings of ~~the membership and~~ the Board of Directors and shall be a voting member of ~~said those bodies.~~ Pursuant to the By-Laws of the US Fencing Foundation (“USFF”), the Chair will serve as a non-voting ex-officio member of the USFF Board of Trustees. ~~Unless otherwise provided by these Bylaws or a resolution of the Board of Directors, the Chair of the Board shall with the approval of the Board of Directors appoint the Parliamentarian and USFA representatives to other organizations.~~ The Chair of the Board shall have such authorities, powers and duties as are assigned to that office by these Bylaws or as are necessary and normally appurtenant to the powers and duties herein specified. ~~Only current At-Large Directors on the Board of Directors may hold the office of Chair of the Board of Directors.~~ The Chair of the Board of Directors shall be elected from among the ~~voting members~~ ~~At-Large Directors~~ of the Board of Directors by a majority vote of the Board of Directors, which election shall be conducted at each annual meeting held in odd numbered years.
- c. Treasurer. The Treasurer ~~is a non-voting member of the Board of Directors, unless they hold an additional voting role.~~ They shall oversee the accounting for all moneys and other assets of the USFA and shall at each meeting of the Board of Directors and at the Annual Membership Meeting submit a report of the financial transactions of the USFA from the time of the preceding report or for the entire fiscal year. The Treasurer shall confer with independent auditors selected by the Audit Committee and shall report on their findings. The Treasurer shall submit to the Board and the Audit Committee a standard set of monthly financial statements. The Treasurer shall assist the Chair of the Board and the Board of Directors in the formulation of proposed budgets. The Treasurer shall chair the Budget Committee and serve as a voting member of that committee. The Treasurer shall serve as a non-voting member of the Board of Directors. Only persons who have demonstrated competence in financial control and management may hold the office of Treasurer. The Treasurer shall be selected by the Board and approved by a majority vote of Directors present and voting. No person may assume the position of Treasurer until they have executed the Qualifying Affirmation provided in Article VII.



- d. **Treasurer ~~and Special Board Member~~ Candidates.** At least fourteen (14) days before presenting the nomination of candidates for Treasurer ~~and Special Board Member~~ to the Board of Directors, the nominating Director shall provide written notice thereof to the chairperson of the Nominating Committee, along with a summary of credentials of the person nominated. Candidates for ~~the Treasurer, and Special Board Members positions~~ shall be reviewed by the Nominating Committee to ensure:
- i. The prospective candidate meets the qualifications of that position; and
  - ii. The prospective candidate shall have in writing indicated their willingness to serve and acceded to the Qualifying Affirmation prescribed in these Bylaws;
  - iii. The prospective candidate shall pass a Background Check and complete a Conflict of Interest form to be cleared by the Ethics Committee.

**Section 6.2. Non-voting Members of the Board.** In addition to officers, there may be such additional ~~appointed~~ positions as provided for in these Bylaws or by the Board of Directors.

- a. Special Board Members. The Board of Directors may, from time to time and in its discretion, appoint one or more Special Board Members to address strategic needs in the organization, subject to majority approval of

Directors present and voting. There will be a maximum of two (2) Special Board Members at one time, but no minimum. Special Board Members shall serve as non-voting members of the Board of Directors, advise the Board of Directors, ~~assist the Chair of the Board in the discharge of the duties of that office~~ and perform such other duties as may be assigned by the Board of Directors. No person may assume the position of Special Board Member until they have executed the Qualifying Affirmation provided in Article VII, have passed a Background Check, and have completed a Conflict of Interest form to be cleared by the Ethics Committee. No Special Board Member may serve on the Board if they are an employee of the organization. No Special Board Member may be engaged in a contractual relationship with USFA unless reviewed and approved by the Ethics Committee and the Board of Directors in advance of being placed on the ballot or the contract being signed, whichever comes first. Tournament officials (e.g. referees, bout committee staff, etc.) are excluded from the restriction on contractual relationships.

- b. Secretary. The functions of the Secretary of the Board of Directors consist of preparing and distributing agendas for all meetings of the Board of Directors; preparing, maintaining and distributing records of the proceedings of the Board of Directors; communicating, as directed, the directives, inquiries and messages of the Board of Directors; and such other and additional duties as may be assigned to the Secretary by these Bylaws, the Board of Directors or the Chair of the Board. The Chair of the Board, with the approval of the Board of Directors, shall appoint a person or persons, who is/are either members qualified to hold office or are employed by the USFA, to perform these functions. The person or persons discharging these functions shall serve as a non-voting member of the Board of Directors and shall serve at the pleasure of the Chair of the Board.
- c. Parliamentarian. For each meeting of the Board of Directors there may be a Parliamentarian, who may be appointed for each meeting or as a standing position, to advise the Board on matters of procedure and who serves at the pleasure of the Board. No person may assume the position of Parliamentarian until they have executed the Qualifying Affirmation provided in Article VII, have passed a Background Check, and have completed a Conflict of Interest form to be cleared by the Ethics Committee. The person appointed as Parliamentarian shall serve as a non-voting member of the Board of Directors and shall serve at the pleasure of the Board.
- d. Chief Executive Officer. The Chief Executive Officer (“CEO”) shall be a non-voting ex-officio member of the Board of Directors. The Board of Directors may, by majority vote of those present, exclude the CEO from a meeting or portion thereof. The CEO will not attend portions of a meeting that discuss the Chief Executive Officer except as permitted by the Board. Pursuant to the By-Laws of the US Fencing Foundation (“USFF”), the CEO will serve as a non-voting ex-officio member of the USFF Board of Trustees.

#### Section 6.23. **Terms of Officers and Non-voting Members of the Board.**

- a. Chair of the Board of Directors. The Director appointed as the Chair of the Board serves at the pleasure of the Board of Directors until they are no longer qualified or until a new

Chair of the Board is approved by a majority of the Board. Once a new Chair of the Board is so approved, the former Chair will continue to serve any remainder of their term as an ~~At-Large~~ Director.

- b. Treasurer and Special Board Members. Unless otherwise removed as provided in these Bylaws, Special Board Members and the Treasurer shall serve terms of approximately two years, from adjournment of the Annual Meeting of the Board of Directors at which they are appointed until adjournment of the second annual meeting following their appointment
- c. Terms Not Limited. The Chair of the Board's term in office is subject to and not greater than their term as an ~~At-Large~~ Director, including limits placed thereon in these Bylaws. An individual may serve as Treasurer or Special Board Member for no more than eight (8) consecutive years. There is no limit on terms for Secretary or Parliamentarian.

Section 6.34. **Vacancy of Officers and Non-Voting Members of the Board**~~in Offices of Chair of the Board and Treasurer.~~ Vacancies in the offices of Chair of the Board, ~~and~~ Treasurer, as well as the positions of Secretary and Parliamentarian shall be filled through the procedures prescribed in this Section.

- a. Chair of the Board. A vacancy in the office of the Chair of the Board shall be filled as follows:
  - i. During temporary absences or unavailability of the Chair of the Board, whether due to illness, disability or other cause, the Board of Directors may appoint a Director who meets the qualifications of the office of Chair of the Board to fulfill

the duties of that office until the Chair of the Board is able to resume the performance of those duties.

- ii. If a vacancy in the office of Chair of the Board occurs by reason of resignation of that office, or removal while the person who had been serving as Chair remains a Director, the Board of Directors shall elect ~~an At-Large~~ Director who meets the qualifications of the office of Chair of the Board.
  - iii. If a vacancy in the office of Chair of the Board occurs by reason of resignation from the Board of Directors, death, removal from the Board of Directors, disability, or other cause which prevents the person who had been serving as Chair from continuing to serve as a Director, the Board of Directors shall fill the vacancy as provided in these Bylaws and shall select a qualified member to serve as Chair of the Board.
- b. Treasurer, Secretary, and Parliamentarian. A vacancy in office of Treasurer ~~or the position of Secretary~~, whether arising from resignation, death, removal or otherwise, shall be filled by the Board of Directors. In filling the vacancy, the Board may appoint any member of the USFA who meets the qualifications of the ~~position~~~~office of~~ Treasurer. Filling the role of Parliamentarian is optional.

~~Section 6.4. **Secretary.** The secretarial functions of the Board of Directors consist of preparing and distributing agendas for all meetings of the Board of Directors; preparing, maintaining and distributing records of the proceedings of the Board of Directors; communicating, as directed, the directives, inquiries and messages of the Board of Directors; and such other and additional duties as may be assigned to the Secretary by these Bylaws, the Board of Directors or the Chair of the Board. The Chair of the Board, with the approval of the Board of Directors, shall appoint a person or persons, who is/are either members qualified to hold office or are employed by the USFA, to perform these functions. The person or persons discharging these functions shall serve as a non-voting member of the Board of Directors and shall serve at the pleasure of the Chair of the Board.~~

Section 6.5. **Custodian of Records.** The National Office of the USFA shall serve as the custodian of records of the actions by the members, the Board of Directors, Resource Groups, Task Forces, Councils, and Committees of the Board, and shall publish on the official website of the USFA such records of the proceedings of those bodies as the Board of Directors or these Bylaws may prescribe.

~~Section 6.6. **Transition.** The Board of Directors as constituted on the date of the adoption of these Amended Bylaws shall by resolution provide for the transition of the structure of the Officers as it then exists to the structure as defined in Sections 6.1 and 6.2 above. Said resolution may not extend or shorten the terms of the Officers then in office. The President and Treasurer then in office will account for the additional two (2) At-Large positions for the remainder of their terms. Upon conclusion of the transition, these Bylaws shall be automatically amended to remove this Section.~~

## ARTICLE VII BOARD OF DIRECTORS

Section 7.1. **Responsibility.** The Board of Directors is vested with the full powers and responsibility for the management and policies of the USFA, subject to these Bylaws.

Section 7.2. **Functions of the Board.** The Board of Directors oversees USFA's fulfillment of its purposes and its compliance with its legal obligations as described in Article II hereof, including but not limited to USFA's obligations under the Ted Stevens Amateur and Olympic Sports Act, 36 U.S.C §§ 220501 – 220543, and it promotes the corresponding interests of its membership by developing and adopting policies and by providing guidance and strategic direction to the National Office and to the Committees of the Board as constituted under Article XII hereof. The Board shall oversee the management of USFA and its affairs, but may delegate operational responsibility to its staff or others. The Board shall select a well qualified Chief Executive Officer and oversee the Chief Executive Officer in the operation of USFA. The Board shall focus will in normal circumstances be on long-term objectives and impacts rather than on day-to-day management, empowering the Chief Executive Officer to manage a staff-driven organization with effective Board oversight. In addition, the Board performs the following specific functions, among others:

- a. implements procedures to orient new Board Directors, educate all Directors on the business and governance affairs of USFA, and evaluate Board performance;
- b. selects and when it so determines, may terminate the Chief Executive Officer and provide for management succession; and subject to contractual provisions, shall provide performance and compensation reviews of the Chief Executive Officer no less frequently than annually;
- c. reviews and approves USFA's strategic plan and the annual operating plans, budget, business plans, and corporate performance standards;
- d. sets policy and provides guidance and strategic direction to management on significant issues facing USFA;
- e. reviews and approves significant corporate actions;
- f. oversees effective governance;
- g. approves capital structure, financial strategies, borrowing commitments, and long- range financial planning;
- h. reviews and approves financial statements, annual reports, financial and control policies, through the Budget Committee and, through the Audit Committee, selects independent auditors;

- i. monitors USFA's compliance with laws and regulations and the performance of its broader responsibilities;
- j. ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate or societal crisis;
- k. ensures that USFA adopts and maintains athlete safety rules, policies and procedures that comply with the authorized requirements of the USOPC and U.S. Center for SafeSport;
- l. encourages that there is diverse representation and plurality of identities and backgrounds on the Board, Committees, Task Forces, Councils, and Resource Groups; and
- m. encourages diversity at all levels of USFA and supports meaningful efforts to accomplish that diversity by adopting norms that favor open discussion and favor the presentation of different views.

**Section 7.3. Athlete Representation on the Board, and Committees.** The USFA shall, at all times, comply with USOPC requirements for the representation of athletes on the Board and all USFA Committees, Task Forces, and Resource Groups.

- a. Athletes selected to serve on the Board, Task Forces, Resource Groups, and Committees shall meet the requirements established by the USOPC as set forth in Section 8.5 of the USOPC Bylaws, as amended or revised, a current copy of which shall be attached hereto as Appendix II.
- b. The USFA shall update Appendix II to the latest version of Section 8.5, or its successor.

**Section 7.4. Composition and Qualifications.** The Board of Directors shall include twelve (12) Directors, and such other persons as are designated non-voting members by these Bylaws. Directors shall be citizens or permanent residents of the United States. Prior to their selection or election, Directors shall disclose any felony convictions, and any other period of ineligibility to serve in sport organizations, such as findings of anti-doping violations or SafeSport violations that were not reversed on appeal. In addition, all candidates for the Board of Directors must pass a Background Check and have a Conflict of Interest form reviewed by the Ethics Committee before being placed on a ballot or agenda. No voting Director may serve on the Board if they are an employee of the organization. No voting Director may be engaged in a contractual relationship with USFA unless reviewed and approved by the Ethics Committee and the Board of Directors in advance of being placed on the ballot or the contract being signed, whichever comes first. Tournament officials (e.g. referees, bout committee staff, etc.) are excluded from the restriction on contractual relationships. The voting Directors shall be classified and qualified as provided in this Section.

- a. Athlete Directors. There shall be four (4) Athlete Directors comprising not less than 33 1/3% of the elected and appointed Directors. All Athlete Directors shall be voting members of USA Fencing in good standing:

- i. No person shall serve as an Athlete Director unless they meet the requirements of Athlete Directors as provided in Appendix II.
- ii. The four (4) Athlete Directors shall be selected of as follows:
  - A. USFA's representative(s) to the USOPC Athlete Advisory Council; and
  - B. The remaining Athlete Directors shall be elected according to the methods established by the Athlete Council.

- iii. If not otherwise seated as a Director, USFA's alternate representative(s) to the USOPC Athlete Advisory Council shall sit with the Board of Directors as a non-voting member.
- b. ~~Independent Directors. There shall be three (3) Independent Directors. All Independent Directors shall be individuals who meet the qualifications and are selected as specified in this Subsection 7.4.b.~~ At-Large Directors. There shall be eight (8) At-Large Directors. Four (4) At-Large Directors shall be elected by the membership, and four (4) At-Large Directors shall be appointed by the Board of Directors. Of the appointed At-Large Directors, at least two (2) must be independent. To be independent, within the two years preceding their nomination no person may serve who:
- A. has been, or who has an immediate family member, who has been a member of the USFA;
  - B. has been, or who has an immediate family member, who has been a coach of a USFA member;
  - C. has been, or has an immediate family member who has been, employed or held a paid or volunteer governance position with USFA, the FIE, IWAS, any international fencing federation or any sport familyfencing entity of fencingaffiliated with USFA;
  - D. has or has an immediate family member who has been affiliated as an owner, member, employer, employee, or agent of the USFA's outside auditor or legal counsel;
  - E. has been a member of the USFA's Athlete Advisory Council or any constituent group with representation on the Board;
  - F. has or has an immediate family member who has directly or indirectly received compensation or support from the USFA;
  - ~~G. has been a member of any constituent group with representation on the Board~~
  - H. has or has an immediate family member who has participated in a fencing competition;~~or~~
  - I. has or has an immediate family member who has been affiliated as an owner, member, employer, employee, controlling shareholder, or agent of any person, organization or entity that has done business with or been a member of the USFA during that period;~~provided that ownership of less than 1% of the equity or indebtedness of a publicly traded entity shall not by itself constitute a disqualification from selection as an Independent Director.; or~~



J. has not been independent from the sport of fencing per the judgment of the Nominating Committee.

- ii. The Nominating Committee~~Chair of the Board~~ will determine whether a position for an appointed At-Large Director shall be filled by an independent individual or from the general membership. The Nominating Committee shall then nominate qualified individuals (per Section 9.3) to serve as appointed At-Large Directors subject to confirmation by the Board of Directors. At least fourteen (14) days before presenting their At-Large Director nominations to the Board, the Chair of the Nominating Committee~~Board~~ shall provide written notice thereof to the Chair of the Board~~chairperson of the Nominating Committee~~, along with a summary of credentials of the person nominated.~~A majority of all members of that Committee may propose an alternative At-Large candidate to the Board.~~
- iii. At-Large Directors to be appointed from the general membership by the Board of Directors shall be voting members of the USFA in good standing.
- iv. At-Large Directors to be elected by the membership shall be voting members of the USFA in good standing. The slate of candidates to be elected by the membership shall be selected by the Nominating Committee per Section 9.3.
- v. ~~No person may serve as an Independent Director who, within the two years preceding their nomination:~~
  - ~~A. has been, or who has an immediate family member, who has been a member of the USFA;~~
  - ~~B. has been a coach of a USFA member;~~
  - ~~C. has or has an immediate family member who has been employed or held a paid or volunteer governance position with USFA, the FIE, IWAS, any international fencing federation or any fencing entity affiliated with USFA;~~
  - ~~D. has or has an immediate family member who has been affiliated as an owner, member, employer, employee, or agent of the USFA's outside auditor or legal counsel;~~
  - ~~E. has been a member of the USFA's Athlete Council;~~
  - ~~F. has or has an immediate family member who has directly or indirectly received compensation or support from the USFA;~~
  - ~~G. has been a member of any constituent group with representation on the Board~~
  - ~~H. has or has an immediate family member who has participated in a fencing competition; or~~

~~I. has or has an immediate family member who has been affiliated as  
an owner, member, employer, employee, shareholder, or agent of any~~

~~person, organization or entity that has done business with or been a member of the USFA during that period, provided that ownership of less than 1% of the equity or indebtedness of a publicly traded entity shall not by itself constitute a disqualification from selection as an Independent Director.~~

- vi. It shall not be a precondition of selection as an ~~At-Large~~~~Independent~~ Director ~~selected for their independent qualifications~~ that the person in question be a member of the USFA at the time of their nomination or confirmation, but no person may assume or continue the position of ~~Independent~~ independent ~~At-Large~~ Director except as a USFA member in good standing. ~~At-Large~~ ~~Independent~~ Directors ~~selected for their independent qualifications~~ must maintain the qualifications as specified in this Subsection 7.4.b.~~iii~~ for their entire term and any successive terms, except to the extent that they became a USFA member as a condition or appointment or to the extent that they hold any governance position with the USFA, FIE, or IWAS in connection with their position as an ~~At-Large~~ ~~Independent~~ Director and any reimbursement of expenses related thereto.
- c. Amateur Fencing Organization Director. As required by the Ted Stevens Amateur and Olympic Sports Act, 36 U.S.C §220522 and the USOPC, USFA will establish an Amateur Fencing Organization Director position under the following conditions. Amateur Fencing Organizations, high-performance management organizations, or Paralympic sports organizations (collectively referred to as Amateur Fencing Organizations) are those that conduct national programs or regular national amateur athletic competitions in the sport of fencing on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur athletic competitions in the sport of fencing; and ensures that the representation reflects the nature, scope, quality, and strength of the programs and competitions of the amateur sports organization in relation to all other programs and competitions in the sport of fencing in the United States. The Board of Directors shall determine whether an organization satisfies the criteria in this Section. ~~Once such a determination is made the Amateur Fencing Organization Director seat will become effective upon such Amateur Fencing Organization providing a comparable director seat on its Board of Directors for a USFA representative.~~ If the seat reserved for such Amateur Fencing Organization has voting rights on the USFA Board, then an additional Athlete Director position, as defined in as defined in this Article, and an additional At-Large Director position will be automatically created to ensure that Athlete Directors comprise not less than 33 1/3% of the elected and appointed Directors. If there is one (1) Amateur Fencing Organization, then that organization shall select a qualified individual to serve as the Amateur Fencing Organization Director. If there is more than one (1) Amateur Fencing Organization, then the Amateur Organizations as a group shall select a qualified individual to serve as the Amateur Fencing Organization Director.

- d. Terms Limited. Except as may be required under Sections 7.4.a.ii.A and 7.4.a.iii, no individual may serve as a Director of any class for more than eight (8) consecutive years. This limitation shall apply to all terms of Directors commencing after September 1, 2020.

**Section 7.5. Qualifying Affirmation, SafeSport, Background Screening, and Conflict of Interest Declarations.** No person shall be qualified for selection or service as an officer or Director of the USFA except upon execution of a writing acceding to the following statement: “As [Chair of the Board] [Treasurer] [Special Board Member] [Director] [other] of the United States Fencing Association I agree and undertake to adhere to high ethical standards and to avoid conflicts of interest as outlined in the Conflict of Interest Policy of USA Fencing. I acknowledge my fiduciary duties of loyalty and care to the United States Fencing Association and understand that those duties supersede my personal interests and the interests of any individual, group, faction or entity. I pledge to devote the full extent of my knowledge, experience and ability in good faith to advance the purposes, objectives, integrity and betterment of the United States Fencing Association.”

Before being placed on a ballot or agenda for election or appointment for the Board of Directors or as an officer, one must pass a Background Screening and have a Conflict of Interest form reviewed by the Ethics Committee.

Each member of the Board of Directors shall have an active SafeSport clearance prior to the start of the USA Fencing fiscal year, as well as a completed Conflict of Interest declaration submitted to the Secretary of the Board. No member of the Board who has failed to complete these requirements shall be permitted to participate and vote in meetings until compliant.

**Section 7.6. Terms of Directors.**

- a. Athlete Directors. Athlete Directors shall serve terms of four years commencing on the first day of September in the year in which they are elected.
- ~~b. Independent Directors. Independent Directors shall serve two-year terms commencing on the first day of September and ending on the last day of August. Two Independent Directors shall be selected in even-numbered years and one Independent Director shall be selected in odd-numbered years. Directors fulfilling the unexpired portion of a vacated position shall serve the remainder of that term.~~
- c. At-Large Directors. At-Large Directors shall serve terms of four years commencing on the first day of September in the year in which they are elected or appointed. Two (2) At-Large Directors shall be elected and two (2) At-Large Directors shall be appointed in year two of the Quadrennium and ~~three~~ two (32) At-Large Directors shall be elected and two (2) At-Large Directors shall be appointed in year four of the Quadrennium. For the purposes of this section, a Quadrennium shall commence upon the earlier of the close of the Olympic Games in which fencing is contested or the first day of September in the last year of the Quadrennium and shall continue until the earlier of the close of the following such Olympic Games or the final day in August in the last year of the Quadrennium. The acceleration or delay of the Olympic Games shall not affect the term of the

Quadrennium.

- d. Amateur Fencing Organization Director. The Amateur Fencing Organization Director shall serve terms of four years if and when the position becomes effective.

- e. Tenure. Once Directors have assumed their positions on the Board of Directors, they shall serve until their successor has been selected and qualified or until the position is vacated or eliminated as provided elsewhere in these Bylaws.

Section 7.67. **Vacancies on the Board of Directors.** Except for vacancies among the Athlete Directors, for which provision is elsewhere made in these Bylaws, vacancies on the Board of Directors, whether resulting from death, disability, resignation, disqualification, removal or otherwise, shall be filled for the balance of the vacated term by a resolution of the Board of Directors appointing to the vacant position a person who meets the qualifications specified by these Bylaws for the position being filled. The Chair of the Board of Directors shall determine a timeline for replacement. The appointment must be made from a list of qualified candidates provided by Nominating Committee pursuant to requirements listed in Section 7.4 with as least as many candidates as there are positions to be filled. The vacated term to be completed by a Director selected pursuant to this section shall not be counted for the purposes of term limits.

Section 7.78. **Anti-Discrimination.** Directors shall be selected without regard to race, color, gender, gender identity, sexual orientation, age, religion, disability status, national origin, or other innate attribute. It is the policy of the USFA that there shall be reasonable representation of both genders on its Board of Directors.

Section 7.89. **Compensation.** Directors of the Board shall not receive compensation for their services as Directors, although the reasonable expenses of Directors may be paid or reimbursed in accordance with USFA's policies. USFA will pay the travel costs to attend the Board meetings for the Athlete Directors. USFA Directors are not disqualified from receiving compensation for services rendered to or for the benefit of USFA in any other capacity. Athlete Directors shall be entitled to obtain compensation from USFA in connection with their capacity as athletes, including all benefits to which all elite athletes are eligible.

Section 7.910. **Quorum.** At any meeting of the Board of Directors a quorum shall be a majority of the Directors then in office. On failure of a quorum, a lesser number shall have the power to adjourn the meeting to a given time and place. The date, place and time of each meeting shall be designated by the Chair of the Board.

Section 7.1011. **Regular Meetings.** The Regular Meetings of the Board of Directors shall consist of one Annual Meeting and two Scheduled Meetings. Regular Meetings shall be conducted with not less than thirty (30) days' notice.

- a. Annual Meeting. The Annual Meeting of the Board of Directors shall be convened during the months of September or October on a date and at a place and time designated by the Chair of the Board.
- b. Scheduled Meetings. One Scheduled Meeting shall be conducted during the Winter and Summer of each year. The Winter Meeting shall be conducted during the month of February and the Summer Meeting shall be conducted during either June or July on a date and at a place and time designated by the Chair of the Board. Scheduled Meetings may be conducted in conjunction with nationally organized tournaments.

- c. Regular Meeting Agendas. Not less than five days prior to any Regular Meeting of the Board of Directors, there shall be delivered to each Director, officer, and the Parliamentarian an agenda of matters proposed to be considered at such meeting. A Director may propose motions not on the agenda at the Annual Meeting, but business not mentioned in the agenda may not be acted on at a Scheduled Meeting unless a majority of the members of the Board of Directors then in office vote to consider the matter.

Section 7.~~4~~~~1~~~~2~~~~1~~~~2~~. **Special Meetings.**

- a. Special meetings of the Board of Directors may be called by the Chair of the Board, on at least ten days' written notice to each Director. Special meetings shall be called so as to ensure that no period longer than four months elapses between meetings of the Board of Directors. Special meetings of the Board of Directors shall also be convened upon the written request of four or more Directors that is timely delivered to all Directors, that states the reason for the meeting and that specifies the time and place of the meeting. Special meetings may be conducted in person or otherwise in compliance with these Bylaws.
- b. Not less than five days prior to any Special Meeting of the Board of Directors, there shall be delivered to each Director an agenda of matters proposed to be considered at such meeting. Business not mentioned in the agenda may not be acted on at a Special Meeting unless a majority of the Directors then in office vote to consider the matter.
- c. Any notice required or allowed in this Section may be communicated by email, and agendas may be delivered by email or facsimile or by email directing the recipient to a specified page of the USFA website where the agenda has been posted.

Section 7.~~4~~~~2~~~~1~~~~3~~. **Emergency Meetings.** In cases of true urgency, the Chair of the Board may call Emergency Meetings of the Board of Directors on not less than 24 hours' written notice to each Director. The notice required by this Section may be communicated by email, text or facsimile and shall state the nature of the emergency, the reasons the matter is urgent, and actions proposed to be considered at the Emergency Meeting.

Section 7.14. **Meetings of the Membership.** Annual meetings of the membership shall not be required. Special meetings of the membership shall be held if convened and noticed as provided in Colorado Revised Statutes § 7-127-102.

Section 7.~~4~~~~3~~~~1~~~~5~~. **Waiver of Notice.** Notice of any Annual Meeting or special meeting of the Board of Directors may be waived as provided in the Colorado Revised Nonprofit Corporation Act.

Section 7.~~4~~~~4~~~~1~~~~6~~. **Board Transparency.** Except for privileged or confidential matters taken in executive session, the Board of Director's actions shall be available to members. Regular, Special and Emergency meetings of the Board, except with respect to matters discussed in executive session, shall be open to members of the USFA, provided that the member bears the cost of attendance. Minutes of each meeting, except with respect to matters discussed in executive session, shall be published on the USFA website and otherwise be made available to



members of the USFA. Minutes of each meeting shall include attendees at meetings, potential conflicts of interest, motions made and actions taken, Directors who recuse themselves due to an apparent conflict of interest, and a non-confidential description of any actions taken by the Board

during executive session. Every reasonable effort will be made to publish the minutes within thirty (30) days of the Board meeting.

**Section 7.1517. Conducting and Participating in Meetings.**

- a. Except as otherwise provided in these Bylaws, in the discretion of the Chair of the Board, meetings of the Board of Directors may be conducted telephonically, by video conference or by any means that allows all participants to hear the proceedings and to participate fully therein.
- b. Directors are expected to use diligent efforts to prepare for and attend meetings of the Board of Directors. Directors are required to attend no fewer than two-thirds (2/3) of all Board meetings held in any twelve month period.
- c. Except as otherwise provided in these Bylaws, a specific question or matter that might be considered at a meeting of the Board may be submitted to a vote by mail, facsimile, email or other means at the discretion of the Chair of the Board or upon resolution of the Board of Directors, unless one or more Directors makes an effective written demand that such action not be taken without a meeting. If the matter to be submitted for such a vote is to be considered privileged or confidential, as if taken up in executive session, the notice of the submission shall so state and the Directors shall act accordingly. In the conduct of such votes, the Secretary shall provide notice thereof to each Director containing a clear statement of the question to be voted upon and the date on which voting shall be closed, with a request that each Director cast their vote thereon and communicate it to the Secretary and the Chair of the Board prior to the closing date. The notice shall also state that a failure to respond by casting a vote, abstaining in writing, or demanding in writing that such action not be taken without a meeting, will have the same effect as abstaining in writing. The closing date shall be the earlier of three business days after the provision of notice of the vote to be taken or upon receipt of votes or abstentions from all Directors. The question or matter submitted for decision under this Subsection 7.157.c shall be approved if the affirmative votes equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors then in office were present and voted. Once a matter has been submitted for a vote under this Subsection 7.157.c, it may not be withdrawn after the vote of at least one Director has been received by the Secretary.
- ~~d. **Parliamentarian.** For each meeting of the Board of Directors there shall be a Parliamentarian, who may be appointed for each meeting or as a standing position, to advise the Board on matters of procedure and who serves at the pleasure of the Board. No person may assume the position of Parliamentarian until they have executed the Qualifying Affirmation provided in Article VII. The person appointed as Parliamentarian shall serve as a non-voting member of the Board of Directors and shall serve at the pleasure of the Chair of the Board.~~

Section 7.1618. **Delegation of Authority.** The Board of Directors may by resolution delegate elements of its authority to individuals, Committees, Task Forces or Commissions, in compliance with this Section.

- a. All delegations by the Board of Directors shall state the specific authority or power being delegated and the limitations thereon.
- b. All acts of any delegate of the Board of Directors shall be reported to the Board of Directors by the person or body to whom the delegation was made.

Section 7.1719. **Legal Counsel.** The Board of Directors shall appoint annually legal counsel to advise and represent the USFA, its Directors, officers and administrators.

Section 7.1820. **Operations Manual, Athlete Handbook, Rules of Competition and Website.** The Board of Directors shall provide for the creation and maintenance of an Operations Manual, an Athlete Handbook and Rules of Competition to provide information about the policies, procedures, and operations of the USFA. Such documents shall include, but need not be limited to: procedures for handling disciplinary issues; resolution of grievances by individuals or organizational members; removal from a team or declaring an athlete, coach, trainer, manager, administrator or official ineligible to participate; and the sanctioning and conduct of fencing competitions. The Operations Manual, Athlete Handbook and Rules of Competition shall be published in a manner that makes them generally and easily available to members of the USFA, including on a website maintained by the USFA for that purpose. All members shall be deemed to have notice of the contents thereof.

Section 7.1921. **Disciplinary Powers and Procedures.** The ultimate disciplinary power of the USFA shall be vested in the Board of Directors.

- a. The adjudication of disciplinary matters by the Grievance and Discipline Committee, Referees' Commission or any other body given disciplinary authority by the Board of Directors or these Bylaws shall be presumed to have the full authority of the Board of Directors and shall be self-executing without further action by the Board of Directors unless appealed. If appealed, the suspension, expulsion, denial of continuation of membership or denial of readmission to membership shall be upheld if approved by the affirmative vote of two-thirds of the Directors voting, provided that at least a majority of the total number of Directors in office cast an affirmative or negative vote on the question. Any other legal sanction may be affirmed or imposed by the Board of Directors upon a majority vote.
- b. Sanctions shall be imposed by the Board of Directors or such designated committee or commission only after adherence to procedures for the protection of the due process rights of the accused. The procedures to be used with respect to resolving disputes on matters of discipline, grievances, eligibility or participation shall be set forth in the Operations Manual, the Athletes Handbook or the published procedures of the designated committees or commissions. All tribunals affecting any individual's participation in

protected competition constituted under this section shall include no less than one-third Athlete members as defined in Appendix II.

- c. The imposition of competitive penalties within the Rules of Competition shall not be considered disciplinary action.

#### Section 7.~~20~~22. **Procedures for the Conduct of Meetings of the Board of Directors.**

- a. In the absence of the Chair of the Board ~~and~~ ~~or~~ the Treasurer, the Board may by resolution appoint a Director who meets the qualification of the position to preside. In the direction of the Board of Directors, the appointment may be made in advance of any specifically known need therefore.
- b. Unless otherwise provided in these Bylaws, the majority vote of Directors voting on a matter shall be the act of the Board of Directors. The Chair of the Board may, but shall not be required to cast a vote, and on matters requiring no more than a simple majority vote of Directors in attendance, the Chair's failure to vote shall diminish the number of persons counted as present and voting for determination of a majority vote.
- c. Unless otherwise provided by these Bylaws, the Colorado Revised Nonprofit Corporation Act or resolution of the Board of Directors, procedures at meetings shall be governed by Robert's Rules of Order (Newly Revised).
- d. Directors may not vote by proxy.

Section 7.~~21~~23. **Transition.** The terms of the At-Large Directors elected as officers in 2020 shall end in and be filled by election in 2024. The term of the At-Large Director elected in 2020 shall be extended from two (2) years to three (3) years, and that position will be filled by election in 2023. The three At-Large Directors elected in 2023 shall serve three (3) year terms ending in 2026. Upon conclusion of the transition in 2026, these Bylaws shall be automatically amended to remove this Section.

The terms of the Independent Directors appointed as officers in 2025 shall be extended from two (2) years to three (3) years, and those positions will be filled by appointment in 2028. Upon enactment of these amended bylaws, those Independent Directors shall become At-Large Directors. Upon conclusion of the transition in 2028, these Bylaws shall be automatically amended to remove this Section.

## ARTICLE VIII ATHLETE COUNCIL

Section 8.1. **Athlete Council.** The Athlete Council shall establish procedures for the selection of athletes to positions in the USFA that are reserved for athletes; shall advise the Chair of the Board and the Board of Directors with respect to issues of concern to athletes; and shall

undertake such projects as the Athlete Council shall determine to be in the interest of USFA athletes and as are assigned to it by the USFA.

**Section 8.2. Terms, Classification and Composition.** The Athlete Council shall be composed of ten or eleven athletes as follows:

- a. Term: Members of the Athlete Council shall be selected following the selection of the USOPC Athlete Advisory Council Representative and Alternate. Members of the Athlete

Council shall be seated for one Quadrennium or until replaced, whichever is later. For the purposes of this section, a Quadrennium shall commence upon the earlier of the close of the Olympic Games in which fencing is contested or the first day of September in the last year of the Quadrennium and shall continue until the earlier of the close of the following such Olympic Games or the final day in August in the last year of the Quadrennium. The acceleration or delay of the Olympic Games shall not affect the term of the Quadrennium.

- b. Classification of Members. Members of the Athlete Council shall fall into the following categories:
  - i. USOPC Athlete Advisory Council Representative(s) and Alternate(s).
  - ii. Weapon Representatives. One member of the Athlete Council shall be selected to represent each of the six internationally recognized weapon and gender categories, making a total of six Weapon Representatives. Such members shall be selected by those athletes qualified to serve in each recognized weapon and gender category as specified below.
  - iii. Should a member of the Athlete Advisory Council be elected to serve as a member of the USOPC AAC Leadership group, that member shall become an ex-officio voting member of the Athlete Advisory Council.
- c. Qualification to Serve: All members of the Athlete Council must satisfy the criteria set forth in Appendix II. Prior to the selection, representatives shall disclose any felony convictions and any other period of ineligibility to serve in sport organizations, such as findings of violations of anti-doping codes or SafeSport violations that were not reversed on appeal.

**Section 8.3. Selection of Athlete Council Representatives.** The procedures for selection of members of the Athlete Council shall assure representation as provided in this Article and shall be determined by the Athlete Council in advance of the selection process. If the Athlete Council cannot or chooses not to adopt selection procedures, the Board of Directors shall do so.

**Section 8.4. Vacancies.** Vacancies in the membership of the Athlete Council that arise for any reason other than the expiration of a member's term shall be filled by a vote of the remaining members of the Athlete Council. Such selection shall assure compliance with the requirements set forth above. Individuals selected to fill vacant positions shall serve the remainder of the vacated term.

## **ARTICLE IX ELECTIONS AND APPOINTMENTS**

**Section 9.1. Method of Balloting.** The Board of Directors shall provide for a secure and accurate method of electronic voting that assures compliance with the voting qualifications, requirements and procedures set forth in these Bylaws, that protects the secrecy of each member's vote and

that prevents the casting of illegitimate ballots. Such method may, but need not, be the only method for the casting of ballots, unless otherwise provided by these Bylaws. Ballots not cast by electronic means shall be returned to the Election Committee or its designee at the expense and risk of the voter. To ensure the validity and security of electronic voting, no more than two members may use the same email address.

**Section 9.2. Proxy Voting Disallowed.** Each member participating in elections must cast their own ballot. Balloting by proxies in elections is not allowed.

**Section 9.3. Nomination of At-Large Director Candidates.** Candidates for At-Large Directors may be nominated by either of the following methods:

- a. Candidates for At-Large Directors must be nominated by the Nominating Committee except as provided for in Section 9.3.a.iii.
  - i. For candidates from the general membership that are to be appointed by the Board of Directors, the Nominating Committee shall nominate at least as many qualified candidates as there are Directors to be selected, and shall announce its nominees no later than January 15 of the calendar year in which the appointment is to be held.
  - ii. For independent candidates to be appointed by the Board of Directors, the Nominating Committee shall nominate at least as many qualified candidates for the number as there are Directors to be selected. The Nominating Committee shall announce its nominees no later than June 15 of the calendar year in which the selections are to take place.
  - iii. For candidates that are to be directly elected by the membership, the Nominating Committee shall nominate at least as many qualified candidates as there are Directors to be selected plus two additional candidates (n+2), and shall announce its nominees no later than January 15 of the calendar year in which the elections are to be held. The Board of Directors may by majority vote of Directors present and voting have the discretion to modify the slate of candidates for election by the end of the Winter Meeting of the same year so long as other requirements in these Bylaws are met (including but not limited to Sections 7.4 and 9.3.iii). Directors who are up for re-election or appointment must recuse themselves from the vote.
  - iv. All nominees must be announced by publishing the names of the nominees and any report issued by the Committee on the USFA website.
- ~~b. Nominations by the Nominating Committee. The Nominating Committee shall nominate at least as many qualified candidates as there are Directors to be selected, and shall announce its nominees no later than January 15 of the calendar year in which the elections are to be held by publishing the names of the nominees and any report issued by the Committee on the USFA web site.~~
- ~~c. Nominations by Petition. Additional candidates may be nominated by petition, provided that:~~
  - ~~i. The prospective candidate identifies the position for which they seek selection and meet the qualifications of that position; and~~

- ii. ~~Prior to or simultaneously with the submission of supporting petitions, the prospective candidate shall have in writing indicated their willingness to serve and acceded to the Qualifying Affirmation prescribed in these Bylaws; and~~
  - iii. ~~The petitions submitted in support of the prospective candidate include subscriptions from no fewer than 1% of voting members in good standing who have among them named no fewer than two separate regions and 2% of separate officially recognized clubs as their primary affiliation and whose identity and intent are not reasonably subject to doubt. The number of required signatures and clubs will be calculated by the USFA national Office based on the number of eligible voters at the end of the previous fiscal year and will be published with the call for nominations~~
- d. ~~The National Office shall authenticate petitions and the signatures thereon and the Election Committee shall determine whether each person nominated by petition meets the qualifications laid down in these Bylaws for the office being sought; and shall only allow the names of those candidates who submit complying petitions and meet such qualifications to appear on the ballot~~

~~Section 9.4. **Delivery of Petitions.** No petition shall serve to nominate a candidate for any USFA position unless the original petition, an electronic transmission of the original petition in a format~~



~~designated by the USFA National Office, and all other documents required by this Article are received by the National Office of the USFA not later than 5:00 p.m. Mountain Time of the last business day of March of the year in which the election is to be conducted. Proof of mailing of the original petition by certified or registered mail, return receipt requested, or by private delivery service guaranteeing delivery within two days and providing proof of delivery, postage or shipping prepaid, properly addressed to the intended recipient, not less than ten days before due, shall raise a presumption of timely delivery to the addressee. All petitions must be done conducted on paper with hand-written signatures; electronic petitions are not permitted.~~

Section 9.54. **Submissions by Nominees.** The signed Qualifying Affirmation, completed background check, conflict of interest disclosures, agreement to be a candidate and submission to binding arbitration of candidates nominated by the Nominating Committee shall be submitted to the National Office of the USFA by the Nominating Committee with the announcement of its nominations. ~~The signed Qualifying Affirmation, agreement to be a candidate and submission to binding arbitration of candidates nominated by petition shall be submitted to the National Office of the USFA with the petition that purports to make that nomination.~~

~~Section 9.6. **No Multiple Candidacies.** No person may in any one election be a candidate for more than one office or more than one position on the Board of Directors, and no person who is a candidate for an elected office of the USFA may at the same time be a candidate for a position on the Board of Directors.~~

~~Section 9.7. **Proceedings of the Election Committee.** Formal Meetings of the Election Committee shall be open, except for deliberations in arbitration and consultations with legal counsel regarding matters within the protection of the attorney-client privilege. Reasonable notice of meetings of the Election Committee shall be given by posting on the official USFA web site. Candidates for office or their designated representatives may attend such meetings at their own expense.~~

Section 9.85. **Electioneering.** The Election Committee shall prescribe reasonable rules for the posting of electioneering materials by candidates for office on the USFA website, which materials shall be subject to reasonable approval by the Election Committee to exclude profane, illegal or defamatory materials.

Section 9.96. **Timing of Elections.** The Election Committee shall establish the dates for balloting in all USFA elections, provided that:

- a. The period during which ballots may be cast shall not be less than two weeks in duration; and
- b. The period for casting ballots for ~~officers and~~ Directors in a regular election shall end no later than June 25; and
- c. In the event a ~~recall vote~~ **special election** is required, the Election Committee shall establish dates for ~~the nomination of candidates by the Nominating Committee;~~ **nomination of candidates by**

~~petition and~~ the period during which ballots may be cast that are as expeditious as possible while adhering to the general principles set forth in this Article, provided that strict compliance with time frames and dates stated herein is not required.

Section 9.~~10~~**7. Ranked Preferential Voting.** In elections by the membership to fill positions in the USFA ~~conducted after July 31, 2020~~, the Election Committee shall provide a method of ranked preferential voting, and the candidate (if only one is to be elected) or candidates (if more than one is to be elected) receiving the greatest preference shall be elected. In case of a tie, the Chair of the Election Committee shall draw lots to determine the winner.

Section 9.~~11~~**8. Method of Selecting Elected At-Large Directors.** The ~~elected~~ At-Large Directors shall be selected in balloting conducted under the supervision of the Election Committee.

Section 9.~~12~~**9. Consent to Arbitrate.** No person may be elected to a position in the USFA or appear on the ballot therefore who has not agreed in writing, in such form as may be prescribed by the Election Committee, to submit to binding arbitration by the Election Committee of all disputes arising out of the election as the sole, final and exclusive means of resolving such disputes.

Section 9.~~13~~**10. Arbitration Rules.** In arbitrating disputes, the Election Committee shall conduct a self-administered arbitration and, to the extent practical, shall follow the Election Rules of the American Arbitration Association and shall preserve the due process rights of the parties.

## ARTICLE X

### REMOVAL OF OFFICERS, ~~DIRECTORS~~ MEMBERS OF THE BOARD, AND COMMITTEE MEMBERS

Section 10.1. **Exclusive Procedure.** Officers, Directors and committee members may be removed from the positions to which they have been duly selected only by the procedures set forth in this Article or by judicial proceedings in compliance with the Colorado Revised Nonprofit Corporation Act.

Section 10.2. **Removal for Cause.** No Director may be removed except for cause. “Cause” ~~shall include but shall not be limited to~~~~shall mean~~: (i) the commission of a crime injurious to the USFA’s image, reputation or operation or that involves dishonesty, breach of trust, or physical harm to any person; (ii) engaging in conduct that is in bad faith and materially injurious to the USFA, including but not limited to, misappropriation of property, profiting from a undisclosed conflict of interest, advancing the undisclosed conflict interest of another, or placing one’s own gain or advantage above that of the USFA; (iii) willfully refusing to implement or follow a lawful policy or rule or directive of the USFA; (iv) engaging in misfeasance, malfeasance or dereliction demonstrated by a pattern of willful failure faithfully to perform the duties of the position ~~outlined in Article V, Section 7.2 of these amended bylaws~~; (v) fraud or deception in

demonstrating the Director's qualification to serve on the Board of Directors; (vii) failure to pass a required background check or otherwise failing to meet the requirements of the position from which the person is being removed; or (viii) failure to attend more than two-thirds (2/3) of the

meetings of the Board during any twelve (12) month period, unless the Director is able to demonstrate to the other Directors of the Board that the presence of exigent circumstances caused and excused the absences. Unless such voting is part of a violation of a USA Fencing policy, no Director shall be subject to removal or to not being re-nominated based on how they vote as a Director.

**Section 10.3. Removal of Directors.** Directors may be removed only by the group that elected or appointed them. A director may be removed only if the number of votes cast to remove the Director would be sufficient for an initial election or appointment. Directors may be removed in the following manner:

- a. ~~No Director may be removed until the Board of Directors shall have adopted a resolution stating the grounds for removal and providing notice thereof to the affected Director. At a meeting of the Board of Directors conducted not less than 30 days after the provision of such notice, the affected Director shall be given the opportunity to address the charges, including the opportunity to present testimony and other evidence and to do so personally or with the assistance of counsel. Removal shall take place upon the affirmative vote of two-thirds of the Directors present and voting, not including the affected Director, provided that at least a majority of the Directors cast an affirmative or negative vote on the question of removal. Upon failure of a vote to remove, the affected Director shall be returned to good standing, and no subsequent resolution calling for the Director's removal shall be predicated on the same acts, omissions, occurrences or events as the failed resolution.~~
- b. A Director appointed by the Board of Directors may be removed by a two-thirds (2/3) affirmative vote of Directors present at any duly noticed meeting of the Board provided notice of the motion seeking removal and grounds for said removal are included in the published agenda for the meeting and the Director in question is given an opportunity to address the Board before the vote to remove is taken.
- c. A Director elected by members may be removed by the membership category or body that elected such Director in a recall election. A recall vote is initiated by a majority affirmative vote of Directors present at any duly noticed meeting of the Board provided notice of the motion seeking removal and grounds for said removal are included in the published agenda for the meeting and the Director in question is given an opportunity to address the Board before the vote to initiate a recall is taken.

**Section 10.4. Removal of Non-voting Board Members**~~Treasurer or Special Board Members.~~ The Treasurer, Secretary, Parliamentarian, or Special Board Members of the USFA may be removed by the Board of Directors, with or without cause, as follows:

- a. The Treasurer may be removed only after having been provided notice and an opportunity to be heard by the Board of Directors and upon the affirmative vote of two-thirds of the Directors present and voting.
- b. The Special Board Members, Secretary, or Parliamentarian may be removed by a duly adopted resolution of the Board of Directors.

**Section 10.5. Removal of Committee Members.** Any committee member of the USFA may

be removed by the Board of Directors, with or without cause, by a duly adopted resolution of the Board of Directors.

**Section 10.6. Removal of the Chair of the Board of Directors.** The Chair of the Board of Directors serves at the pleasure of the Board and may be removed from and replaced in that position at any time provided notice of the motion seeking removal is included in the published agenda for the meeting at which removal or replacement will be sought and the person holding the position is given an opportunity to address the Board before the vote to remove or replace is taken. The person holding the position of Chair of the Board of Directors continues to serve as an ~~At-Large~~ Director unless removed from the Board itself in compliance with Section 10.3 of these Bylaws.

**Section 10.7. Financial Obligations.** It is the duty of every member to remain in good financial standing with the USFA. Notwithstanding any provision of these Bylaws to the contrary, the membership rights of any member who is more than ninety (90) days in arrears on any amount

owed to the USFA will be administratively suspended without further action than notice given to the member's email address or mailing address of record. Such suspension is not considered disciplinary action and is not contingent on any procedures regarding the same. However, any member who contests such action may file a complaint and have the validity and amount of the claimed balance due established under the procedures prescribed for the resolution of grievances.

## **~~ARTICLE XI MEETINGS OF THE MEMBERSHIP~~**

**~~Section 11.1. Annual Meeting of the Membership.~~** ~~The annual meeting of the membership shall be conducted in conjunction with the Summer Meeting of the Board of Directors on a date and at a place and time designated by the Chair of the Board.~~

**~~Section 11.2. Special Meetings of the Membership.~~** ~~Special meetings of the membership may be called by the Chair of the Board or by the Board of Directors at a time and place of which there shall be not less than 30 nor more than 60 days' notice, and shall be called by the Chair of the Board upon the written request of 100 voting members in good standing who have among them named no fewer than ten different clubs among their primary affiliations. Only business specified in the notice of a special meeting may be conducted at such meeting. Unless a vote of the membership is required by the notice of the meeting, special meetings may be conducted by telephone or video conference at the discretion of the Chair of the Board or, if the stated purpose of the meeting creates a conflict of interest for the Chair of the Board, at the discretion of the Board. Special Meetings of the Membership at which votes will be required shall be held in conjunction with the next Regular Meeting of the Board.~~

**~~Section 11.3. Voting at Meetings.~~** ~~All members of the USFA may attend meetings of the membership, but only those whose membership class includes voting rights may vote at meetings of the membership. Any person entitled to vote may do so at meetings of the membership in person or by proxy.~~

**~~Section 11.4. Rules Regarding Proxies.~~** ~~The following rules govern the validation and exercise of proxy appointments at any meeting at which members are entitled to vote by virtue of their membership status. No particular form of appointment is required.~~

- ~~a. No person may act as a proxy who is not a voting member in good standing.~~
- ~~b. No appointment of a proxy shall be valid unless (1) the person appointing the proxy would be eligible to vote if present in person; (2) the appointment is given in writing, is signed and dated by the member appointing the proxy and includes that person's USFA membership number; (3) the writing names the person being appointed as proxy, or the persons who may act as proxy, in order of preference, against the eventuality that one or more appointees are not present; (4) the writing appointing the proxy has been received by the National Office of the USFA for verification not less than ten (10) calendar days before the meeting at which the proxy is to act.~~
- ~~c. The appointment of a proxy shall be construed as granting to the proxy the authority to vote on all matters that may come before the meeting, unless the writing appointing the~~

~~proxy contains specific instructions regarding the exercise of the appointing member's vote, which instructions shall be honored.~~

~~d. Unless the writing appointing a proxy specifies a date on which it expires, appointments shall be assumed valid only for the meeting of the membership immediately following the date of the appointment and for adjournments thereof.~~

~~e. The appointment of a proxy shall be deemed withdrawn by the presence of the appointing member, by the presentation of a valid appointment bearing a later date, or by written notice withdrawing the appointment.~~

~~Section 11.5. **Action Taken Without a Meeting.** The Board of Directors may refer matters to the membership to be voted upon in conjunction with an election, and the procedures prescribed in these Bylaws for elections shall govern the balloting thereon.~~

~~Section 11.6. **Conduct of Meetings.** All meetings of the membership shall be conducted in open session and shall be presided over by the Chair of the Board. In the absence of the Chair of the Board, the first order of business shall be the election of a person to conduct the meeting. Procedures at meetings of the membership shall be conducted in accordance with Robert's Rules of Order (Newly Revised), except as otherwise provided in these Bylaws.~~

~~Section 11.7. **Quorum and Manner of Acting.** At any meeting of the membership, a quorum shall consist of 200 voting members in good standing present in person or by proxy who have among them named no fewer than twenty different clubs among their primary affiliations. Once a quorum has been established, all actions duly taken at that meeting shall be valid, notwithstanding the departure of sufficient members to reduce the number present and voting below that required for a quorum. All business to come before a duly constituted meeting at which a quorum is present shall be decided by majority vote.~~

~~Section 11.8. **Business to Be Transacted.** In addition to such other business as these Bylaws provide shall be addressed by the membership and such other business as is specified in the notice of the meeting, at all Annual Meetings of the membership the Chair of the Board, Treasurer and Chief Executive Officer shall report significant events that have transpired since the previous report rendered by such persons. The members may at any meeting of the membership propose resolutions for consideration by the Board of Directors, and if approved by the members, such proposed resolutions shall appear on the agenda of the next meeting of the Board of Directors at which consideration of the proposed resolutions would be in order.~~

## **ARTICLE XII COMMITTEES AND COUNCILS**

~~Section 12~~**1.1. Committees.** All Committees shall be "Committees of the Board." A "Committee of the Board" is a committee created by these Bylaws or that is created by and that may be disbanded by resolution of the Board of Directors.

Section 121.2. **Operational Resource Groups.** Committees of the USFA that are charged with supporting operations will be classified as an Operational Resource Group and further defined as one of the following:

- a. Commission: A “Commission” is a committee of the USFA that is charged with operational support. Commissions may (i) comprise members who are not subject to annual reappointment; (ii) be populated other than by appointment of the Chair of the Board; and (iii) be authorized to select its own Chair.
- b. Resource Group: A “Resource Group” is a committee of the USFA constituted for the purpose of providing ongoing support and guidance to the USFA or any of its bodies or constituencies.

Section 121.3. **Task Force.** A “Task Force” is a Committee of the Board or USFA constituted for a single or specific purpose that is limited in scope or in time. A task force is disbanded automatically upon fulfillment of its purpose or upon expiration of its stated duration.

Section 121.4. **Composition.** All individuals serving on committees shall be members of the USFA in good standing who meet the qualifications for At-Large Directors, and unless otherwise provided in these Bylaws, may, but need not be, Directors.

- a. Athlete Representation. All committees shall include no less than one-third Athlete members selected by the Athlete Council who meet the qualifications required by Appendix II, as applicable. On any committee that oversees selection of athletes, coaches, or staff for para-fencing Protected Competitions, at least half of the athlete members must have met the requirements set forth in Appendix II by competing in a para-fencing event.
- b. Gender Representation. Except as otherwise provided in these Bylaws and to the extent practicable while maintaining standards for qualified committee personnel, it shall be the goal of USA Fencing to appoint committee members whose gender reflects their proportion within the general membership of USA Fencing. For the purposes of achieving this aspiration, non-binary individuals shall be considered to be of the gender with which they identify.
- c. Para-fencing Community Representation. Except as otherwise provided in these Bylaws and to the extent practicable while maintaining standards for qualified committee personnel, it shall be the goal of USA Fencing to include in each committee’s membership at least one representative from the para-fencing community. For the purposes of achieving this aspiration, “para-fencing community” shall include para-fencing athletes, referees, coaches, and others who have demonstrated knowledge of para-fencing and support for para-fencing athletes.
- d. Ethnic Diversity. Except as otherwise provided in these Bylaws and to the extent practicable while maintaining standards for qualified committee personnel, USFA shall strive for ethnic diversity in committee membership and shall encourage committee participation by members who belong to minority ethnic groups.



Section 11.5 **Liaisons.** All committees will have an ex-officio Board Liaison and Staff Liaison:

- a. Board Liaison. Board Liaisons will be selected from among the Board of Directors (voting or non-voting members) per Section 11.6. They may be either a non-voting or a voting member of the committee depending on their designation upon appointment. They will sponsor any motions from the group, and provide mutual insight and facilitate knowledge sharing between the Board of Directors and their assigned group.
- b. Staff Liaison. Staff Liaisons will be selected from among the National Office staff by the Chief Executive Officer. They are non-voting members of their assigned committee. They will facilitate meetings, keep attendance, and liaise with the National Office for any operational needs.

Section ~~12.5~~11.6. **Appointments.** Unless otherwise provided by these Bylaws or a resolution of the Board of Directors, the Chair of the Board, with the approval of the Board of Directors, shall appoint the members of committees and designate the **Board Liaisons** and Chairs thereof (**Chairs are optional for Resource Groups**).

Section ~~12.6~~11.7. **Audit Committee.**

- a. Purpose. The Audit Committee shall have primary responsibility for reviewing and overseeing the financial procedures, controls, reports, and regulatory filings of the USFA, and reporting on the foregoing to the Board of Directors. The Audit Committee, with approval of the Board, shall annually select a qualified auditor to certify the financial reporting of the USFA. The Board of Directors may assign other duties consistent with and related to the functions specified in this Subsection ~~12.6~~11.7.a.
- b. Composition. The Audit Committee shall consist of four members chosen by the Board of Directors and two Athletes who meet the qualifications required in Appendix II. Of the members selected by the Board, at least two shall be Directors who are not officers and at least one shall be an Independent Director; provided, however, that the Treasurer may not serve on the Audit Committee. Members shall serve staggered terms of two years. The Board of Directors shall select the Chair of the Audit Committee. The Board of Directors and the Athlete Council shall provide for staggered terms of the members each body selects by limiting one half of its initial appointees after the effective date of these Bylaws to a one-year term and the other half will have an initial two-year term.

Section ~~12.7~~11.8. **Budget Committee.**

- a. Purpose. The Budget Committee shall have primary responsibility for working with the professional staff and exercising oversight in the development and formulation of the USFA's annual budget; presenting the budget to the Board of Directors for its review, revision and approval; monitoring budgetary performance; recommending variances to the budget; and reporting on the foregoing to the Board of Directors at each meeting of the Board.
- b. Composition. The Budget Committee shall consist of six voting members: the Treasurer,

who shall be Chair of the Budget Committee; three other members of the Board of Directors elected by the Board; and two athletes who meet the qualifications required in Appendix II, one of whom shall be female and one of whom shall have qualified as a Parafencer. The Chief Executive Officer of the USFA, or another staff member designated by the Chief Executive Officer, shall be a non-voting member of the Budget Committee. Members shall serve terms of one year.

Section ~~12.8~~11.9. **Election Committee.**

- a. Purpose. The Election Committee shall be responsible for fairly administering the elections by the membership of national officers and positions on the Board of Directors specified in these Bylaws; for deciding issues raised and encountered during the conduct

of elections; and for overseeing balloting on other matters as provided by these Bylaws or by resolution of the Board of Directors. Among its duties, the Election Committee ~~shall validate the submissions of all candidates for nomination by petition;~~ shall enforce such electoral rules not inconsistent with these Bylaws as the Board of Directors may adopt; shall make such additional electoral rules as are necessary and not inconsistent with rules adopted by the Board of Directors or specified in these Bylaws; ~~shall provide a template form of petition that may be used by any candidate;~~ shall decide challenges to qualifications of candidates and compliance with election procedures; shall provide for the distribution, validation and tallying of ballots; shall certify the results of elections; and shall arbitrate, after notice and an opportunity to be heard, the grievances of any interested party concerning electoral procedures.

- b. Composition. The Election Committee shall consist of six members, four of whom are selected by the Board of Directors at its Annual Meeting and two athletes, who meet the requirements in Appendix II, selected by the Athlete Council. Each member of the Election Committee, however chosen, shall serve a term of two years commencing with adjournment of the Annual Meeting of the Board of Directors, but shall continue to serve until their successor has been elected and qualified. If there is a vacancy on the Election Committee, the body that selected the member who is no longer serving shall select the successor. No person may serve on the Election Committee who is candidate for office or other elected position within the USFA or who holds a position for which an election or preparations for an election can be reasonably anticipated while such person is a member of the Election Committee, provided that any person who irrevocably renounces their right to seek reelection is not disqualified from service. The Election Committee shall select one of its members to serve as chair on an annual basis. The Board of Directors and the Athlete Council shall provide for staggered terms of the members each body selects by limiting one half of its initial appointees after the effective date of these Bylaws to a one-year term and the other half will have an initial two-year term.

~~c. Proceedings. The proceedings of Election Committee shall be open, except for personnel matters, deliberations in arbitration and consultations with counsel concerning legal matters within the protection of the attorney-client privilege. Meetings shall be announced with sufficient advance notice that candidates or their representatives may, at their own expense, attend in person or by electronic means.~~

#### Section ~~12.9~~11.10. **Nominating Committee.**

- a. Purpose. The Nominating Committee shall be responsible for selecting candidates for elected positions and offices in the USFA as specified in these Bylaws, and in so doing shall take care to select candidates who possess experience and knowledge pertinent to the purposes, interests and needs of the USFA.
- b. Composition. The Nominating Committee shall comprise six members of whom two athletes, who meet the requirements in Appendix II, shall be selected by the Athlete Council for two-year staggered terms and four shall be selected by the Board of Directors, with one drawn from each of the following groups for staggered two-year

terms. The first selection of the Nominating Committee after the effective date of these Bylaws will provide that one-half of those selected shall have an initial one-year term and the other half will have an initial two-year term:

- i. A current or former At-Large Director with at least four years' service on the Board or a former officer with similar experience;
- ii. Either a coach with a demonstrated record of producing fencers who perform at a high level or a principal of an established operating fencing club;
- iii. Active officials (referees, armorers, bout committee members, Referees' Commission members) who have regularly staffed national tournaments during the two years preceding their appointment; and
- iv. Current or past Independent Directors or appointed At-Large Directors who meet the definition of "independent" as set out above.

The Chief Executive Officer or another member of the professional staff designated by the Chief Executive Officer shall serve as a resource at the request of the Nominating Committee. No person may serve on the Nominating Committee who is a candidate for office or other elected position within the USFA or who holds a position for which an election or preparations for an election can be reasonably anticipated while such person would be a member of the Nominating Committee, provided that any person who irrevocably renounces their right to seek reelection is not disqualified from service. The Nominating Committee shall annually select its chair. Any vacancy on the Nominating Committee shall be filled by a person of the same qualifications as the vacating member.

#### Section ~~12.10~~ 11.11. **Ethics Committee.**

- a. Purpose. The Ethics Committee shall promote and help sustain a culture of ethical conduct throughout the USFA. The Ethics Committee shall review all USFA codes of conduct, conflict of interest regulations and disclosures, and other policies and reports addressing prescribed and recommended standards of behavior of USFA members, contractors and employees. The Ethics Committee may recommend to the appropriate promulgating authority proposals for adoption, revision and improvement of codes and policies concerning ethical conduct of persons associated with the USFA. The Ethics Committee shall prescribe standards and forms for the disclosure of actual, apparent and potential conflicts of interest, and shall not less frequently than annually review such disclosures and make a report thereof to the Board of Directors.
- b. Operations. The Ethics Committee shall:
  - i. address inquiries regarding the applicability, compliance or non-compliance with promulgated ethical standards that are referred to it by the National Office, Board of Directors, USFA members, or undertaken on its own initiative

- ii. review on an ongoing basis all USFA codes of conduct, conflict of interest regulations, and other policies addressing prescribed standards of behavior of USFA members, contractors and employees, and shall recommend to the Board of Directors revisions thereto;
  - iii. review and opine on conflict of interest concerns referred to it by those charged with the initial review of conflict of interest disclosures; and
  - iv. refer to the Grievance and Disciplinary Committee (or its designated administrator) or to another appropriate body any recommendations for commencement of disciplinary proceedings that the Ethics Committee deems advisable.
- c. **Composition.** The Ethics Committee shall consist of six members, four of whom shall be chosen by the Board of Directors and two athletes, who meet the requirements in Appendix II. Of the members chosen by the Board, at least one shall be an individual who meets the criteria for Independent Directors and at least one shall be a licensed attorney who is actively practicing law. The athlete members shall be selected by the Athlete Council. The Board of Directors shall select the Chair of the Ethics Committee. Each member of the Ethics Committee, however chosen, shall serve a term of two years commencing with adjournment of the Annual Meeting of the Board of Directors. If there is a vacancy on the Ethics Committee, the body that selected the member who is no longer serving shall select a successor who qualifies for and meets the requirements of the vacant position. The Board of Directors and the Athlete Council shall provide for staggered terms of the members each body selects by limiting one half of its initial appointees after the effective date of these Bylaws to one-year terms.

Section ~~12.11~~ **11.12. Referees' Commission.** The Referees' Commission is both a Committee of the Board and an Operational Resource Group.

- a. **Purpose.** The Referees' Commission shall be responsible for:
  - i. the recruitment, development and evaluation of referees;
  - ii. the appointment of referees to national competitions and to such international competitions as USA Fencing is allowed;
  - iii. for maintenance of the Rules of Competition;
  - iv. for the creation of ethical standards for referees and for the creation and maintenance of an Ethics Subcommittee of the Referees' Commission to provide for the disposition of complaints alleging violation of those standards;
  - v. for providing a method of addressing grievances between referees that are not within the exclusive jurisdiction of another authority;

- vi. for representing and advancing the interests of the referee corps; and
- vii. for advising the USFA on matters of concern to referees and regarding refereeing.

b. Composition.

- i. The Referees' Commission shall be organized under the leadership of a Chair, Vice-Chairs of Domestic Grassroots Development, Domestic National Development Rules and Examinations, International Development and Assignment, and Ombudsman, and three athletes.
- ii. The Chair and Vice-Chairs of the Referees' Commission shall be elected by experienced referees. The standards for electors and the method for nominating candidates for these positions shall be determined by the Board of Directors consistent with these Bylaws, and Nominees for the positions shall be elected by a vote of the electors that is conducted by the Election Committee, and notwithstanding Section 9.107 of these Bylaws, such election shall be by simple majority.
- iii. Athlete members, who meet the requirements in Appendix II, of the Referees' Commission shall be selected by the Athlete Council.
- iv. The Vice-Chairs may constitute advisory groups to assist them in the discharge of their obligations. Advisory groups shall be populated by persons chosen by the Vice-Chairs on consultation with the Chair of the Referees' Commission, but shall not be considered members of the Referees' Commission and shall not vote on matters that come before it.
- v. The Chair of the Referees' Commission may constitute and appoint additional subcommittees to assist the Referees' Commission in meeting its obligations and achieving its goals and may disband such subcommittees in the Chair's discretion. Subcommittees shall be populated by persons chosen by the Chair on consultation with the Vice-Chairs of the Referees' Commission. Subcommittee members need not be members of the Referees' Commission and shall not be considered members of the Referees' Commission.

Section ~~12.12~~11.13. **Diversity, Equity, Inclusion and Belonging Committee.**

- a. Purpose. The Diversity, Equity, Inclusion and Belonging (DEIB) Committee serves to create and provide meaningful opportunities to advise the organization, and increase the presence and protection of underrepresented communities within USFA governance. The DEIB Committee will advocate for interests of underrepresented groups relating but not limited to race, disability status, gender, gender identity, ethnicity, religion, political opinions, family status or other innate attribute.
- b. Operations. The DEIB Committee shall:

- i. Advise the Board and National Office on any matters concerning or relating to diversity, equity, inclusion and belonging. The DEIB Committee will make recommendations regarding Bylaws, policies, processes, and practices;
  - ii. Assist the Board of Directors with diverse representation on the Board, Committees, **Councils, Task Forces**, and Resource Groups in ensuring that diverse perspectives and views are included in governance matters;
  - iii. Identify qualified candidates for leadership positions to be considered in the selection process on the Board, Committees, **Councils, Task Forces**, and Resource Groups;
  - iv. Educate and prepare interested individuals to serve in USFA governance; and
  - v. Address inquiries regarding the applicability, compliance or non-compliance with anti-discrimination standards.
- c. **Composition.** The DEIB Committee shall consist of six members, three of whom shall be chosen by the Board of Directors, one of who shall be selected by the DEIB Committee, and two athletes, who meet the requirements in Appendix II. Board of Directors shall choose individuals whose demographics are underrepresented in leadership, prioritizing the qualified candidates identified by the DEIB Committee. Membership shall be comprised of a diverse range of identities including, but not limited to: expertise, status as an athlete, roles within the USFA community, and statements of interest.

#### Section ~~12.13~~ 11.14. **Grievance and Discipline Committee.**

- a. **Purpose.** The Grievance and Discipline Committee shall be responsible for the administration and adjudication of all grievances and disciplinary complaints falling within its jurisdiction as prescribed by the Board of Directors and not assigned by these Bylaws to another authority.
- b. **Operations.** The Grievance and Discipline Committee shall operate under procedures adopted by the Board of Directors. To the extent not inconsistent with Board of Directors prescribed procedures, the Grievance and Discipline Committee may adopt such practices and procedures as it deems appropriate and useful to the discharge of its duties.
- c. **Composition.** The Grievance and Discipline Committee shall consist of six members, four of whom shall be chosen by the Board of Directors, and two athletes who meet the requirements in Appendix II. Of the members chosen by the Board of Directors, none shall be a member of that body and at least two shall be licensed or retired attorneys. The athlete members shall be selected by the Athlete Council. The Chair of the Grievance and Discipline Committee shall be selected by the Board of Directors and shall be a licensed or retired attorney. Each member of the Grievance and Discipline Committee, however chosen, shall serve a term of two years commencing with adjournment of the Annual Meeting of the Board of Directors at which they are selected, and there shall be at least



one licensed or retired attorney in each two-year cohort. If there is a vacancy on the Grievance and Discipline Committee, the body that selected the member who is no longer serving shall select a successor who qualifies for and meets the requirements of the vacant position to fill the balance of the term of the vacating member. The Board of Directors and the Athlete Council shall provide for staggered terms of the members each body selects by limiting one half of its initial appointees after the effective date of this Section ~~12.13~~11.14 to one-year terms.

Section ~~12.14~~11.15. **Coaches Committee.**

- a. Purpose: The Coaches' Committee provides the voice of the coaching community to USA Fencing, working in concert with the Board of Directors, and, where appropriate, the National Office to provide advice on matters that affect the Coaching Community of USA Fencing. The Coaches' Committee shall be responsible for:
  - i. Representing and advancing the interests of the USA Fencing coaching community;
  - ii. Advising USA Fencing on matters of concern to coaches and regarding coaching;
  - iii. Promoting the growth and excellence of fencing in the United States;
  - iv. Supporting development of the culture of Fencing within the coaching community – in particular the retention of athletes into coaches and the fostering of an outstanding and positive culture within Fencing;
  - v. Providing a direct voice to the Coaching Community and sounding board for coaching issues;
  - vi. If requested, provide high performance director with feedback on national coach selection;
  - vii. Requesting changes to the National Office, the Tournament Committee, the Sports Performance Resource Group, the Hall of Fame Committee, and the Referees' Commission regarding coaching-related topics; and
  - viii. Identifying and reporting issues regarding the coaching community and providing constructive ideas for resolution.
- b. Composition: The Coaches' Committee shall comprise nine members and be organized as follows:
  - i. 6 members appointed by the Board of Directors, of whom
    - A. No fewer than one member identifies as a lesser represented gender; and
    - B. One member is approved by the Paralympic Development Resource Group; and



- C. Must have a Coach membership type with USA Fencing as of July 31<sup>st</sup> of the membership year immediately prior to appointment; and
- ii. Three athletes who meet the requirements in Appendix II, selected by the Athlete Council

Section ~~12.15~~11.16. **Meetings.** Except as otherwise provided in these Bylaws, every committee shall meet from time to time at the call of the Chair thereof, and it shall be the duty of the Chair to call a meeting upon the written request of a majority of the members of the committee, of the Board or of the Chair of the Board. Except as otherwise provided in these Bylaws, in the discretion of the chair, meetings of committees may be conducted telephonically, by video conference or by any means that allows all participants to hear the proceedings and to participate fully therein.

Section ~~12.16~~11.17. **Committee Reports.** Except as otherwise provided in these Bylaws, the Chair of each Committee shall render a full report of its activities upon the request of the Chair of the Board or the Board of Directors and in any event not less than three weeks prior to the Annual Meeting of the Board of Directors.

Section ~~12.17~~11.18. **Committee Member Attendance.** Committee members are expected to attend all scheduled committee meetings of which they are a member. Each committee member is required to attend no less than two-thirds (2/3) of the committee meetings of which they are a member during any twelve (12) month period.

Section ~~12.18~~11.19. **Compensation.** Committee members shall not receive compensation for their services as committee members. USFA committee members are not disqualified from receiving compensation for services rendered to or for the benefit of USFA in any other capacity. Each committee member shall be bound by the Conflict of Interest Policy of USFA.

Section ~~12.19~~11.20. **Terms of Service.**

- a. Unless otherwise provided in these Bylaws and except for the Referees' Commission, appointed committee members shall serve terms approximating two years, from the date of the Annual Meeting of the Board of Directors nearest their appointment until the later of the Annual Meeting of the Board of Directors in the second calendar year thereafter or their successor has been elected and qualified.
- b. In the event a committee member is selected to fill a vacancy resulting from the removal, resignation, or ineligibility to serve of a committee member, the newly selected individual shall serve the unexpired portion of the vacated term, but for the purposes of Section ~~12.20~~11.21, the individual shall be deemed to have commenced service on the date of the Annual Meeting of the Board of Directors nearest their appointment.
- c. Chairs and Vice-Chairs of the Referees' Commission shall serve terms commencing on August 1 of the year in which they are selected and ending on July 31 four years later, with the Chair, Ombudsman, and Vice-Chairs of Domestic Development – Grassroots and Domestic Development – National being selected in the years when the Summer

Olympic Games are regularly scheduled to be held and the other members of the Referees' Commission selected in the even numbered years between regularly scheduled Summer Olympic Games. The acceleration or delay of the Olympic Games shall not affect the terms of Referees' Commission members.

- d. The Board of Directors and the Athlete Council shall provide for staggered terms for the members each body selects by designating one half of its appointees chosen in 2024 to serve two-year terms.

Section ~~12.20~~11.21. **Term Limits.** Beginning with the Annual Meeting of the Board of Directors in 2024, and unless otherwise provided in these Bylaws, a committee member shall be permitted to serve up to eight (8) consecutive years on a given committee, after which they are ineligible for service on that committee for a period of one (1) year. After a one (1) year gap in service, the individual shall be eligible for reappointment to that committee and the limitation period shall begin to run anew. The board of Directors may in its discretion exempt particular individuals from the limitations set forth in this section.

Section ~~12.21~~11.22. **Councils.** The Board of Directors may from time to time authorize the formation and dissolution of groups to be known as "councils" to provide forums for groups who share a special interest in the governance and operation of USFA. Councils are not committees and do not have the authority to make decisions for or to bind USFA. Councils may be formed to facilitate communication with, and discussion by, constituencies with special knowledge or interests, and such councils may make recommendations to the Board of Directors, committees, or the CEO. *Athlete representation on Councils is optional.*

## ARTICLE XIII ~~INDEMNIFICATION~~

Section ~~13.1~~12.1. **Right to Indemnification.** The USFA shall indemnify its present and former Directors, officers, employees, committee members, agents, official representatives and any other person serving or who has served the USFA in any capacity at its request against expenses actually and reasonably incurred by such person (including but not limited to judgments, costs and legal fees and expenses) in connection with the defense of any pending or threatened litigation to which such person is, or is threatened to be made a party, because of that person's service in any of the enumerated capacities. The right of indemnification shall extend to expenses of litigation that is compromised or settled, including amounts paid in settlement, if USFA has approved such settlement. For the purposes of this Article, "litigation" shall include both judicial proceedings and arbitrations. The right to indemnification shall accrue only to persons who acted in good faith and in a manner reasonably believed at the time by such person to be in, and not opposed to, the best interests of the USFA. The termination of litigation by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in and of itself create a presumption that the person seeking indemnification did not act in good faith or in a manner reasonably believed at the time to be in the best interest of the USFA.

Section ~~13.2~~12.2. **Approval of Payment.** At a meeting at which a quorum of disinterested Directors has been obtained, the Board of Directors, acting by majority vote of the disinterested Directors present and voting on the matter, shall determine by resolution whether a person seeking indemnification has met the criteria and standards of conduct set forth above and if so, the amount to be indemnified. Such determination shall be final. If a quorum of disinterested Directors cannot be obtained, or if a majority of the disinterested Directors who constitute a quorum shall so resolve, such determination can be made by the Board upon the opinion in writing of independent legal counsel that indemnification is proper in the circumstances because the person seeking indemnification meets the criteria and standard of conduct set forth above and has demonstrated that the amounts to be reimbursed or paid are properly eligible for payment under that Section.

Section ~~13.3~~12.3. **Advance Payment of Expenses.** Any expenses incurred by any person qualified for indemnification in connection with the defense of litigation may be paid by the USFA in advance of a final disposition of such litigation upon receipt of a written undertaking by such person to repay any amounts advanced if it is ultimately determined that the person or the expenses are not eligible for indemnification under this Article.

Section ~~13.4~~12.4. **Insurance.** The USFA shall continuously maintain one or more policies of insurance reasonably anticipated to provide coverage for the obligations described in this Article. This requirement states a minimum amount of the coverage to be obtained and does not restrict the USFA from procuring insurance that provides broader coverage. The Board of Directors shall review and establish the minimum level of coverage each year as part of its approval of the Budget for the ensuing year.

Section ~~13.5~~12.5. **Amendment.** No repeal or modification of this Article shall adversely affect any right to indemnification that shall have accrued to any person who meets the criteria stated in Section 1 of this Article as of the effective date of such repeal or modification.

## ARTICLE XIII ~~✓~~ EFFECTIVE DATE AND AMENDMENTS

Section ~~14.1~~13.1. **Effective Date.** Upon approval of these Bylaws by the Board of Directors in accordance Section ~~14.2~~13.2, these Bylaws shall take effect ~~on August 31, 2021 and the Bylaws in effect prior to that date shall be repealed in full except as otherwise provided in these Bylaws.~~ Thereafter Reference to “Bylaws” shall mean these Amended and Restated Bylaws.

Section ~~14.2~~13.2. **Amendments by the Board of Directors.** These Bylaws may be amended or repealed, and new Bylaws may be adopted, by the Board of Directors acting in accordance with the procedures specified in this Section.

- a. Procedure. Any Director may move the adoption of amendments to these Bylaws or the adoption of new bylaws. Not later than 45 days before the date of any meeting of the Board at which an amendment or new bylaw is to be considered, ~~or such shorter time~~

as the Board may deem necessary by a two-thirds (2/3) majority vote, a general notice of the

proposed change shall be published prominently on the USFA's website. Such notice shall set forth the text of the proposed amendment, the date, time, and place of the meeting of the Board of Directors at which the change is to be considered, and provide a means by which general comments of the membership relating to the proposal may be communicated for distribution to the Board of Directors not less than five days before the meeting. Amendments and new bylaws shall be adopted upon the affirmative vote of not fewer than two-thirds of the Directors then in office.

- b. Effect. Amendments and newly adopted bylaws approved by the Board of Directors shall take effect at the close of the meeting at which they are adopted unless otherwise specified in the adopting resolution. Such resolution may specify that the amendment or newly adopted provisions shall take effect immediately or at a later time.

~~Section 14.3. **Amendments by the Members.** These Bylaws may be amended or repealed, and new Bylaws may be adopted, by the members acting in accordance with the procedures specified in this Section.~~

- ~~a. Procedure. Amendments to these Bylaws or the adoption of new bylaws may be placed before the membership for consideration of approval by the submission of a petition that sets forth any proposed change with specificity and that is subscribed to by not less than five percent of the voting members in good standing whose identity and intent are not reasonably subject to doubt and who have among them named no fewer than fifty separate officially recognized clubs as their primary affiliation. No petition shall serve to propose an amendment or a new bylaw unless the original and all parts thereof are submitted to the National Office of the USFA and a copy is received by the chair of the Election Committee before April 1 of the year in which the amendment or new bylaw is to be considered. Proof of mailing by certified or registered mail, return receipt requested, or by private delivery service guaranteeing delivery within two days and providing proof of delivery, postage or shipping prepaid, properly addressed to the intended recipient, not less than ten days before due, shall raise a presumption of timely delivery to the addressee. The General Counsel of the USFA shall review all proposed amendments to assure that the amendment is legally permissible, clearly delineates the change to be made and does not contradict other portions of these Bylaws. The Election Committee shall determine whether such petition meets the requirements of this Section and shall only allow those that do so to appear on the ballot or to receive votes. Amendments and new bylaws proposed by petition shall be placed before the members in an election conducted in accordance with Article IX of these Bylaws, to the extent applicable, and shall be adopted if a majority of those members casting ballots vote for approval thereof.~~
- ~~b. Effect. Amendments and newly adopted bylaws approved by the membership shall take effect on August 1 of the year in which they are adopted unless otherwise specified in the amendment or new bylaw.~~

## ARTICLE XIV IRREVOCABLE DEDICATION OF ASSETS

Section ~~15.1~~14.1. **Charitable Purposes.** The property of the USFA is irrevocably dedicated to charitable purposes, and no part of the net income or assets of the USFA shall inure to the benefit of any private person.

Section ~~15.2~~14.2. **Dissolution.** Upon the dissolution or winding up of the USFA, its assets shall be first applied to the payment, or provision for the payment, of all its debts and obligations. Any assets thereafter remaining shall be distributed to one or more nonprofit funds, foundations or corporations that are organized and operated for charitable purposes and that have established tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended. The use and disposition of real or personal property owned by the USFA in any and all States and Territories of the United States of America upon dissolution or winding up shall be limited to the purposes stated in Section 1 of this Article in such manner as to satisfy the requirements of the laws of such States and Territories for exemption of the property from property taxation in such jurisdictions.

## ARTICLE XVI ~~1~~ ARBITRATION

The USFA shall submit to binding arbitration conducted in accordance with the applicable rules of the American Arbitration Association in any controversy (1) involving its recognition as a national governing body for the sport of fencing, as may be lawfully provided for Bylaws of the USOPC and 36 U.S.C. § 220529, or (2) involving the opportunity of any athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition in the sport of fencing, as lawfully provided for in the Bylaws of the USOPC.

## APPENDIX I

~~USFA~~-SafeSport ~~Policy~~-Code

## APPENDIX II

USOPC Bylaws

**BYLAWS**  
**UNITED STATES FENCING ASSOCIATION**  
**AMENDED AND RESTATED**

Effective On and As Amended by the  
Board of Directors on ???~~September 15, 2024~~

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## ARTICLE I NAME, ORGANIZATION AND JURISDICTION



Section 1.1. **Name.** As provided by the Articles of Incorporation, the organization shall be known as the “United States Fencing Association,” (sometimes referred to as “USFA”). USFA operates under the trade name “USA Fencing,” and may adopt and operate under other assumed or trade names.

Section 1.2. **Incorporation.** The United States Fencing Association has been incorporated and organized and is operating under the Colorado Revised Nonprofit Corporation Act.

Section 1.3. **Compliance with Law.** No Bylaw or other regulation adopted by the United States Fencing Association shall be inconsistent with the Articles of Incorporation of this organization or in contravention of the Colorado Revised Nonprofit Corporation Act, the Ted Stevens Amateur and Olympic Sports Act 36 U.S.C §§ 220501 – 220543 or any other applicable governmental statute, rule or regulation.

Section 1.4. **Tax Exemption.** The United States Fencing Association has qualified and shall at all times remain qualified as a tax-exempt organization under the Internal Revenue Code of the United States.

Section 1.5. **Recognition as National Governing Body.** The United States Fencing Association is and shall continue to be recognized by the United States Olympic and Paralympic Committee (“USOPC”) the Fédération Internationale d’Escrime (“FIE”) and ~~Worldability Sport~~~~the International Wheelchair and Amputee Sports Federation~~ (“IWAS”) as the National Governing Body (“NGB”) for the sport of fencing in the United States.

Section 1.6. **Autonomy.** The USFA shall be autonomous in the governance of the sport of fencing and shall not delegate its authority or control of that sport.

## ARTICLE II PURPOSES

The purposes of the USFA shall be:

Section 2.1. To serve as the National Governing Body for able bodied and paralympic fencing (“Fencing”) in the United States, and in that capacity to fulfill the lawful obligations imposed on national governing bodies and to enjoy the privileges and prerogatives accorded national governing bodies by United States Law, the USOPC, FIE and IWAS.

Section 2.2. To provide local, regional and national competitive opportunities for fencers of all levels of ability under uniform rules and regulations and to strive for improvement in all aspects of organizing and conducting fencing competition.

Section 2.3. To select, support and prepare individuals and teams to represent the United States in international fencing competitions.

Section 2.4. To develop, support and promote fencing referees and other tournament officials in domestic and international competition.

Section 2.5. To promote the sport of fencing in the United States and around the world and to disseminate information about fencing so that people may be exposed to and enjoy its many physical, mental and social benefits.

Section 2.6. To provide support in the form of information and programs to fencing instructors and to organizations and groups that offer fencing opportunities.

Section 2.7. To make available information and opportunities that will allow fencing practitioners to enhance their skills and to increase the enjoyment and benefit they derive from the sport.

Section 2.8. To provide assistance and support to other organizations that promote fencing or conduct fencing competitions in a manner consistent with the purposes, goals and means of the USFA.

Section 2.9. To ensure that the principle of anti-discrimination on the grounds of race, disability status, gender, gender identity, color, ethnicity, religion, political opinions, family status or other innate attribute, is respected.

Section 2.10. To foster good will and harmonious relationships with fencers and fencing organizations in foreign countries for the betterment of the sport of fencing.

Section 2.11. To create, assist and oversee supporting or affiliated organizations.

### **ARTICLE III FISCAL YEAR; FINANCES**

Section 3.1. **Fiscal Year.** The fiscal year of the USFA shall commence on the first day of August and end on the following thirty-first day of July, unless the Board of Directors shall by resolution specify other commencement and ending dates.

Section 3.2. **Endorsement of Instruments and Agreements.** All checks, drafts or other orders for the payment of money, obligations, notes or other evidence of indebtedness, and all other contracts, conveyances and instruments signed or issued on behalf of the USFA, shall be signed or endorsed by such officers or agents of the organization as the Board of Directors shall specify by resolution.

Section 3.3. **Depositories for Funds.** All funds of the USFA not otherwise committed shall be deposited from time to time to the organization's credit in such banks, other insured depositories, or investment vehicles as shall be determined by the Board of Directors.

Section 3.4. **Loans and Security Interests.** The USFA may obtain loans and encumber or pledge its assets as collateral for such loans only with the prior authorization of the Board of Directors.

## ARTICLE IV MEMBERSHIP

Section 4.1. **Classes.** The membership of the USFA shall be divided into classes as established from time to time by the Board of Directors. Members of each class shall possess such rights and be subject to such regulations as the Board of Directors may determine.

Section 4.2. **Good Standing.** Subject to the provisions of Section 5.6 of these Bylaws, a member is in good standing for the purposes of voting if their dues are timely paid, they have met the requirements for the class of membership to which the individual belongs, and they are not under disciplinary sanction.

Section 4.3. **Rights of Members.** All individual members who are in good standing shall be entitled to exercise all rights reserved to the membership class to which they belong. The Board of Directors may from time to time prescribe regulations with respect to particular categories of competitions. The right to vote shall be reserved to those individual members who (a) belong to a membership class the attributes of which include the right to vote; (b) have attained their 18th birthday and are in good standing as of ~~sixty (60) days~~ ~~the February 1~~ preceding the date on which voting opens; and (c) are in good standing on the date balloting opens. The National Office shall prescribe the method or methods by which a member's date of birth may be established. Members who are eligible to vote may hold elected or appointed positions within the USFA if they are in good standing and have met all requirements established for each such position. All rights and privileges of membership shall cease upon death, resignation, expulsion, suspension or failure to pay dues.

Section 4.4. **Members Do Not Share in Assets.** Membership shall not entitle any member to share in the assets of the USFA, all of which are hereby declared to be irrevocably dedicated to the charitable purposes set forth in Article II of these Bylaws.

Section 4.5. **Membership is Open.** Membership in the USFA may not be denied to any individual or organization on grounds of race, gender, gender identity, sexual orientation, age, color, religion or national origin, or other innate attribute, provided, however, that this provision shall not preclude the USFA from conducting competitions to which entries are limited on the basis of geography, age, gender, skill level or disability or from establishing qualifying criteria for the entry into competitions.

Section 4.6. **Membership Anti-doping Obligations.** It is the duty of all Athletes, Athlete Support Personnel and other Persons (as those terms are defined in the World-Anti Doping Code), by virtue of their participation in the Olympic, Paralympic, Pan American, Parapan American or Youth Olympic Games, participation in an Event or Competition organized or sanctioned by an NGB, PSO or HPMO, participation on a national team, utilization of a USOPC

Training Center, receipt of benefits from the USOPC or USFA, inclusion in the Registered Testing Pool, or otherwise subject to the World Anti-Doping Code to comply with all anti-doping rules of WADA, the FIE, ~~I~~WAS, the USOPC, and of the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, the FIE, ~~I~~WAS, and USADA. If it is determined that an Athlete, Athlete Support Personnel, or other Person may have committed a doping violation, the individual agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the FIE or ~~I~~WAS, if applicable or referred by USADA. In addition, Athletes agree to submit to drug testing by the FIE, ~~I~~WAS, and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension.

#### Section 4.7 **Safe Sport.**

a. As a member National Governing Body of the USOPC, the USFA is required to adhere to the **Safe Sport Code for the U.S. Olympic and Paralympic Movement.** ~~safe sport rules and regulations of the USOPC. The USOPC has promulgated its SafeSport Code for the US Olympic and Paralympic Movement, which includes certain Practices and Procedures and Supplementary Rules, appended thereto (the “Code”). The Code, as now constituted and as may be amended from time to time, shall supersede and replace the current USA Fencing SafeSport Policy, which shall be modified to conform to the Code. The USFA shall continue to maintain a SafeSport page on its website, and that page shall contain links to current versions of (i) the Code and (ii) USFA’s SafeSport Policy (a current copy of which shall be appended to these bylaws as Appendix I).~~

~~b. USOPC Bylaw Section 8.7(l) provides that, as a condition of membership in the USOPC, each NGB shall comply with the policies and procedures of the independent organization designated by the USOPC to investigate and resolve safe sport violations. The USOPC has designated the US Center for Safe Sport (“Center”) as that organization. Notwithstanding anything to the contrary in these Bylaws, the Center shall have full disciplinary authority, including but not limited to the power to suspend, expel, deny continuation of membership or deny readmission to membership, in all matters (i) that the Code commits to the Center’s exclusive authority, or (ii) that the Code commits to the Center’s discretionary authority and that USFA’s Chief Executive Officer shall, in their discretion and with the approval of USFA’s General Counsel refer to the Center, and the Center shall accept for disposition.~~

#### Section 4.8 **Membership Safe Sport Obligations.**

As a condition of membership in the USFA and of participation in any competition, event or activity sanctioned by the USFA or its member organizations, each USFA member (including parents and legal guardians of members under age 18) agrees to comply with and be bound by the safe sport rules, policies and procedures of the Code, the Center and the USFA and to submit, without reservation or condition, to the jurisdiction of the Center for the resolution of any alleged Code violations that may fall within its exclusive authority or become subject to its discretionary authority. Each member further agrees that any sanctions imposed by the Center shall extend to

their participation in all USFA competitions, events and activities and may be posted or otherwise publicly published along with information regarding the misconduct involved.

## ARTICLE V FEES AND DUES

**Section 5.1. Dues to be Fixed by Board of Directors.** The schedule of dues of the USFA shall be established from time to time by the Board of Directors.

**Section 5.2. Dues Allocated to Affiliated Units.** In its discretion, the Board of Directors may designate such affiliated units as it deems necessary (“Affiliated Units”) and may allocate a portion of the dues collected in any one year from all classes of individual competitive memberships to such Affiliated Units of the USFA in such amount or proportion as the Board of Directors determines, and shares of dues so allocated shall be paid by the USFA National Office to the appropriate administrators of such Affiliated Units as are in good standing. These funds are to be used by such units in the discharge of their designated functions on behalf of the USFA. The Board of Directors may revise or discontinue the allocation at any time.

**Section 5.3. Accounting for Dues to Affiliated Units.** An Affiliated Unit must be in good standing, having filed a satisfactory financial report for the prior membership year and such other reasonable reporting as required by the Board, to be eligible to receive any payments from the USFA. If no satisfactory financial report is filed for two consecutive years, all sums previously set aside for such Affiliated Unit shall be forfeited.

**Section 5.4. Membership Year.** The membership year shall commence on August 1 and end on the following July 31. All dues are payable upon application for membership and thereafter on or before the next membership year begins.

**Section 5.5. Extended Membership Year for New Members.** A new member whose dues are paid during the last four months of the membership year shall be entitled to membership through the next membership year.

**Section 5.6. Privileges on Receipt of Dues.** A member is not admitted to membership and a member is not in good standing until the member’s dues and fees have been received by the USFA. Payment of dues to a duly appointed agent of the USFA will render a member eligible to compete. However, no person will be eligible to vote in USFA affairs unless the person’s dues for the membership year in which the person seeks the right to vote are received by the USFA National Office on or before ~~the February 1~~ sixty (60) days preceding the date on which voting opens.

## ARTICLE VI OFFICERS AND NON-VOTING MEMBERS OF THE BOARD~~SECRETARY~~

Section 6.1. **Officers.** The national officers of the USFA shall consist of a Chair of the Board of Directors and a Treasurer. ~~There shall be, in addition, such additional appointed positions as are provided for in these Bylaws or established by the Board of Directors.~~

- a. Qualifications for Officers. Only voting members in good standing may hold office in the USFA. No person may hold a position as a national officer of the USFA while simultaneously holding office in any organization recognized by the USOPC as the National Governing Body of another sport. No person may hold a position as an elected national officer of the USFA while serving as an officer of any Affiliated Unit of the USFA. National officers shall also meet the special qualifications of each office set forth below and shall subscribe to the Qualifying Affirmation set forth in Article VII below.
- b. Chair of the Board of Directors. The principal duties of the Chair of the Board of Directors shall be to foster the formulation of policy; to develop financial and membership support; and to conduct relations between the USFA and the USOPC, the FIE, IWAS and other authorities whose jurisdictions affect the functions and purposes of the USFA. ~~For the purpose of liaising with international authorities such as the FIE and WAS, the Chair of the Board shall be considered the equivalent of the President of USFA.~~ The Chair of the Board shall preside over meetings of ~~the membership and~~ the Board of Directors and shall be a voting member of ~~said those bodies.~~ Pursuant to the By-Laws of the US Fencing Foundation (“USFF”), the Chair will serve as a non-voting ex-officio member of the USFF Board of Trustees. ~~Unless otherwise provided by these Bylaws or a resolution of the Board of Directors, the Chair of the Board shall with the approval of the Board of Directors appoint the Parliamentarian and USFA representatives to other organizations.~~ The Chair of the Board shall have such authorities, powers and duties as are assigned to that office by these Bylaws or as are necessary and normally appurtenant to the powers and duties herein specified. ~~Only current At-Large Directors on the Board of Directors may hold the office of Chair of the Board of Directors.~~ The Chair of the Board of Directors shall be elected from among the ~~voting members~~ ~~At-Large Directors~~ of the Board of Directors by a majority vote of the Board of Directors, which election shall be conducted at each annual meeting held in odd numbered years.
- c. Treasurer. The Treasurer ~~is a non-voting member of the Board of Directors, unless they hold an additional voting role.~~ They shall oversee the accounting for all moneys and other assets of the USFA and shall at each meeting of the Board of Directors and at the Annual Membership Meeting submit a report of the financial transactions of the USFA from the time of the preceding report or for the entire fiscal year. The Treasurer shall confer with independent auditors selected by the Audit Committee and shall report on their findings. The Treasurer shall submit to the Board and the Audit Committee a standard set of monthly financial statements. The Treasurer shall assist the Chair of the Board and the Board of Directors in the formulation of proposed budgets. The Treasurer shall chair the Budget Committee and serve as a voting member of that committee. The Treasurer shall serve as a non-voting member of the Board of Directors. Only persons who have demonstrated competence in financial control and management may hold the office of Treasurer. The Treasurer shall be selected by the Board and approved by a majority vote of Directors present and voting. No person may assume the position of Treasurer until they have executed the Qualifying Affirmation provided in Article VII.

- d. **Treasurer ~~and Special Board Member~~ Candidates.** At least fourteen (14) days before presenting the nomination of candidates for Treasurer ~~and Special Board Member~~ to the Board of Directors, the nominating Director shall provide written notice thereof to the chairperson of the Nominating Committee, along with a summary of credentials of the person nominated. Candidates for ~~the Treasurer, and Special Board Members positions~~ shall be reviewed by the Nominating Committee to ensure:
- i. The prospective candidate meets the qualifications of that position; and
  - ii. The prospective candidate shall have in writing indicated their willingness to serve and acceded to the Qualifying Affirmation prescribed in these Bylaws;
  - iii. The prospective candidate shall pass a Background Check and complete a Conflict of Interest form to be cleared by the Ethics Committee.

**Section 6.2. Non-voting Members of the Board.** In addition to officers, there may be such additional ~~appointed~~ positions as provided for in these Bylaws or by the Board of Directors.

- a. Special Board Members. The Board of Directors may, from time to time and in its discretion, appoint one or more Special Board Members to address strategic needs in the organization, subject to majority approval of



Directors present and voting. There will be a maximum of two (2) Special Board Members at one time, but no minimum. Special Board Members shall serve as non-voting members of the Board of Directors, advise the Board of Directors, ~~assist the Chair of the Board in the discharge of the duties of that office~~ and perform such other duties as may be assigned by the Board of Directors. No person may assume the position of Special Board Member until they have executed the Qualifying Affirmation provided in Article VII, have passed a Background Check, and have completed a Conflict of Interest form to be cleared by the Ethics Committee. No Special Board Member may serve on the Board if they are an employee of the organization. No Special Board Member may be engaged in a contractual relationship with USFA unless reviewed and approved by the Ethics Committee and the Board of Directors in advance of being placed on the ballot or the contract being signed, whichever comes first. Tournament officials (e.g. referees, bout committee staff, etc.) are excluded from the restriction on contractual relationships.

- b. Secretary. The functions of the Secretary of the Board of Directors consist of preparing and distributing agendas for all meetings of the Board of Directors; preparing, maintaining and distributing records of the proceedings of the Board of Directors; communicating, as directed, the directives, inquiries and messages of the Board of Directors; and such other and additional duties as may be assigned to the Secretary by these Bylaws, the Board of Directors or the Chair of the Board. The Chair of the Board, with the approval of the Board of Directors, shall appoint a person or persons, who is/are either members qualified to hold office or are employed by the USFA, to perform these functions. The person or persons discharging these functions shall serve as a non-voting member of the Board of Directors and shall serve at the pleasure of the Chair of the Board.
- c. Parliamentarian. For each meeting of the Board of Directors there may be a Parliamentarian, who may be appointed for each meeting or as a standing position, to advise the Board on matters of procedure and who serves at the pleasure of the Board. No person may assume the position of Parliamentarian until they have executed the Qualifying Affirmation provided in Article VII, have passed a Background Check, and have completed a Conflict of Interest form to be cleared by the Ethics Committee. The person appointed as Parliamentarian shall serve as a non-voting member of the Board of Directors and shall serve at the pleasure of the Board.
- d. Chief Executive Officer. The Chief Executive Officer (“CEO”) shall be a non-voting ex-officio member of the Board of Directors. The Board of Directors may, by majority vote of those present, exclude the CEO from a meeting or portion thereof. The CEO will not attend portions of a meeting that discuss the Chief Executive Officer except as permitted by the Board. Pursuant to the By-Laws of the US Fencing Foundation (“USFF”), the CEO will serve as a non-voting ex-officio member of the USFF Board of Trustees.

#### Section 6.23. **Terms of Officers and Non-voting Members of the Board.**

- a. Chair of the Board of Directors. The Director appointed as the Chair of the Board serves at the pleasure of the Board of Directors until they are no longer qualified or until a new



Chair of the Board is approved by a majority of the Board. Once a new Chair of the Board is so approved, the former Chair will continue to serve any remainder of their term as an ~~At-Large~~ Director.

- b. Treasurer and Special Board Members. Unless otherwise removed as provided in these Bylaws, Special Board Members and the Treasurer shall serve terms of approximately two years, from adjournment of the Annual Meeting of the Board of Directors at which they are appointed until adjournment of the second annual meeting following their appointment
- c. Terms Not Limited. The Chair of the Board's term in office is subject to and not greater than their term as an ~~At-Large~~ Director, including limits placed thereon in these Bylaws. An individual may serve as Treasurer or Special Board Member for no more than eight (8) consecutive years. There is no limit on terms for Secretary or Parliamentarian.

Section 6.~~34~~. **Vacancy of Officers and Non-Voting Members of the Board**~~in Offices of Chair of the Board and Treasurer.~~ Vacancies in the offices of Chair of the Board, ~~and~~ Treasurer, as well as the positions of Secretary and Parliamentarian shall be filled through the procedures prescribed in this Section.

- a. Chair of the Board. A vacancy in the office of the Chair of the Board shall be filled as follows:
  - i. During temporary absences or unavailability of the Chair of the Board, whether due to illness, disability or other cause, the Board of Directors may appoint a Director who meets the qualifications of the office of Chair of the Board to fulfill

the duties of that office until the Chair of the Board is able to resume the performance of those duties.

- ii. If a vacancy in the office of Chair of the Board occurs by reason of resignation of that office, or removal while the person who had been serving as Chair remains a Director, the Board of Directors shall elect ~~an At-Large~~ Director who meets the qualifications of the office of Chair of the Board.
  - iii. If a vacancy in the office of Chair of the Board occurs by reason of resignation from the Board of Directors, death, removal from the Board of Directors, disability, or other cause which prevents the person who had been serving as Chair from continuing to serve as a Director, the Board of Directors shall fill the vacancy as provided in these Bylaws and shall select a qualified member to serve as Chair of the Board.
- b. Treasurer, Secretary, and Parliamentarian. A vacancy in office of Treasurer ~~or the position of Secretary~~, whether arising from resignation, death, removal or otherwise, shall be filled by the Board of Directors. In filling the vacancy, the Board may appoint any member of the USFA who meets the qualifications of the ~~position~~~~office of~~ Treasurer. Filling the role of Parliamentarian is optional.

~~Section 6.4. **Secretary.** The secretarial functions of the Board of Directors consist of preparing and distributing agendas for all meetings of the Board of Directors; preparing, maintaining and distributing records of the proceedings of the Board of Directors; communicating, as directed, the directives, inquiries and messages of the Board of Directors; and such other and additional duties as may be assigned to the Secretary by these Bylaws, the Board of Directors or the Chair of the Board. The Chair of the Board, with the approval of the Board of Directors, shall appoint a person or persons, who is/are either members qualified to hold office or are employed by the USFA, to perform these functions. The person or persons discharging these functions shall serve as a non-voting member of the Board of Directors and shall serve at the pleasure of the Chair of the Board.~~

Section 6.5. **Custodian of Records.** The National Office of the USFA shall serve as the custodian of records of the actions by the members, the Board of Directors, Resource Groups, Task Forces, Councils, and Committees of the Board, and shall publish on the official website of the USFA such records of the proceedings of those bodies as the Board of Directors or these Bylaws may prescribe.

~~Section 6.6. **Transition.** The Board of Directors as constituted on the date of the adoption of these Amended Bylaws shall by resolution provide for the transition of the structure of the Officers as it then exists to the structure as defined in Sections 6.1 and 6.2 above. Said resolution may not extend or shorten the terms of the Officers then in office. The President and Treasurer then in office will account for the additional two (2) At-Large positions for the remainder of their terms. Upon conclusion of the transition, these Bylaws shall be automatically amended to remove this Section.~~

## ARTICLE VII BOARD OF DIRECTORS

Section 7.1. **Responsibility.** The Board of Directors is vested with the full powers and responsibility for the management and policies of the USFA, subject to these Bylaws.

Section 7.2. **Functions of the Board.** The Board of Directors oversees USFA's fulfillment of its purposes and its compliance with its legal obligations as described in Article II hereof, including but not limited to USFA's obligations under the Ted Stevens Amateur and Olympic Sports Act, 36 U.S.C §§ 220501 – 220543, and it promotes the corresponding interests of its membership by developing and adopting policies and by providing guidance and strategic direction to the National Office and to the Committees of the Board as constituted under Article XII hereof. The Board shall oversee the management of USFA and its affairs, but may delegate operational responsibility to its staff or others. The Board shall select a well qualified Chief Executive Officer and oversee the Chief Executive Officer in the operation of USFA. The Board shall focus will in normal circumstances be on long-term objectives and impacts rather than on day-to-day management, empowering the Chief Executive Officer to manage a staff-driven organization with effective Board oversight. In addition, the Board performs the following specific functions, among others:

- a. implements procedures to orient new Board Directors, educate all Directors on the business and governance affairs of USFA, and evaluate Board performance;
- b. selects and when it so determines, may terminate the Chief Executive Officer and provide for management succession; and subject to contractual provisions, shall provide performance and compensation reviews of the Chief Executive Officer no less frequently than annually;
- c. reviews and approves USFA's strategic plan and the annual operating plans, budget, business plans, and corporate performance standards;
- d. sets policy and provides guidance and strategic direction to management on significant issues facing USFA;
- e. reviews and approves significant corporate actions;
- f. oversees effective governance;
- g. approves capital structure, financial strategies, borrowing commitments, and long- range financial planning;
- h. reviews and approves financial statements, annual reports, financial and control policies, through the Budget Committee and, through the Audit Committee, selects independent auditors;

- i. monitors USFA's compliance with laws and regulations and the performance of its broader responsibilities;
- j. ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate or societal crisis;
- k. ensures that USFA adopts and maintains athlete safety rules, policies and procedures that comply with the authorized requirements of the USOPC and U.S. Center for SafeSport;
- l. encourages that there is diverse representation and plurality of identities and backgrounds on the Board, Committees, **Task Forces, Councils,** and Resource Groups; and
- m. encourages diversity at all levels of USFA and supports meaningful efforts to accomplish that diversity by adopting norms that favor open discussion and favor the presentation of different views.

**Section 7.3. Athlete Representation on the Board, and Committees.** The USFA shall, at all times, comply with USOPC requirements for the representation of athletes on the Board and all USFA Committees, **Task Forces, and Resource Groups.**

- a. Athletes selected to serve on the Board, **Task Forces, Resource Groups,** and Committees shall meet the requirements established by the USOPC as set forth in Section 8.5 of the USOPC Bylaws, as amended or revised, a current copy of which shall be attached hereto as Appendix II.
- b. The USFA shall update Appendix II to the latest version of Section 8.5, or its successor.

**Section 7.4. Composition and Qualifications.** The Board of Directors shall include twelve (12) Directors, and such other persons as are designated non-voting members by these Bylaws. Directors shall be citizens or permanent residents of the United States. Prior to their selection or election, Directors shall disclose any felony convictions, and any other period of ineligibility to serve in sport organizations, such as findings of anti-doping violations or SafeSport violations that were not reversed on appeal. **In addition, all candidates for the Board of Directors must pass a Background Check and have a Conflict of Interest form reviewed by the Ethics Committee before being placed on a ballot or agenda. No voting Director may serve on the Board if they are an employee of the organization. No voting Director may be engaged in a contractual relationship with USFA unless reviewed and approved by the Ethics Committee and the Board of Directors in advance of being placed on the ballot or the contract being signed, whichever comes first. Tournament officials (e.g. referees, bout committee staff, etc.) are excluded from the restriction on contractual relationships.** The voting Directors shall be classified and qualified as provided in this Section.

- a. **Athlete Directors.** There shall be four (4) Athlete Directors comprising not less than 33 1/3% of the elected and appointed Directors. All Athlete Directors shall be voting members of USA Fencing in good standing:

- i. No person shall serve as an Athlete Director unless they meet the requirements of Athlete Directors as provided in Appendix II.
- ii. The four (4) Athlete Directors shall be selected of as follows:
  - A. USFA's representative(s) to the USOPC Athlete Advisory Council; and
  - B. The remaining Athlete Directors shall be elected according to the methods established by the Athlete Council.

- iii. If not otherwise seated as a Director, USFA's alternate representative(s) to the USOPC Athlete Advisory Council shall sit with the Board of Directors as a non-voting member.
- b. ~~Independent Directors. There shall be three (3) Independent Directors. All Independent Directors shall be individuals who meet the qualifications and are selected as specified in this Subsection 7.4.b.~~ At-Large Directors. There shall be eight (8) At-Large Directors. Four (4) At-Large Directors shall be elected by the membership, and four (4) At-Large Directors shall be appointed by the Board of Directors. Of the appointed At-Large Directors, at least two (2) must be independent. To be independent, within the two years preceding their nomination no person may serve who:
  - A. has been, or who has an immediate family member, who has been a member of the USFA;
  - B. has been, or who has an immediate family member, who has been a coach of a USFA member;
  - C. has been, or has an immediate family member who has been, employed or held a paid or volunteer governance position with USFA, the FIE, IWAS, any international fencing federation or any sport familyfencing entity of fencingaffiliated with USFA;
  - D. has or has an immediate family member who has been affiliated as an owner, member, employer, employee, or agent of the USFA's outside auditor or legal counsel;
  - E. has been a member of the USFA's Athlete Advisory Council or any constituent group with representation on the Board;
  - F. has or has an immediate family member who has directly or indirectly received compensation or support from the USFA;
  - ~~G. has been a member of any constituent group with representation on the Board~~
  - H. has or has an immediate family member who has participated in a fencing competition;~~or~~
  - I. has or has an immediate family member who has been affiliated as an owner, member, employer, employee, controlling shareholder, or agent of any person, organization or entity that has done business with or been a member of the USFA during that period;~~provided that ownership of less than 1% of the equity or indebtedness of a publicly traded entity shall not by itself constitute a disqualification from selection as an Independent Director.; or~~

J. has not been independent from the sport of fencing per the judgment of the Nominating Committee.

- ii. The Nominating Committee~~Chair of the Board~~ will determine whether a position for an appointed At-Large Director shall be filled by an independent individual or from the general membership. The Nominating Committee shall then nominate qualified individuals (per Section 9.3) to serve as appointed At-Large Directors subject to confirmation by the Board of Directors. At least fourteen (14) days before presenting their At-Large Director nominations to the Board, the Chair of the Nominating Committee~~Board~~ shall provide written notice thereof to the Chair of the Board~~chairperson of the Nominating Committee~~, along with a summary of credentials of the person nominated.~~A majority of all members of that Committee may propose an alternative At-Large candidate to the Board.~~
- iii. At-Large Directors to be appointed from the general membership by the Board of Directors shall be voting members of the USFA in good standing.
- iv. At-Large Directors to be elected by the membership shall be voting members of the USFA in good standing. The slate of candidates to be elected by the membership shall be selected by the Nominating Committee per Section 9.3.
- v. ~~No person may serve as an Independent Director who, within the two years preceding their nomination:~~
  - ~~A. has been, or who has an immediate family member, who has been a member of the USFA;~~
  - ~~B. has been a coach of a USFA member;~~
  - ~~C. has or has an immediate family member who has been employed or held a paid or volunteer governance position with USFA, the FIE, IWAS, any international fencing federation or any fencing entity affiliated with USFA;~~
  - ~~D. has or has an immediate family member who has been affiliated as an owner, member, employer, employee, or agent of the USFA's outside auditor or legal counsel;~~
  - ~~E. has been a member of the USFA's Athlete Council;~~
  - ~~F. has or has an immediate family member who has directly or indirectly received compensation or support from the USFA;~~
  - ~~G. has been a member of any constituent group with representation on the Board~~
  - ~~H. has or has an immediate family member who has participated in a fencing competition; or~~



~~I. has or has an immediate family member who has been affiliated as  
an owner, member, employer, employee, shareholder, or agent of any~~

~~person, organization or entity that has done business with or been a member of the USFA during that period, provided that ownership of less than 1% of the equity or indebtedness of a publicly traded entity shall not by itself constitute a disqualification from selection as an Independent Director.~~

- vi. It shall not be a precondition of selection as an ~~At-Large~~~~Independent~~ Director ~~selected for their independent qualifications~~ that the person in question be a member of the USFA at the time of their nomination or confirmation, but no person may assume or continue the position of ~~Independent~~ independent ~~At-Large~~ Director except as a USFA member in good standing. ~~At-Large~~ ~~Independent~~ Directors ~~selected for their independent qualifications~~ must maintain the qualifications as specified in this Subsection 7.4.b.~~iii~~ for their entire term and any successive terms, except to the extent that they became a USFA member as a condition or appointment or to the extent that they hold any governance position with the USFA, FIE, or IWAS in connection with their position as an ~~At-Large~~ ~~Independent~~ Director and any reimbursement of expenses related thereto.
- c. Amateur Fencing Organization Director. As required by the Ted Stevens Amateur and Olympic Sports Act, 36 U.S.C §220522 and the USOPC, USFA will establish an Amateur Fencing Organization Director position under the following conditions. Amateur Fencing Organizations, high-performance management organizations, or Paralympic sports organizations (collectively referred to as Amateur Fencing Organizations) are those that conduct national programs or regular national amateur athletic competitions in the sport of fencing on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur athletic competitions in the sport of fencing; and ensures that the representation reflects the nature, scope, quality, and strength of the programs and competitions of the amateur sports organization in relation to all other programs and competitions in the sport of fencing in the United States. The Board of Directors shall determine whether an organization satisfies the criteria in this Section. ~~Once such a determination is made the Amateur Fencing Organization Director seat will become effective upon such Amateur Fencing Organization providing a comparable director seat on its Board of Directors for a USFA representative.~~ If the seat reserved for such Amateur Fencing Organization has voting rights on the USFA Board, then an additional Athlete Director position, as defined in as defined in this Article, and an additional At-Large Director position will be automatically created to ensure that Athlete Directors comprise not less than 33 1/3% of the elected and appointed Directors. If there is one (1) Amateur Fencing Organization, then that organization shall select a qualified individual to serve as the Amateur Fencing Organization Director. If there is more than one (1) Amateur Fencing Organization, then the Amateur Organizations as a group shall select a qualified individual to serve as the Amateur Fencing Organization Director.

- d. Terms Limited. Except as may be required under Sections 7.4.a.ii.A and 7.4.a.iii, no individual may serve as a Director of any class for more than eight (8) consecutive years. This limitation shall apply to all terms of Directors commencing after September 1, 2020.

**Section 7.5. Qualifying Affirmation, SafeSport, Background Screening, and Conflict of Interest Declarations.** No person shall be qualified for selection or service as an officer or Director of the USFA except upon execution of a writing acceding to the following statement: “As [Chair of the Board] [Treasurer] [Special Board Member] [Director] [other] of the United States Fencing Association I agree and undertake to adhere to high ethical standards and to avoid conflicts of interest as outlined in the Conflict of Interest Policy of USA Fencing. I acknowledge my fiduciary duties of loyalty and care to the United States Fencing Association and understand that those duties supersede my personal interests and the interests of any individual, group, faction or entity. I pledge to devote the full extent of my knowledge, experience and ability in good faith to advance the purposes, objectives, integrity and betterment of the United States Fencing Association.”

Before being placed on a ballot or agenda for election or appointment for the Board of Directors or as an officer, one must pass a Background Screening and have a Conflict of Interest form reviewed by the Ethics Committee.

Each member of the Board of Directors shall have an active SafeSport clearance prior to the start of the USA Fencing fiscal year, as well as a completed Conflict of Interest declaration submitted to the Secretary of the Board. No member of the Board who has failed to complete these requirements shall be permitted to participate and vote in meetings until compliant.

**Section 7.6. Terms of Directors.**

- a. Athlete Directors. Athlete Directors shall serve terms of four years commencing on the first day of September in the year in which they are elected.
- ~~b. Independent Directors. Independent Directors shall serve two-year terms commencing on the first day of September and ending on the last day of August. Two Independent Directors shall be selected in even-numbered years and one Independent Director shall be selected in odd-numbered years. Directors fulfilling the unexpired portion of a vacated position shall serve the remainder of that term.~~
- c. At-Large Directors. At-Large Directors shall serve terms of four years commencing on the first day of September in the year in which they are elected or appointed. Two (2) At-Large Directors shall be elected and two (2) At-Large Directors shall be appointed in year two of the Quadrennium and ~~three~~ two (32) At-Large Directors shall be elected and two (2) At-Large Directors shall be appointed in year four of the Quadrennium. For the purposes of this section, a Quadrennium shall commence upon the earlier of the close of the Olympic Games in which fencing is contested or the first day of September in the last year of the Quadrennium and shall continue until the earlier of the close of the following such Olympic Games or the final day in August in the last year of the Quadrennium. The acceleration or delay of the Olympic Games shall not affect the term of the

Quadrennium.

- d. Amateur Fencing Organization Director. The Amateur Fencing Organization Director shall serve terms of four years if and when the position becomes effective.

- e. Tenure. Once Directors have assumed their positions on the Board of Directors, they shall serve until their successor has been selected and qualified or until the position is vacated or eliminated as provided elsewhere in these Bylaws.

Section 7.67. **Vacancies on the Board of Directors.** Except for vacancies among the Athlete Directors, for which provision is elsewhere made in these Bylaws, vacancies on the Board of Directors, whether resulting from death, disability, resignation, disqualification, removal or otherwise, shall be filled for the balance of the vacated term by a resolution of the Board of Directors appointing to the vacant position a person who meets the qualifications specified by these Bylaws for the position being filled. The Chair of the Board of Directors shall determine a timeline for replacement. The appointment must be made from a list of qualified candidates provided by Nominating Committee pursuant to requirements listed in Section 7.4 with as least as many candidates as there are positions to be filled. The vacated term to be completed by a Director selected pursuant to this section shall not be counted for the purposes of term limits.

Section 7.78. **Anti-Discrimination.** Directors shall be selected without regard to race, color, gender, gender identity, sexual orientation, age, religion, disability status, national origin, or other innate attribute. It is the policy of the USFA that there shall be reasonable representation of both genders on its Board of Directors.

Section 7.89. **Compensation.** Directors of the Board shall not receive compensation for their services as Directors, although the reasonable expenses of Directors may be paid or reimbursed in accordance with USFA's policies. USFA will pay the travel costs to attend the Board meetings for the Athlete Directors. USFA Directors are not disqualified from receiving compensation for services rendered to or for the benefit of USFA in any other capacity. Athlete Directors shall be entitled to obtain compensation from USFA in connection with their capacity as athletes, including all benefits to which all elite athletes are eligible.

Section 7.910. **Quorum.** At any meeting of the Board of Directors a quorum shall be a majority of the Directors then in office. On failure of a quorum, a lesser number shall have the power to adjourn the meeting to a given time and place. The date, place and time of each meeting shall be designated by the Chair of the Board.

Section 7.1011. **Regular Meetings.** The Regular Meetings of the Board of Directors shall consist of one Annual Meeting and two Scheduled Meetings. Regular Meetings shall be conducted with not less than thirty (30) days' notice.

- a. Annual Meeting. The Annual Meeting of the Board of Directors shall be convened during the months of September or October on a date and at a place and time designated by the Chair of the Board.
- b. Scheduled Meetings. One Scheduled Meeting shall be conducted during the Winter and Summer of each year. The Winter Meeting shall be conducted during the month of February and the Summer Meeting shall be conducted during either June or July on a date and at a place and time designated by the Chair of the Board. Scheduled Meetings may be conducted in conjunction with nationally organized tournaments.

- c. Regular Meeting Agendas. Not less than five days prior to any Regular Meeting of the Board of Directors, there shall be delivered to each Director, officer, and the Parliamentarian an agenda of matters proposed to be considered at such meeting. A Director may propose motions not on the agenda at the Annual Meeting, but business not mentioned in the agenda may not be acted on at a Scheduled Meeting unless a majority of the members of the Board of Directors then in office vote to consider the matter.

Section 7.~~4~~~~1~~~~2~~**12. Special Meetings.**

- a. Special meetings of the Board of Directors may be called by the Chair of the Board, on at least ten days' written notice to each Director. Special meetings shall be called so as to ensure that no period longer than four months elapses between meetings of the Board of Directors. Special meetings of the Board of Directors shall also be convened upon the written request of four or more Directors that is timely delivered to all Directors, that states the reason for the meeting and that specifies the time and place of the meeting. Special meetings may be conducted in person or otherwise in compliance with these Bylaws.
- b. Not less than five days prior to any Special Meeting of the Board of Directors, there shall be delivered to each Director an agenda of matters proposed to be considered at such meeting. Business not mentioned in the agenda may not be acted on at a Special Meeting unless a majority of the Directors then in office vote to consider the matter.
- c. Any notice required or allowed in this Section may be communicated by email, and agendas may be delivered by email or facsimile or by email directing the recipient to a specified page of the USFA website where the agenda has been posted.

Section 7.~~4~~~~2~~~~1~~**13. Emergency Meetings.** In cases of true urgency, the Chair of the Board may call Emergency Meetings of the Board of Directors on not less than 24 hours' written notice to each Director. The notice required by this Section may be communicated by email, text or facsimile and shall state the nature of the emergency, the reasons the matter is urgent, and actions proposed to be considered at the Emergency Meeting.

Section 7.14. **Meetings of the Membership.** Annual meetings of the membership shall not be required. Special meetings of the membership shall be held if convened and noticed as provided in Colorado Revised Statutes § 7-127-102.

Section 7.~~4~~~~3~~~~1~~**15. Waiver of Notice.** Notice of any Annual Meeting or special meeting of the Board of Directors may be waived as provided in the Colorado Revised Nonprofit Corporation Act.

Section 7.~~4~~~~4~~~~1~~**16. Board Transparency.** Except for privileged or confidential matters taken in executive session, the Board of Director's actions shall be available to members. Regular, Special and Emergency meetings of the Board, except with respect to matters discussed in executive session, shall be open to members of the USFA, provided that the member bears the cost of attendance. Minutes of each meeting, except with respect to matters discussed in executive session, shall be published on the USFA website and otherwise be made available to

members of the USFA. Minutes of each meeting shall include attendees at meetings, potential conflicts of interest, motions made and actions taken, Directors who recuse themselves due to an apparent conflict of interest, and a non-confidential description of any actions taken by the Board

during executive session. Every reasonable effort will be made to publish the minutes within thirty (30) days of the Board meeting.

**Section 7.1517. Conducting and Participating in Meetings.**

- a. Except as otherwise provided in these Bylaws, in the discretion of the Chair of the Board, meetings of the Board of Directors may be conducted telephonically, by video conference or by any means that allows all participants to hear the proceedings and to participate fully therein.
- b. Directors are expected to use diligent efforts to prepare for and attend meetings of the Board of Directors. Directors are required to attend no fewer than two-thirds (2/3) of all Board meetings held in any twelve month period.
- c. Except as otherwise provided in these Bylaws, a specific question or matter that might be considered at a meeting of the Board may be submitted to a vote by mail, facsimile, email or other means at the discretion of the Chair of the Board or upon resolution of the Board of Directors, unless one or more Directors makes an effective written demand that such action not be taken without a meeting. If the matter to be submitted for such a vote is to be considered privileged or confidential, as if taken up in executive session, the notice of the submission shall so state and the Directors shall act accordingly. In the conduct of such votes, the Secretary shall provide notice thereof to each Director containing a clear statement of the question to be voted upon and the date on which voting shall be closed, with a request that each Director cast their vote thereon and communicate it to the Secretary and the Chair of the Board prior to the closing date. The notice shall also state that a failure to respond by casting a vote, abstaining in writing, or demanding in writing that such action not be taken without a meeting, will have the same effect as abstaining in writing. The closing date shall be the earlier of three business days after the provision of notice of the vote to be taken or upon receipt of votes or abstentions from all Directors. The question or matter submitted for decision under this Subsection 7.157.c shall be approved if the affirmative votes equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors then in office were present and voted. Once a matter has been submitted for a vote under this Subsection 7.157.c, it may not be withdrawn after the vote of at least one Director has been received by the Secretary.
- ~~d. **Parliamentarian.** For each meeting of the Board of Directors there shall be a Parliamentarian, who may be appointed for each meeting or as a standing position, to advise the Board on matters of procedure and who serves at the pleasure of the Board. No person may assume the position of Parliamentarian until they have executed the Qualifying Affirmation provided in Article VII. The person appointed as Parliamentarian shall serve as a non-voting member of the Board of Directors and shall serve at the pleasure of the Chair of the Board.~~



Section 7.1618. **Delegation of Authority.** The Board of Directors may by resolution delegate elements of its authority to individuals, Committees, Task Forces or Commissions, in compliance with this Section.

- a. All delegations by the Board of Directors shall state the specific authority or power being delegated and the limitations thereon.
- b. All acts of any delegate of the Board of Directors shall be reported to the Board of Directors by the person or body to whom the delegation was made.

Section 7.1719. **Legal Counsel.** The Board of Directors shall appoint annually legal counsel to advise and represent the USFA, its Directors, officers and administrators.

Section 7.1820. **Operations Manual, Athlete Handbook, Rules of Competition and Website.** The Board of Directors shall provide for the creation and maintenance of an Operations Manual, an Athlete Handbook and Rules of Competition to provide information about the policies, procedures, and operations of the USFA. Such documents shall include, but need not be limited to: procedures for handling disciplinary issues; resolution of grievances by individuals or organizational members; removal from a team or declaring an athlete, coach, trainer, manager, administrator or official ineligible to participate; and the sanctioning and conduct of fencing competitions. The Operations Manual, Athlete Handbook and Rules of Competition shall be published in a manner that makes them generally and easily available to members of the USFA, including on a website maintained by the USFA for that purpose. All members shall be deemed to have notice of the contents thereof.

Section 7.1921. **Disciplinary Powers and Procedures.** The ultimate disciplinary power of the USFA shall be vested in the Board of Directors.

- a. The adjudication of disciplinary matters by the Grievance and Discipline Committee, Referees' Commission or any other body given disciplinary authority by the Board of Directors or these Bylaws shall be presumed to have the full authority of the Board of Directors and shall be self-executing without further action by the Board of Directors unless appealed. If appealed, the suspension, expulsion, denial of continuation of membership or denial of readmission to membership shall be upheld if approved by the affirmative vote of two-thirds of the Directors voting, provided that at least a majority of the total number of Directors in office cast an affirmative or negative vote on the question. Any other legal sanction may be affirmed or imposed by the Board of Directors upon a majority vote.
- b. Sanctions shall be imposed by the Board of Directors or such designated committee or commission only after adherence to procedures for the protection of the due process rights of the accused. The procedures to be used with respect to resolving disputes on matters of discipline, grievances, eligibility or participation shall be set forth in the Operations Manual, the Athletes Handbook or the published procedures of the designated committees or commissions. All tribunals affecting any individual's participation in

protected competition constituted under this section shall include no less than one-third Athlete members as defined in Appendix II.

- c. The imposition of competitive penalties within the Rules of Competition shall not be considered disciplinary action.

#### Section 7.2022. **Procedures for the Conduct of Meetings of the Board of Directors.**

- a. In the absence of the Chair of the Board ~~and~~ or the Treasurer, the Board may by resolution appoint a Director who meets the qualification of the position to preside. In the direction of the Board of Directors, the appointment may be made in advance of any specifically known need therefore.
- b. Unless otherwise provided in these Bylaws, the majority vote of Directors voting on a matter shall be the act of the Board of Directors. The Chair of the Board may, but shall not be required to cast a vote, and on matters requiring no more than a simple majority vote of Directors in attendance, the Chair's failure to vote shall diminish the number of persons counted as present and voting for determination of a majority vote.
- c. Unless otherwise provided by these Bylaws, the Colorado Revised Nonprofit Corporation Act or resolution of the Board of Directors, procedures at meetings shall be governed by Robert's Rules of Order (Newly Revised).
- d. Directors may not vote by proxy.

Section 7.2123. **Transition.** The terms of the At-Large Directors elected as officers in 2020 shall end in and be filled by election in 2024. The term of the At-Large Director elected in 2020 shall be extended from two (2) years to three (3) years, and that position will be filled by election in 2023. The three At-Large Directors elected in 2023 shall serve three (3) year terms ending in 2026. Upon conclusion of the transition in 2026, these Bylaws shall be automatically amended to remove this Section.

The terms of the Independent Directors appointed as officers in 2025 shall be extended from two (2) years to three (3) years, and those positions will be filled by appointment in 2028. Upon enactment of these amended bylaws, those Independent Directors shall become At-Large Directors. Upon conclusion of the transition in 2028, these Bylaws shall be automatically amended to remove this Section.

## ARTICLE VIII ATHLETE COUNCIL

Section 8.1. **Athlete Council.** The Athlete Council shall establish procedures for the selection of athletes to positions in the USFA that are reserved for athletes; shall advise the Chair of the Board and the Board of Directors with respect to issues of concern to athletes; and shall

undertake such projects as the Athlete Council shall determine to be in the interest of USFA athletes and as are assigned to it by the USFA.

**Section 8.2. Terms, Classification and Composition.** The Athlete Council shall be composed of ten or eleven athletes as follows:

- a. Term: Members of the Athlete Council shall be selected following the selection of the USOPC Athlete Advisory Council Representative and Alternate. Members of the Athlete

Council shall be seated for one Quadrennium or until replaced, whichever is later. For the purposes of this section, a Quadrennium shall commence upon the earlier of the close of the Olympic Games in which fencing is contested or the first day of September in the last year of the Quadrennium and shall continue until the earlier of the close of the following such Olympic Games or the final day in August in the last year of the Quadrennium. The acceleration or delay of the Olympic Games shall not affect the term of the Quadrennium.

- b. Classification of Members. Members of the Athlete Council shall fall into the following categories:
  - i. USOPC Athlete Advisory Council Representative(s) and Alternate(s).
  - ii. Weapon Representatives. One member of the Athlete Council shall be selected to represent each of the six internationally recognized weapon and gender categories, making a total of six Weapon Representatives. Such members shall be selected by those athletes qualified to serve in each recognized weapon and gender category as specified below.
  - iii. Should a member of the Athlete Advisory Council be elected to serve as a member of the USOPC AAC Leadership group, that member shall become an ex-officio voting member of the Athlete Advisory Council.
- c. Qualification to Serve: All members of the Athlete Council must satisfy the criteria set forth in Appendix II. Prior to the selection, representatives shall disclose any felony convictions and any other period of ineligibility to serve in sport organizations, such as findings of violations of anti-doping codes or SafeSport violations that were not reversed on appeal.

**Section 8.3. Selection of Athlete Council Representatives.** The procedures for selection of members of the Athlete Council shall assure representation as provided in this Article and shall be determined by the Athlete Council in advance of the selection process. If the Athlete Council cannot or chooses not to adopt selection procedures, the Board of Directors shall do so.

**Section 8.4. Vacancies.** Vacancies in the membership of the Athlete Council that arise for any reason other than the expiration of a member's term shall be filled by a vote of the remaining members of the Athlete Council. Such selection shall assure compliance with the requirements set forth above. Individuals selected to fill vacant positions shall serve the remainder of the vacated term.

## **ARTICLE IX ELECTIONS AND APPOINTMENTS**

**Section 9.1. Method of Balloting.** The Board of Directors shall provide for a secure and accurate method of electronic voting that assures compliance with the voting qualifications, requirements and procedures set forth in these Bylaws, that protects the secrecy of each member's vote and

that prevents the casting of illegitimate ballots. Such method may, but need not, be the only method for the casting of ballots, unless otherwise provided by these Bylaws. Ballots not cast by electronic means shall be returned to the Election Committee or its designee at the expense and risk of the voter. To ensure the validity and security of electronic voting, no more than two members may use the same email address.

**Section 9.2. Proxy Voting Disallowed.** Each member participating in elections must cast their own ballot. Balloting by proxies in elections is not allowed.

**Section 9.3. Nomination of At-Large Director Candidates.** Candidates for At-Large Directors may be nominated by either of the following methods:

- a. Candidates for At-Large Directors must be nominated by the Nominating Committee except as provided for in Section 9.3.a.iii.
  - i. For candidates from the general membership that are to be appointed by the Board of Directors, the Nominating Committee shall nominate at least as many qualified candidates as there are Directors to be selected, and shall announce its nominees no later than January 15 of the calendar year in which the appointment is to be held.
  - ii. For independent candidates to be appointed by the Board of Directors, the Nominating Committee shall nominate at least as many qualified candidates for the number as there are Directors to be selected. The Nominating Committee shall announce its nominees no later than June 15 of the calendar year in which the selections are to take place.
  - iii. For candidates that are to be directly elected by the membership, the Nominating Committee shall nominate at least as many qualified candidates as there are Directors to be selected plus two additional candidates (n+2), and shall announce its nominees no later than January 15 of the calendar year in which the elections are to be held. The Board of Directors may by majority vote of Directors present and voting have the discretion to modify the slate of candidates for election by the end of the Winter Meeting of the same year so long as other requirements in these Bylaws are met (including but not limited to Sections 7.4 and 9.3.iii). Directors who are up for re-election or appointment must recuse themselves from the vote.
  - iv. All nominees must be announced by publishing the names of the nominees and any report issued by the Committee on the USFA website.
- ~~b. Nominations by the Nominating Committee. The Nominating Committee shall nominate at least as many qualified candidates as there are Directors to be selected, and shall announce its nominees no later than January 15 of the calendar year in which the elections are to be held by publishing the names of the nominees and any report issued by the Committee on the USFA web site.~~
- ~~c. Nominations by Petition. Additional candidates may be nominated by petition, provided that:~~
  - ~~i. The prospective candidate identifies the position for which they seek selection and meet the qualifications of that position; and~~

- ii. ~~Prior to or simultaneously with the submission of supporting petitions, the prospective candidate shall have in writing indicated their willingness to serve and acceded to the Qualifying Affirmation prescribed in these Bylaws; and~~
  - iii. ~~The petitions submitted in support of the prospective candidate include subscriptions from no fewer than 1% of voting members in good standing who have among them named no fewer than two separate regions and 2% of separate officially recognized clubs as their primary affiliation and whose identity and intent are not reasonably subject to doubt. The number of required signatures and clubs will be calculated by the USFA national Office based on the number of eligible voters at the end of the previous fiscal year and will be published with the call for nominations~~
- d. ~~The National Office shall authenticate petitions and the signatures thereon and the Election Committee shall determine whether each person nominated by petition meets the qualifications laid down in these Bylaws for the office being sought; and shall only allow the names of those candidates who submit complying petitions and meet such qualifications to appear on the ballot~~

~~Section 9.4. **Delivery of Petitions.** No petition shall serve to nominate a candidate for any USFA position unless the original petition, an electronic transmission of the original petition in a format~~

~~designated by the USFA National Office, and all other documents required by this Article are received by the National Office of the USFA not later than 5:00 p.m. Mountain Time of the last business day of March of the year in which the election is to be conducted. Proof of mailing of the original petition by certified or registered mail, return receipt requested, or by private delivery service guaranteeing delivery within two days and providing proof of delivery, postage or shipping prepaid, properly addressed to the intended recipient, not less than ten days before due, shall raise a presumption of timely delivery to the addressee. All petitions must be done conducted on paper with hand-written signatures; electronic petitions are not permitted.~~

Section 9.54. **Submissions by Nominees.** The signed Qualifying Affirmation, completed background check, conflict of interest disclosures, agreement to be a candidate and submission to binding arbitration of candidates nominated by the Nominating Committee shall be submitted to the National Office of the USFA by the Nominating Committee with the announcement of its nominations. ~~The signed Qualifying Affirmation, agreement to be a candidate and submission to binding arbitration of candidates nominated by petition shall be submitted to the National Office of the USFA with the petition that purports to make that nomination.~~

~~Section 9.6. **No Multiple Candidacies.** No person may in any one election be a candidate for more than one office or more than one position on the Board of Directors, and no person who is a candidate for an elected office of the USFA may at the same time be a candidate for a position on the Board of Directors.~~

~~Section 9.7. **Proceedings of the Election Committee.** Formal Meetings of the Election Committee shall be open, except for deliberations in arbitration and consultations with legal counsel regarding matters within the protection of the attorney-client privilege. Reasonable notice of meetings of the Election Committee shall be given by posting on the official USFA web site. Candidates for office or their designated representatives may attend such meetings at their own expense.~~

Section 9.85. **Electioneering.** The Election Committee shall prescribe reasonable rules for the posting of electioneering materials by candidates for office on the USFA website, which materials shall be subject to reasonable approval by the Election Committee to exclude profane, illegal or defamatory materials.

Section 9.96. **Timing of Elections.** The Election Committee shall establish the dates for balloting in all USFA elections, provided that:

- a. The period during which ballots may be cast shall not be less than two weeks in duration; and
- b. The period for casting ballots for ~~officers and~~ Directors in a regular election shall end no later than June 25; and
- c. In the event a ~~recall vote~~ **special election** is required, the Election Committee shall establish dates for ~~the nomination of candidates by the Nominating Committee;~~ **nomination of candidates by**

~~petition and~~ the period during which ballots may be cast that are as expeditious as possible while adhering to the general principles set forth in this Article, provided that strict compliance with time frames and dates stated herein is not required.

Section 9.~~10~~**7. Ranked Preferential Voting.** In elections by the membership to fill positions in the USFA ~~conducted after July 31, 2020~~, the Election Committee shall provide a method of ranked preferential voting, and the candidate (if only one is to be elected) or candidates (if more than one is to be elected) receiving the greatest preference shall be elected. In case of a tie, the Chair of the Election Committee shall draw lots to determine the winner.

Section 9.~~11~~**8. Method of Selecting Elected At-Large Directors.** The ~~elected~~ At-Large Directors shall be selected in balloting conducted under the supervision of the Election Committee.

Section 9.~~12~~**9. Consent to Arbitrate.** No person may be elected to a position in the USFA or appear on the ballot therefore who has not agreed in writing, in such form as may be prescribed by the Election Committee, to submit to binding arbitration by the Election Committee of all disputes arising out of the election as the sole, final and exclusive means of resolving such disputes.

Section 9.~~13~~**10. Arbitration Rules.** In arbitrating disputes, the Election Committee shall conduct a self-administered arbitration and, to the extent practical, shall follow the Election Rules of the American Arbitration Association and shall preserve the due process rights of the parties.

## ARTICLE X

### REMOVAL OF OFFICERS, ~~DIRECTORS~~ MEMBERS OF THE BOARD, AND COMMITTEE MEMBERS

Section 10.1. **Exclusive Procedure.** Officers, Directors and committee members may be removed from the positions to which they have been duly selected only by the procedures set forth in this Article or by judicial proceedings in compliance with the Colorado Revised Nonprofit Corporation Act.

Section 10.2. **Removal for Cause.** No Director may be removed except for cause. “Cause” ~~shall include but shall not be limited to~~~~shall mean~~: (i) the commission of a crime injurious to the USFA’s image, reputation or operation or that involves dishonesty, breach of trust, or physical harm to any person; (ii) engaging in conduct that is in bad faith and materially injurious to the USFA, including but not limited to, misappropriation of property, profiting from a undisclosed conflict of interest, advancing the undisclosed conflict interest of another, or placing one’s own gain or advantage above that of the USFA; (iii) willfully refusing to implement or follow a lawful policy or rule or directive of the USFA; (iv) engaging in misfeasance, malfeasance or dereliction demonstrated by a pattern of willful failure faithfully to perform the duties of the position ~~outlined in Article V, Section 7.2 of these amended bylaws~~; (v) fraud or deception in



demonstrating the Director's qualification to serve on the Board of Directors; (vii) failure to pass a required background check or otherwise failing to meet the requirements of the position from which the person is being removed; or (viii) failure to attend more than two-thirds (2/3) of the

meetings of the Board during any twelve (12) month period, unless the Director is able to demonstrate to the other Directors of the Board that the presence of exigent circumstances caused and excused the absences. Unless such voting is part of a violation of a USA Fencing policy, no Director shall be subject to removal or to not being re-nominated based on how they vote as a Director.

**Section 10.3. Removal of Directors.** Directors may be removed only by the group that elected or appointed them. A director may be removed only if the number of votes cast to remove the Director would be sufficient for an initial election or appointment. Directors may be removed in the following manner:

- a. ~~No Director may be removed until the Board of Directors shall have adopted a resolution stating the grounds for removal and providing notice thereof to the affected Director. At a meeting of the Board of Directors conducted not less than 30 days after the provision of such notice, the affected Director shall be given the opportunity to address the charges, including the opportunity to present testimony and other evidence and to do so personally or with the assistance of counsel. Removal shall take place upon the affirmative vote of two-thirds of the Directors present and voting, not including the affected Director, provided that at least a majority of the Directors cast an affirmative or negative vote on the question of removal. Upon failure of a vote to remove, the affected Director shall be returned to good standing, and no subsequent resolution calling for the Director's removal shall be predicated on the same acts, omissions, occurrences or events as the failed resolution.~~
- b. A Director appointed by the Board of Directors may be removed by a two-thirds (2/3) affirmative vote of Directors present at any duly noticed meeting of the Board provided notice of the motion seeking removal and grounds for said removal are included in the published agenda for the meeting and the Director in question is given an opportunity to address the Board before the vote to remove is taken.
- c. A Director elected by members may be removed by the membership category or body that elected such Director in a recall election. A recall vote is initiated by a majority affirmative vote of Directors present at any duly noticed meeting of the Board provided notice of the motion seeking removal and grounds for said removal are included in the published agenda for the meeting and the Director in question is given an opportunity to address the Board before the vote to initiate a recall is taken.

**Section 10.4. Removal of Non-voting Board Members**~~Treasurer or Special Board Members.~~ The Treasurer, Secretary, Parliamentarian, or Special Board Members of the USFA may be removed by the Board of Directors, with or without cause, as follows:

- a. The Treasurer may be removed only after having been provided notice and an opportunity to be heard by the Board of Directors and upon the affirmative vote of two-thirds of the Directors present and voting.
- b. The Special Board Members, Secretary, or Parliamentarian may be removed by a duly adopted resolution of the Board of Directors.

**Section 10.5. Removal of Committee Members.** Any committee member of the USFA may

be removed by the Board of Directors, with or without cause, by a duly adopted resolution of the Board of Directors.

**Section 10.6. Removal of the Chair of the Board of Directors.** The Chair of the Board of Directors serves at the pleasure of the Board and may be removed from and replaced in that position at any time provided notice of the motion seeking removal is included in the published agenda for the meeting at which removal or replacement will be sought and the person holding the position is given an opportunity to address the Board before the vote to remove or replace is taken. The person holding the position of Chair of the Board of Directors continues to serve as an ~~At-Large~~ Director unless removed from the Board itself in compliance with Section 10.3 of these Bylaws.

**Section 10.7. Financial Obligations.** It is the duty of every member to remain in good financial standing with the USFA. Notwithstanding any provision of these Bylaws to the contrary, the membership rights of any member who is more than ninety (90) days in arrears on any amount

owed to the USFA will be administratively suspended without further action than notice given to the member's email address or mailing address of record. Such suspension is not considered disciplinary action and is not contingent on any procedures regarding the same. However, any member who contests such action may file a complaint and have the validity and amount of the claimed balance due established under the procedures prescribed for the resolution of grievances.

## **~~ARTICLE XI MEETINGS OF THE MEMBERSHIP~~**

**~~Section 11.1. Annual Meeting of the Membership.~~** ~~The annual meeting of the membership shall be conducted in conjunction with the Summer Meeting of the Board of Directors on a date and at a place and time designated by the Chair of the Board.~~

**~~Section 11.2. Special Meetings of the Membership.~~** ~~Special meetings of the membership may be called by the Chair of the Board or by the Board of Directors at a time and place of which there shall be not less than 30 nor more than 60 days' notice, and shall be called by the Chair of the Board upon the written request of 100 voting members in good standing who have among them named no fewer than ten different clubs among their primary affiliations. Only business specified in the notice of a special meeting may be conducted at such meeting. Unless a vote of the membership is required by the notice of the meeting, special meetings may be conducted by telephone or video conference at the discretion of the Chair of the Board or, if the stated purpose of the meeting creates a conflict of interest for the Chair of the Board, at the discretion of the Board. Special Meetings of the Membership at which votes will be required shall be held in conjunction with the next Regular Meeting of the Board.~~

**~~Section 11.3. Voting at Meetings.~~** ~~All members of the USFA may attend meetings of the membership, but only those whose membership class includes voting rights may vote at meetings of the membership. Any person entitled to vote may do so at meetings of the membership in person or by proxy.~~

**~~Section 11.4. Rules Regarding Proxies.~~** ~~The following rules govern the validation and exercise of proxy appointments at any meeting at which members are entitled to vote by virtue of their membership status. No particular form of appointment is required.~~

- ~~a. No person may act as a proxy who is not a voting member in good standing.~~
- ~~b. No appointment of a proxy shall be valid unless (1) the person appointing the proxy would be eligible to vote if present in person; (2) the appointment is given in writing, is signed and dated by the member appointing the proxy and includes that person's USFA membership number; (3) the writing names the person being appointed as proxy, or the persons who may act as proxy, in order of preference, against the eventuality that one or more appointees are not present; (4) the writing appointing the proxy has been received by the National Office of the USFA for verification not less than ten (10) calendar days before the meeting at which the proxy is to act.~~
- ~~c. The appointment of a proxy shall be construed as granting to the proxy the authority to vote on all matters that may come before the meeting, unless the writing appointing the~~

~~proxy contains specific instructions regarding the exercise of the appointing member's vote, which instructions shall be honored.~~

~~d. Unless the writing appointing a proxy specifies a date on which it expires, appointments shall be assumed valid only for the meeting of the membership immediately following the date of the appointment and for adjournments thereof.~~

~~e. The appointment of a proxy shall be deemed withdrawn by the presence of the appointing member, by the presentation of a valid appointment bearing a later date, or by written notice withdrawing the appointment.~~

~~Section 11.5. **Action Taken Without a Meeting.** The Board of Directors may refer matters to the membership to be voted upon in conjunction with an election, and the procedures prescribed in these Bylaws for elections shall govern the balloting thereon.~~

~~Section 11.6. **Conduct of Meetings.** All meetings of the membership shall be conducted in open session and shall be presided over by the Chair of the Board. In the absence of the Chair of the Board, the first order of business shall be the election of a person to conduct the meeting. Procedures at meetings of the membership shall be conducted in accordance with Robert's Rules of Order (Newly Revised), except as otherwise provided in these Bylaws.~~

~~Section 11.7. **Quorum and Manner of Acting.** At any meeting of the membership, a quorum shall consist of 200 voting members in good standing present in person or by proxy who have among them named no fewer than twenty different clubs among their primary affiliations. Once a quorum has been established, all actions duly taken at that meeting shall be valid, notwithstanding the departure of sufficient members to reduce the number present and voting below that required for a quorum. All business to come before a duly constituted meeting at which a quorum is present shall be decided by majority vote.~~

~~Section 11.8. **Business to Be Transacted.** In addition to such other business as these Bylaws provide shall be addressed by the membership and such other business as is specified in the notice of the meeting, at all Annual Meetings of the membership the Chair of the Board, Treasurer and Chief Executive Officer shall report significant events that have transpired since the previous report rendered by such persons. The members may at any meeting of the membership propose resolutions for consideration by the Board of Directors, and if approved by the members, such proposed resolutions shall appear on the agenda of the next meeting of the Board of Directors at which consideration of the proposed resolutions would be in order.~~

## **ARTICLE XII COMMITTEES AND COUNCILS**

~~Section 12~~**1.1. Committees.** All Committees shall be "Committees of the Board." A "Committee of the Board" is a committee created by these Bylaws or that is created by and that may be disbanded by resolution of the Board of Directors.

Section 121.2. **Operational Resource Groups.** Committees of the USFA that are charged with supporting operations will be classified as an Operational Resource Group and further defined as one of the following:

- a. Commission: A “Commission” is a committee of the USFA that is charged with operational support. Commissions may (i) comprise members who are not subject to annual reappointment; (ii) be populated other than by appointment of the Chair of the Board; and (iii) be authorized to select its own Chair.
- b. Resource Group: A “Resource Group” is a committee of the USFA constituted for the purpose of providing ongoing support and guidance to the USFA or any of its bodies or constituencies.

Section 121.3. **Task Force.** A “Task Force” is a Committee of the Board or USFA constituted for a single or specific purpose that is limited in scope or in time. A task force is disbanded automatically upon fulfillment of its purpose or upon expiration of its stated duration.

Section 121.4. **Composition.** All individuals serving on committees shall be members of the USFA in good standing who meet the qualifications for At-Large Directors, and unless otherwise provided in these Bylaws, may, but need not be, Directors.

- a. Athlete Representation. All committees shall include no less than one-third Athlete members selected by the Athlete Council who meet the qualifications required by Appendix II, as applicable. On any committee that oversees selection of athletes, coaches, or staff for para-fencing Protected Competitions, at least half of the athlete members must have met the requirements set forth in Appendix II by competing in a para-fencing event.
- b. Gender Representation. Except as otherwise provided in these Bylaws and to the extent practicable while maintaining standards for qualified committee personnel, it shall be the goal of USA Fencing to appoint committee members whose gender reflects their proportion within the general membership of USA Fencing. For the purposes of achieving this aspiration, non-binary individuals shall be considered to be of the gender with which they identify.
- c. Para-fencing Community Representation. Except as otherwise provided in these Bylaws and to the extent practicable while maintaining standards for qualified committee personnel, it shall be the goal of USA Fencing to include in each committee’s membership at least one representative from the para-fencing community. For the purposes of achieving this aspiration, “para-fencing community” shall include para-fencing athletes, referees, coaches, and others who have demonstrated knowledge of para-fencing and support for para-fencing athletes.
- d. Ethnic Diversity. Except as otherwise provided in these Bylaws and to the extent practicable while maintaining standards for qualified committee personnel, USFA shall strive for ethnic diversity in committee membership and shall encourage committee participation by members who belong to minority ethnic groups.

Section 11.5 **Liaisons.** All committees will have an ex-officio Board Liaison and Staff Liaison:

- a. Board Liaison. Board Liaisons will be selected from among the Board of Directors (voting or non-voting members) per Section 11.6. They may be either a non-voting or a voting member of the committee depending on their designation upon appointment. They will sponsor any motions from the group, and provide mutual insight and facilitate knowledge sharing between the Board of Directors and their assigned group.
- b. Staff Liaison. Staff Liaisons will be selected from among the National Office staff by the Chief Executive Officer. They are non-voting members of their assigned committee. They will facilitate meetings, keep attendance, and liaise with the National Office for any operational needs.

Section ~~12.5~~11.6. **Appointments.** Unless otherwise provided by these Bylaws or a resolution of the Board of Directors, the Chair of the Board, with the approval of the Board of Directors, shall appoint the members of committees and designate the **Board Liaisons** and Chairs thereof (**Chairs are optional for Resource Groups**).

Section ~~12.6~~11.7. **Audit Committee.**

- a. Purpose. The Audit Committee shall have primary responsibility for reviewing and overseeing the financial procedures, controls, reports, and regulatory filings of the USFA, and reporting on the foregoing to the Board of Directors. The Audit Committee, with approval of the Board, shall annually select a qualified auditor to certify the financial reporting of the USFA. The Board of Directors may assign other duties consistent with and related to the functions specified in this Subsection ~~12.6~~11.7.a.
- b. Composition. The Audit Committee shall consist of four members chosen by the Board of Directors and two Athletes who meet the qualifications required in Appendix II. Of the members selected by the Board, at least two shall be Directors who are not officers and at least one shall be an Independent Director; provided, however, that the Treasurer may not serve on the Audit Committee. Members shall serve staggered terms of two years. The Board of Directors shall select the Chair of the Audit Committee. The Board of Directors and the Athlete Council shall provide for staggered terms of the members each body selects by limiting one half of its initial appointees after the effective date of these Bylaws to a one-year term and the other half will have an initial two-year term.

Section ~~12.7~~11.8. **Budget Committee.**

- a. Purpose. The Budget Committee shall have primary responsibility for working with the professional staff and exercising oversight in the development and formulation of the USFA's annual budget; presenting the budget to the Board of Directors for its review, revision and approval; monitoring budgetary performance; recommending variances to the budget; and reporting on the foregoing to the Board of Directors at each meeting of the Board.
- b. Composition. The Budget Committee shall consist of six voting members: the Treasurer,

who shall be Chair of the Budget Committee; three other members of the Board of Directors elected by the Board; and two athletes who meet the qualifications required in Appendix II, one of whom shall be female and one of whom shall have qualified as a Parafencer. The Chief Executive Officer of the USFA, or another staff member designated by the Chief Executive Officer, shall be a non-voting member of the Budget Committee. Members shall serve terms of one year.

Section ~~12.8~~11.9. **Election Committee.**

- a. Purpose. The Election Committee shall be responsible for fairly administering the elections by the membership of national officers and positions on the Board of Directors specified in these Bylaws; for deciding issues raised and encountered during the conduct



of elections; and for overseeing balloting on other matters as provided by these Bylaws or by resolution of the Board of Directors. Among its duties, the Election Committee ~~shall validate the submissions of all candidates for nomination by petition;~~ shall enforce such electoral rules not inconsistent with these Bylaws as the Board of Directors may adopt; shall make such additional electoral rules as are necessary and not inconsistent with rules adopted by the Board of Directors or specified in these Bylaws; ~~shall provide a template form of petition that may be used by any candidate;~~ shall decide challenges to qualifications of candidates and compliance with election procedures; shall provide for the distribution, validation and tallying of ballots; shall certify the results of elections; and shall arbitrate, after notice and an opportunity to be heard, the grievances of any interested party concerning electoral procedures.

- b. Composition. The Election Committee shall consist of six members, four of whom are selected by the Board of Directors at its Annual Meeting and two athletes, who meet the requirements in Appendix II, selected by the Athlete Council. Each member of the Election Committee, however chosen, shall serve a term of two years commencing with adjournment of the Annual Meeting of the Board of Directors, but shall continue to serve until their successor has been elected and qualified. If there is a vacancy on the Election Committee, the body that selected the member who is no longer serving shall select the successor. No person may serve on the Election Committee who is candidate for office or other elected position within the USFA or who holds a position for which an election or preparations for an election can be reasonably anticipated while such person is a member of the Election Committee, provided that any person who irrevocably renounces their right to seek reelection is not disqualified from service. The Election Committee shall select one of its members to serve as chair on an annual basis. The Board of Directors and the Athlete Council shall provide for staggered terms of the members each body selects by limiting one half of its initial appointees after the effective date of these Bylaws to a one-year term and the other half will have an initial two-year term.

- ~~c. Proceedings. The proceedings of Election Committee shall be open, except for personnel matters, deliberations in arbitration and consultations with counsel concerning legal matters within the protection of the attorney-client privilege. Meetings shall be announced with sufficient advance notice that candidates or their representatives may, at their own expense, attend in person or by electronic means.~~

#### Section ~~12.9~~11.10. **Nominating Committee.**

- a. Purpose. The Nominating Committee shall be responsible for selecting candidates for elected positions and offices in the USFA as specified in these Bylaws, and in so doing shall take care to select candidates who possess experience and knowledge pertinent to the purposes, interests and needs of the USFA.
- b. Composition. The Nominating Committee shall comprise six members of whom two athletes, who meet the requirements in Appendix II, shall be selected by the Athlete Council for two-year staggered terms and four shall be selected by the Board of Directors, with one drawn from each of the following groups for staggered two-year

terms. The first selection of the Nominating Committee after the effective date of these Bylaws will provide that one-half of those selected shall have an initial one-year term and the other half will have an initial two-year term:

- i. A current or former At-Large Director with at least four years' service on the Board or a former officer with similar experience;
- ii. Either a coach with a demonstrated record of producing fencers who perform at a high level or a principal of an established operating fencing club;
- iii. Active officials (referees, armorers, bout committee members, Referees' Commission members) who have regularly staffed national tournaments during the two years preceding their appointment; and
- iv. Current or past Independent Directors or appointed At-Large Directors who meet the definition of "independent" as set out above.

The Chief Executive Officer or another member of the professional staff designated by the Chief Executive Officer shall serve as a resource at the request of the Nominating Committee. No person may serve on the Nominating Committee who is a candidate for office or other elected position within the USFA or who holds a position for which an election or preparations for an election can be reasonably anticipated while such person would be a member of the Nominating Committee, provided that any person who irrevocably renounces their right to seek reelection is not disqualified from service. The Nominating Committee shall annually select its chair. Any vacancy on the Nominating Committee shall be filled by a person of the same qualifications as the vacating member.

#### Section ~~12.10~~ 11.11. **Ethics Committee.**

- a. Purpose. The Ethics Committee shall promote and help sustain a culture of ethical conduct throughout the USFA. The Ethics Committee shall review all USFA codes of conduct, conflict of interest regulations and disclosures, and other policies and reports addressing prescribed and recommended standards of behavior of USFA members, contractors and employees. The Ethics Committee may recommend to the appropriate promulgating authority proposals for adoption, revision and improvement of codes and policies concerning ethical conduct of persons associated with the USFA. The Ethics Committee shall prescribe standards and forms for the disclosure of actual, apparent and potential conflicts of interest, and shall not less frequently than annually review such disclosures and make a report thereof to the Board of Directors.
- b. Operations. The Ethics Committee shall:
  - i. address inquiries regarding the applicability, compliance or non-compliance with promulgated ethical standards that are referred to it by the National Office, Board of Directors, USFA members, or undertaken on its own initiative

- ii. review on an ongoing basis all USFA codes of conduct, conflict of interest regulations, and other policies addressing prescribed standards of behavior of USFA members, contractors and employees, and shall recommend to the Board of Directors revisions thereto;
  - iii. review and opine on conflict of interest concerns referred to it by those charged with the initial review of conflict of interest disclosures; and
  - iv. refer to the Grievance and Disciplinary Committee (or its designated administrator) or to another appropriate body any recommendations for commencement of disciplinary proceedings that the Ethics Committee deems advisable.
- c. **Composition.** The Ethics Committee shall consist of six members, four of whom shall be chosen by the Board of Directors and two athletes, who meet the requirements in Appendix II. Of the members chosen by the Board, at least one shall be an individual who meets the criteria for Independent Directors and at least one shall be a licensed attorney who is actively practicing law. The athlete members shall be selected by the Athlete Council. The Board of Directors shall select the Chair of the Ethics Committee. Each member of the Ethics Committee, however chosen, shall serve a term of two years commencing with adjournment of the Annual Meeting of the Board of Directors. If there is a vacancy on the Ethics Committee, the body that selected the member who is no longer serving shall select a successor who qualifies for and meets the requirements of the vacant position. The Board of Directors and the Athlete Council shall provide for staggered terms of the members each body selects by limiting one half of its initial appointees after the effective date of these Bylaws to one-year terms.

Section ~~12.11~~ **11.12. Referees' Commission.** The Referees' Commission is both a Committee of the Board and an Operational Resource Group.

- a. **Purpose.** The Referees' Commission shall be responsible for:
  - i. the recruitment, development and evaluation of referees;
  - ii. the appointment of referees to national competitions and to such international competitions as USA Fencing is allowed;
  - iii. for maintenance of the Rules of Competition;
  - iv. for the creation of ethical standards for referees and for the creation and maintenance of an Ethics Subcommittee of the Referees' Commission to provide for the disposition of complaints alleging violation of those standards;
  - v. for providing a method of addressing grievances between referees that are not within the exclusive jurisdiction of another authority;

- vi. for representing and advancing the interests of the referee corps; and
- vii. for advising the USFA on matters of concern to referees and regarding refereeing.

b. Composition.

- i. The Referees' Commission shall be organized under the leadership of a Chair, Vice-Chairs of Domestic Grassroots Development, Domestic National Development Rules and Examinations, International Development and Assignment, and Ombudsman, and three athletes.
- ii. The Chair and Vice-Chairs of the Referees' Commission shall be elected by experienced referees. The standards for electors and the method for nominating candidates for these positions shall be determined by the Board of Directors consistent with these Bylaws, and Nominees for the positions shall be elected by a vote of the electors that is conducted by the Election Committee, and notwithstanding Section 9.107 of these Bylaws, such election shall be by simple majority.
- iii. Athlete members, who meet the requirements in Appendix II, of the Referees' Commission shall be selected by the Athlete Council.
- iv. The Vice-Chairs may constitute advisory groups to assist them in the discharge of their obligations. Advisory groups shall be populated by persons chosen by the Vice-Chairs on consultation with the Chair of the Referees' Commission, but shall not be considered members of the Referees' Commission and shall not vote on matters that come before it.
- v. The Chair of the Referees' Commission may constitute and appoint additional subcommittees to assist the Referees' Commission in meeting its obligations and achieving its goals and may disband such subcommittees in the Chair's discretion. Subcommittees shall be populated by persons chosen by the Chair on consultation with the Vice-Chairs of the Referees' Commission. Subcommittee members need not be members of the Referees' Commission and shall not be considered members of the Referees' Commission.

Section ~~12.12~~11.13. **Diversity, Equity, Inclusion and Belonging Committee.**

- a. Purpose. The Diversity, Equity, Inclusion and Belonging (DEIB) Committee serves to create and provide meaningful opportunities to advise the organization, and increase the presence and protection of underrepresented communities within USFA governance. The DEIB Committee will advocate for interests of underrepresented groups relating but not limited to race, disability status, gender, gender identity, ethnicity, religion, political opinions, family status or other innate attribute.
- b. Operations. The DEIB Committee shall:

- i. Advise the Board and National Office on any matters concerning or relating to diversity, equity, inclusion and belonging. The DEIB Committee will make recommendations regarding Bylaws, policies, processes, and practices;
  - ii. Assist the Board of Directors with diverse representation on the Board, Committees, **Councils, Task Forces**, and Resource Groups in ensuring that diverse perspectives and views are included in governance matters;
  - iii. Identify qualified candidates for leadership positions to be considered in the selection process on the Board, Committees, **Councils, Task Forces**, and Resource Groups;
  - iv. Educate and prepare interested individuals to serve in USFA governance; and
  - v. Address inquiries regarding the applicability, compliance or non-compliance with anti-discrimination standards.
- c. **Composition.** The DEIB Committee shall consist of six members, three of whom shall be chosen by the Board of Directors, one of who shall be selected by the DEIB Committee, and two athletes, who meet the requirements in Appendix II. Board of Directors shall choose individuals whose demographics are underrepresented in leadership, prioritizing the qualified candidates identified by the DEIB Committee. Membership shall be comprised of a diverse range of identities including, but not limited to: expertise, status as an athlete, roles within the USFA community, and statements of interest.

#### Section ~~12.13~~ 11.14. **Grievance and Discipline Committee.**

- a. **Purpose.** The Grievance and Discipline Committee shall be responsible for the administration and adjudication of all grievances and disciplinary complaints falling within its jurisdiction as prescribed by the Board of Directors and not assigned by these Bylaws to another authority.
- b. **Operations.** The Grievance and Discipline Committee shall operate under procedures adopted by the Board of Directors. To the extent not inconsistent with Board of Directors prescribed procedures, the Grievance and Discipline Committee may adopt such practices and procedures as it deems appropriate and useful to the discharge of its duties.
- c. **Composition.** The Grievance and Discipline Committee shall consist of six members, four of whom shall be chosen by the Board of Directors, and two athletes who meet the requirements in Appendix II. Of the members chosen by the Board of Directors, none shall be a member of that body and at least two shall be licensed or retired attorneys. The athlete members shall be selected by the Athlete Council. The Chair of the Grievance and Discipline Committee shall be selected by the Board of Directors and shall be a licensed or retired attorney. Each member of the Grievance and Discipline Committee, however chosen, shall serve a term of two years commencing with adjournment of the Annual Meeting of the Board of Directors at which they are selected, and there shall be at least

one licensed or retired attorney in each two-year cohort. If there is a vacancy on the Grievance and Discipline Committee, the body that selected the member who is no longer serving shall select a successor who qualifies for and meets the requirements of the vacant position to fill the balance of the term of the vacating member. The Board of Directors and the Athlete Council shall provide for staggered terms of the members each body selects by limiting one half of its initial appointees after the effective date of this Section ~~12.13~~11.14 to one-year terms.

Section ~~12.14~~11.15. **Coaches Committee.**

- a. Purpose: The Coaches' Committee provides the voice of the coaching community to USA Fencing, working in concert with the Board of Directors, and, where appropriate, the National Office to provide advice on matters that affect the Coaching Community of USA Fencing. The Coaches' Committee shall be responsible for:
  - i. Representing and advancing the interests of the USA Fencing coaching community;
  - ii. Advising USA Fencing on matters of concern to coaches and regarding coaching;
  - iii. Promoting the growth and excellence of fencing in the United States;
  - iv. Supporting development of the culture of Fencing within the coaching community – in particular the retention of athletes into coaches and the fostering of an outstanding and positive culture within Fencing;
  - v. Providing a direct voice to the Coaching Community and sounding board for coaching issues;
  - vi. If requested, provide high performance director with feedback on national coach selection;
  - vii. Requesting changes to the National Office, the Tournament Committee, the Sports Performance Resource Group, the Hall of Fame Committee, and the Referees' Commission regarding coaching-related topics; and
  - viii. Identifying and reporting issues regarding the coaching community and providing constructive ideas for resolution.
- b. Composition: The Coaches' Committee shall comprise nine members and be organized as follows:
  - i. 6 members appointed by the Board of Directors, of whom
    - A. No fewer than one member identifies as a lesser represented gender; and
    - B. One member is approved by the Paralympic Development Resource Group; and



- C. Must have a Coach membership type with USA Fencing as of July 31<sup>st</sup> of the membership year immediately prior to appointment; and
- ii. Three athletes who meet the requirements in Appendix II, selected by the Athlete Council

Section ~~12.15~~11.16. **Meetings.** Except as otherwise provided in these Bylaws, every committee shall meet from time to time at the call of the Chair thereof, and it shall be the duty of the Chair to call a meeting upon the written request of a majority of the members of the committee, of the Board or of the Chair of the Board. Except as otherwise provided in these Bylaws, in the discretion of the chair, meetings of committees may be conducted telephonically, by video conference or by any means that allows all participants to hear the proceedings and to participate fully therein.

Section ~~12.16~~11.17. **Committee Reports.** Except as otherwise provided in these Bylaws, the Chair of each Committee shall render a full report of its activities upon the request of the Chair of the Board or the Board of Directors and in any event not less than three weeks prior to the Annual Meeting of the Board of Directors.

Section ~~12.17~~11.18. **Committee Member Attendance.** Committee members are expected to attend all scheduled committee meetings of which they are a member. Each committee member is required to attend no less than two-thirds (2/3) of the committee meetings of which they are a member during any twelve (12) month period.

Section ~~12.18~~11.19. **Compensation.** Committee members shall not receive compensation for their services as committee members. USFA committee members are not disqualified from receiving compensation for services rendered to or for the benefit of USFA in any other capacity. Each committee member shall be bound by the Conflict of Interest Policy of USFA.

Section ~~12.19~~11.20. **Terms of Service.**

- a. Unless otherwise provided in these Bylaws and except for the Referees' Commission, appointed committee members shall serve terms approximating two years, from the date of the Annual Meeting of the Board of Directors nearest their appointment until the later of the Annual Meeting of the Board of Directors in the second calendar year thereafter or their successor has been elected and qualified.
- b. In the event a committee member is selected to fill a vacancy resulting from the removal, resignation, or ineligibility to serve of a committee member, the newly selected individual shall serve the unexpired portion of the vacated term, but for the purposes of Section ~~12.20~~11.21, the individual shall be deemed to have commenced service on the date of the Annual Meeting of the Board of Directors nearest their appointment.
- c. Chairs and Vice-Chairs of the Referees' Commission shall serve terms commencing on August 1 of the year in which they are selected and ending on July 31 four years later, with the Chair, Ombudsman, and Vice-Chairs of Domestic Development – Grassroots and Domestic Development – National being selected in the years when the Summer

Olympic Games are regularly scheduled to be held and the other members of the Referees' Commission selected in the even numbered years between regularly scheduled Summer Olympic Games. The acceleration or delay of the Olympic Games shall not affect the terms of Referees' Commission members.

- d. The Board of Directors and the Athlete Council shall provide for staggered terms for the members each body selects by designating one half of its appointees chosen in 2024 to serve two-year terms.

Section ~~12.20~~11.21. **Term Limits.** Beginning with the Annual Meeting of the Board of Directors in 2024, and unless otherwise provided in these Bylaws, a committee member shall be permitted to serve up to eight (8) consecutive years on a given committee, after which they are ineligible for service on that committee for a period of one (1) year. After a one (1) year gap in service, the individual shall be eligible for reappointment to that committee and the limitation period shall begin to run anew. The board of Directors may in its discretion exempt particular individuals from the limitations set forth in this section.

Section ~~12.21~~11.22. **Councils.** The Board of Directors may from time to time authorize the formation and dissolution of groups to be known as "councils" to provide forums for groups who share a special interest in the governance and operation of USFA. Councils are not committees and do not have the authority to make decisions for or to bind USFA. Councils may be formed to facilitate communication with, and discussion by, constituencies with special knowledge or interests, and such councils may make recommendations to the Board of Directors, committees, or the CEO. *Athlete representation on Councils is optional.*

## ARTICLE XIII ~~INDEMNIFICATION~~

Section ~~13.1~~12.1. **Right to Indemnification.** The USFA shall indemnify its present and former Directors, officers, employees, committee members, agents, official representatives and any other person serving or who has served the USFA in any capacity at its request against expenses actually and reasonably incurred by such person (including but not limited to judgments, costs and legal fees and expenses) in connection with the defense of any pending or threatened litigation to which such person is, or is threatened to be made a party, because of that person's service in any of the enumerated capacities. The right of indemnification shall extend to expenses of litigation that is compromised or settled, including amounts paid in settlement, if USFA has approved such settlement. For the purposes of this Article, "litigation" shall include both judicial proceedings and arbitrations. The right to indemnification shall accrue only to persons who acted in good faith and in a manner reasonably believed at the time by such person to be in, and not opposed to, the best interests of the USFA. The termination of litigation by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in and of itself create a presumption that the person seeking indemnification did not act in good faith or in a manner reasonably believed at the time to be in the best interest of the USFA.



Section ~~13.2~~12.2. **Approval of Payment.** At a meeting at which a quorum of disinterested Directors has been obtained, the Board of Directors, acting by majority vote of the disinterested Directors present and voting on the matter, shall determine by resolution whether a person seeking indemnification has met the criteria and standards of conduct set forth above and if so, the amount to be indemnified. Such determination shall be final. If a quorum of disinterested Directors cannot be obtained, or if a majority of the disinterested Directors who constitute a quorum shall so resolve, such determination can be made by the Board upon the opinion in writing of independent legal counsel that indemnification is proper in the circumstances because the person seeking indemnification meets the criteria and standard of conduct set forth above and has demonstrated that the amounts to be reimbursed or paid are properly eligible for payment under that Section.

Section ~~13.3~~12.3. **Advance Payment of Expenses.** Any expenses incurred by any person qualified for indemnification in connection with the defense of litigation may be paid by the USFA in advance of a final disposition of such litigation upon receipt of a written undertaking by such person to repay any amounts advanced if it is ultimately determined that the person or the expenses are not eligible for indemnification under this Article.

Section ~~13.4~~12.4. **Insurance.** The USFA shall continuously maintain one or more policies of insurance reasonably anticipated to provide coverage for the obligations described in this Article. This requirement states a minimum amount of the coverage to be obtained and does not restrict the USFA from procuring insurance that provides broader coverage. The Board of Directors shall review and establish the minimum level of coverage each year as part of its approval of the Budget for the ensuing year.

Section ~~13.5~~12.5. **Amendment.** No repeal or modification of this Article shall adversely affect any right to indemnification that shall have accrued to any person who meets the criteria stated in Section 1 of this Article as of the effective date of such repeal or modification.

## ARTICLE XIII ~~✓~~ EFFECTIVE DATE AND AMENDMENTS

Section ~~14.1~~13.1. **Effective Date.** Upon approval of these Bylaws by the Board of Directors in accordance Section ~~14.2~~13.2, these Bylaws shall take effect ~~on August 31, 2021 and the Bylaws in effect prior to that date shall be repealed in full except as otherwise provided in these Bylaws.~~ Thereafter Reference to “Bylaws” shall mean these Amended and Restated Bylaws.

Section ~~14.2~~13.2. **Amendments by the Board of Directors.** These Bylaws may be amended or repealed, and new Bylaws may be adopted, by the Board of Directors acting in accordance with the procedures specified in this Section.

- a. Procedure. Any Director may move the adoption of amendments to these Bylaws or the adoption of new bylaws. Not later than 45 days before the date of any meeting of the Board at which an amendment or new bylaw is to be considered, ~~or such shorter time~~

as the Board may deem necessary by a two-thirds (2/3) majority vote, a general notice of the

proposed change shall be published prominently on the USFA's website. Such notice shall set forth the text of the proposed amendment, the date, time, and place of the meeting of the Board of Directors at which the change is to be considered, and provide a means by which general comments of the membership relating to the proposal may be communicated for distribution to the Board of Directors not less than five days before the meeting. Amendments and new bylaws shall be adopted upon the affirmative vote of not fewer than two-thirds of the Directors then in office.

- b. Effect. Amendments and newly adopted bylaws approved by the Board of Directors shall take effect at the close of the meeting at which they are adopted unless otherwise specified in the adopting resolution. Such resolution may specify that the amendment or newly adopted provisions shall take effect immediately or at a later time.

~~Section 14.3. **Amendments by the Members.** These Bylaws may be amended or repealed, and new Bylaws may be adopted, by the members acting in accordance with the procedures specified in this Section.~~

- ~~a. Procedure. Amendments to these Bylaws or the adoption of new bylaws may be placed before the membership for consideration of approval by the submission of a petition that sets forth any proposed change with specificity and that is subscribed to by not less than five percent of the voting members in good standing whose identity and intent are not reasonably subject to doubt and who have among them named no fewer than fifty separate officially recognized clubs as their primary affiliation. No petition shall serve to propose an amendment or a new bylaw unless the original and all parts thereof are submitted to the National Office of the USFA and a copy is received by the chair of the Election Committee before April 1 of the year in which the amendment or new bylaw is to be considered. Proof of mailing by certified or registered mail, return receipt requested, or by private delivery service guaranteeing delivery within two days and providing proof of delivery, postage or shipping prepaid, properly addressed to the intended recipient, not less than ten days before due, shall raise a presumption of timely delivery to the addressee. The General Counsel of the USFA shall review all proposed amendments to assure that the amendment is legally permissible, clearly delineates the change to be made and does not contradict other portions of these Bylaws. The Election Committee shall determine whether such petition meets the requirements of this Section and shall only allow those that do so to appear on the ballot or to receive votes. Amendments and new bylaws proposed by petition shall be placed before the members in an election conducted in accordance with Article IX of these Bylaws, to the extent applicable, and shall be adopted if a majority of those members casting ballots vote for approval thereof.~~
- ~~b. Effect. Amendments and newly adopted bylaws approved by the membership shall take effect on August 1 of the year in which they are adopted unless otherwise specified in the amendment or new bylaw.~~

## ARTICLE XIV IRREVOCABLE DEDICATION OF ASSETS

Section ~~15.1~~14.1. **Charitable Purposes.** The property of the USFA is irrevocably dedicated to charitable purposes, and no part of the net income or assets of the USFA shall inure to the benefit of any private person.

Section ~~15.2~~14.2. **Dissolution.** Upon the dissolution or winding up of the USFA, its assets shall be first applied to the payment, or provision for the payment, of all its debts and obligations. Any assets thereafter remaining shall be distributed to one or more nonprofit funds, foundations or corporations that are organized and operated for charitable purposes and that have established tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended. The use and disposition of real or personal property owned by the USFA in any and all States and Territories of the United States of America upon dissolution or winding up shall be limited to the purposes stated in Section 1 of this Article in such manner as to satisfy the requirements of the laws of such States and Territories for exemption of the property from property taxation in such jurisdictions.

## ARTICLE XVI ~~1~~ ARBITRATION

The USFA shall submit to binding arbitration conducted in accordance with the applicable rules of the American Arbitration Association in any controversy (1) involving its recognition as a national governing body for the sport of fencing, as may be lawfully provided for Bylaws of the USOPC and 36 U.S.C. § 220529, or (2) involving the opportunity of any athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition in the sport of fencing, as lawfully provided for in the Bylaws of the USOPC.

## APPENDIX I

~~USFA~~-SafeSport ~~Policy~~-Code

## APPENDIX II

USOPC Bylaws

**BYLAWS**

**UNITED STATES FENCING ASSOCIATION**

**AMENDED AND RESTATED**

Effective On and As Amended by the  
Board of Directors on ???~~September 15, 2024~~

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## ARTICLE I NAME, ORGANIZATION AND JURISDICTION

Section 1.1. **Name.** As provided by the Articles of Incorporation, the organization shall be known as the “United States Fencing Association,” (sometimes referred to as “USFA”). USFA operates under the trade name “USA Fencing,” and may adopt and operate under other assumed or trade names.

Section 1.2. **Incorporation.** The United States Fencing Association has been incorporated and organized and is operating under the Colorado Revised Nonprofit Corporation Act.

Section 1.3. **Compliance with Law.** No Bylaw or other regulation adopted by the United States Fencing Association shall be inconsistent with the Articles of Incorporation of this organization or in contravention of the Colorado Revised Nonprofit Corporation Act, the Ted Stevens Amateur and Olympic Sports Act 36 U.S.C §§ 220501 – 220543 or any other applicable governmental statute, rule or regulation.

Section 1.4. **Tax Exemption.** The United States Fencing Association has qualified and shall at all times remain qualified as a tax-exempt organization under the Internal Revenue Code of the United States.

Section 1.5. **Recognition as National Governing Body.** The United States Fencing Association is and shall continue to be recognized by the United States Olympic and Paralympic Committee (“USOPC”) the Fédération Internationale d’Escrime (“FIE”) and ~~Worldability Sport~~~~the International Wheelchair and Amputee Sports Federation~~ (“IWAS”) as the National Governing Body (“NGB”) for the sport of fencing in the United States.

Section 1.6. **Autonomy.** The USFA shall be autonomous in the governance of the sport of fencing and shall not delegate its authority or control of that sport.

## ARTICLE II PURPOSES

The purposes of the USFA shall be:

Section 2.1. To serve as the National Governing Body for able bodied and paralympic fencing (“Fencing”) in the United States, and in that capacity to fulfill the lawful obligations imposed on national governing bodies and to enjoy the privileges and prerogatives accorded national governing bodies by United States Law, the USOPC, FIE and IWAS.

Section 2.2. To provide local, regional and national competitive opportunities for fencers of all levels of ability under uniform rules and regulations and to strive for improvement in all aspects of organizing and conducting fencing competition.

Section 2.3. To select, support and prepare individuals and teams to represent the United States in international fencing competitions.

Section 2.4. To develop, support and promote fencing referees and other tournament officials in domestic and international competition.

Section 2.5. To promote the sport of fencing in the United States and around the world and to disseminate information about fencing so that people may be exposed to and enjoy its many physical, mental and social benefits.

Section 2.6. To provide support in the form of information and programs to fencing instructors and to organizations and groups that offer fencing opportunities.

Section 2.7. To make available information and opportunities that will allow fencing practitioners to enhance their skills and to increase the enjoyment and benefit they derive from the sport.

Section 2.8. To provide assistance and support to other organizations that promote fencing or conduct fencing competitions in a manner consistent with the purposes, goals and means of the USFA.

Section 2.9. To ensure that the principle of anti-discrimination on the grounds of race, disability status, gender, gender identity, color, ethnicity, religion, political opinions, family status or other innate attribute, is respected.

Section 2.10. To foster good will and harmonious relationships with fencers and fencing organizations in foreign countries for the betterment of the sport of fencing.

Section 2.11. To create, assist and oversee supporting or affiliated organizations.

### **ARTICLE III FISCAL YEAR; FINANCES**

Section 3.1. **Fiscal Year.** The fiscal year of the USFA shall commence on the first day of August and end on the following thirty-first day of July, unless the Board of Directors shall by resolution specify other commencement and ending dates.

Section 3.2. **Endorsement of Instruments and Agreements.** All checks, drafts or other orders for the payment of money, obligations, notes or other evidence of indebtedness, and all other contracts, conveyances and instruments signed or issued on behalf of the USFA, shall be signed or endorsed by such officers or agents of the organization as the Board of Directors shall specify by resolution.

Section 3.3. **Depositories for Funds.** All funds of the USFA not otherwise committed shall be deposited from time to time to the organization's credit in such banks, other insured depositories, or investment vehicles as shall be determined by the Board of Directors.



Section 3.4. **Loans and Security Interests.** The USFA may obtain loans and encumber or pledge its assets as collateral for such loans only with the prior authorization of the Board of Directors.

## ARTICLE IV MEMBERSHIP

Section 4.1. **Classes.** The membership of the USFA shall be divided into classes as established from time to time by the Board of Directors. Members of each class shall possess such rights and be subject to such regulations as the Board of Directors may determine.

Section 4.2. **Good Standing.** Subject to the provisions of Section 5.6 of these Bylaws, a member is in good standing for the purposes of voting if their dues are timely paid, they have met the requirements for the class of membership to which the individual belongs, and they are not under disciplinary sanction.

Section 4.3. **Rights of Members.** All individual members who are in good standing shall be entitled to exercise all rights reserved to the membership class to which they belong. The Board of Directors may from time to time prescribe regulations with respect to particular categories of competitions. The right to vote shall be reserved to those individual members who (a) belong to a membership class the attributes of which include the right to vote; (b) have attained their 18th birthday and are in good standing as of ~~sixty (60) days~~ ~~the February 1~~ preceding the date on which voting opens; and (c) are in good standing on the date balloting opens. The National Office shall prescribe the method or methods by which a member's date of birth may be established. Members who are eligible to vote may hold elected or appointed positions within the USFA if they are in good standing and have met all requirements established for each such position. All rights and privileges of membership shall cease upon death, resignation, expulsion, suspension or failure to pay dues.

Section 4.4. **Members Do Not Share in Assets.** Membership shall not entitle any member to share in the assets of the USFA, all of which are hereby declared to be irrevocably dedicated to the charitable purposes set forth in Article II of these Bylaws.

Section 4.5. **Membership is Open.** Membership in the USFA may not be denied to any individual or organization on grounds of race, gender, gender identity, sexual orientation, age, color, religion or national origin, or other innate attribute, provided, however, that this provision shall not preclude the USFA from conducting competitions to which entries are limited on the basis of geography, age, gender, skill level or disability or from establishing qualifying criteria for the entry into competitions.

Section 4.6. **Membership Anti-doping Obligations.** It is the duty of all Athletes, Athlete Support Personnel and other Persons (as those terms are defined in the World-Anti Doping Code), by virtue of their participation in the Olympic, Paralympic, Pan American, Parapan American or Youth Olympic Games, participation in an Event or Competition organized or sanctioned by an NGB, PSO or HPMO, participation on a national team, utilization of a USOPC

Training Center, receipt of benefits from the USOPC or USFA, inclusion in the Registered Testing Pool, or otherwise subject to the World Anti-Doping Code to comply with all anti-doping rules of WADA, the FIE, ~~I~~WAS, the USOPC, and of the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, the FIE, ~~I~~WAS, and USADA. If it is determined that an Athlete, Athlete Support Personnel, or other Person may have committed a doping violation, the individual agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the FIE or ~~I~~WAS, if applicable or referred by USADA. In addition, Athletes agree to submit to drug testing by the FIE, ~~I~~WAS, and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension.

#### Section 4.7 **Safe Sport.**

a. As a member National Governing Body of the USOPC, the USFA is required to adhere to the **Safe Sport Code for the U.S. Olympic and Paralympic Movement.** ~~safe sport rules and regulations of the USOPC. The USOPC has promulgated its SafeSport Code for the US Olympic and Paralympic Movement, which includes certain Practices and Procedures and Supplementary Rules, appended thereto (the “Code”). The Code, as now constituted and as may be amended from time to time, shall supersede and replace the current USA Fencing SafeSport Policy, which shall be modified to conform to the Code. The USFA shall continue to maintain a SafeSport page on its website, and that page shall contain links to current versions of (i) the Code and (ii) USFA’s SafeSport Policy (a current copy of which shall be appended to these bylaws as Appendix I).~~

~~b. USOPC Bylaw Section 8.7(l) provides that, as a condition of membership in the USOPC, each NGB shall comply with the policies and procedures of the independent organization designated by the USOPC to investigate and resolve safe sport violations. The USOPC has designated the US Center for Safe Sport (“Center”) as that organization. Notwithstanding anything to the contrary in these Bylaws, the Center shall have full disciplinary authority, including but not limited to the power to suspend, expel, deny continuation of membership or deny readmission to membership, in all matters (i) that the Code commits to the Center’s exclusive authority, or (ii) that the Code commits to the Center’s discretionary authority and that USFA’s Chief Executive Officer shall, in their discretion and with the approval of USFA’s General Counsel refer to the Center, and the Center shall accept for disposition.~~

#### Section 4.8 **Membership Safe Sport Obligations.**

As a condition of membership in the USFA and of participation in any competition, event or activity sanctioned by the USFA or its member organizations, each USFA member (including parents and legal guardians of members under age 18) agrees to comply with and be bound by the safe sport rules, policies and procedures of the Code, the Center and the USFA and to submit, without reservation or condition, to the jurisdiction of the Center for the resolution of any alleged Code violations that may fall within its exclusive authority or become subject to its discretionary authority. Each member further agrees that any sanctions imposed by the Center shall extend to

their participation in all USFA competitions, events and activities and may be posted or otherwise publicly published along with information regarding the misconduct involved.

## ARTICLE V FEES AND DUES

**Section 5.1. Dues to be Fixed by Board of Directors.** The schedule of dues of the USFA shall be established from time to time by the Board of Directors.

**Section 5.2. Dues Allocated to Affiliated Units.** In its discretion, the Board of Directors may designate such affiliated units as it deems necessary (“Affiliated Units”) and may allocate a portion of the dues collected in any one year from all classes of individual competitive memberships to such Affiliated Units of the USFA in such amount or proportion as the Board of Directors determines, and shares of dues so allocated shall be paid by the USFA National Office to the appropriate administrators of such Affiliated Units as are in good standing. These funds are to be used by such units in the discharge of their designated functions on behalf of the USFA. The Board of Directors may revise or discontinue the allocation at any time.

**Section 5.3. Accounting for Dues to Affiliated Units.** An Affiliated Unit must be in good standing, having filed a satisfactory financial report for the prior membership year and such other reasonable reporting as required by the Board, to be eligible to receive any payments from the USFA. If no satisfactory financial report is filed for two consecutive years, all sums previously set aside for such Affiliated Unit shall be forfeited.

**Section 5.4. Membership Year.** The membership year shall commence on August 1 and end on the following July 31. All dues are payable upon application for membership and thereafter on or before the next membership year begins.

**Section 5.5. Extended Membership Year for New Members.** A new member whose dues are paid during the last four months of the membership year shall be entitled to membership through the next membership year.

**Section 5.6. Privileges on Receipt of Dues.** A member is not admitted to membership and a member is not in good standing until the member’s dues and fees have been received by the USFA. Payment of dues to a duly appointed agent of the USFA will render a member eligible to compete. However, no person will be eligible to vote in USFA affairs unless the person’s dues for the membership year in which the person seeks the right to vote are received by the USFA National Office on or before ~~the February 1~~ sixty (60) days preceding the date on which voting opens.

## ARTICLE VI OFFICERS AND NON-VOTING MEMBERS OF THE BOARD~~SECRETARY~~

Section 6.1. **Officers.** The national officers of the USFA shall consist of a Chair of the Board of Directors and a Treasurer. ~~There shall be, in addition, such additional appointed positions as are provided for in these Bylaws or established by the Board of Directors.~~

- a. Qualifications for Officers. Only voting members in good standing may hold office in the USFA. No person may hold a position as a national officer of the USFA while simultaneously holding office in any organization recognized by the USOPC as the National Governing Body of another sport. No person may hold a position as an elected national officer of the USFA while serving as an officer of any Affiliated Unit of the USFA. National officers shall also meet the special qualifications of each office set forth below and shall subscribe to the Qualifying Affirmation set forth in Article VII below.
- b. Chair of the Board of Directors. The principal duties of the Chair of the Board of Directors shall be to foster the formulation of policy; to develop financial and membership support; and to conduct relations between the USFA and the USOPC, the FIE, IWAS and other authorities whose jurisdictions affect the functions and purposes of the USFA. ~~For the purpose of liaising with international authorities such as the FIE and WAS, the Chair of the Board shall be considered the equivalent of the President of USFA.~~ The Chair of the Board shall preside over meetings of ~~the membership and~~ the Board of Directors and shall be a voting member of ~~said those bodies.~~ Pursuant to the By-Laws of the US Fencing Foundation (“USFF”), the Chair will serve as a non-voting ex-officio member of the USFF Board of Trustees. ~~Unless otherwise provided by these Bylaws or a resolution of the Board of Directors, the Chair of the Board shall with the approval of the Board of Directors appoint the Parliamentarian and USFA representatives to other organizations.~~ The Chair of the Board shall have such authorities, powers and duties as are assigned to that office by these Bylaws or as are necessary and normally appurtenant to the powers and duties herein specified. ~~Only current At-Large Directors on the Board of Directors may hold the office of Chair of the Board of Directors.~~ The Chair of the Board of Directors shall be elected from among the ~~voting members~~ ~~At-Large Directors~~ of the Board of Directors by a majority vote of the Board of Directors, which election shall be conducted at each annual meeting held in odd numbered years.
- c. Treasurer. The Treasurer ~~is a non-voting member of the Board of Directors, unless they hold an additional voting role.~~ They shall oversee the accounting for all moneys and other assets of the USFA and shall at each meeting of the Board of Directors and at the Annual Membership Meeting submit a report of the financial transactions of the USFA from the time of the preceding report or for the entire fiscal year. The Treasurer shall confer with independent auditors selected by the Audit Committee and shall report on their findings. The Treasurer shall submit to the Board and the Audit Committee a standard set of monthly financial statements. The Treasurer shall assist the Chair of the Board and the Board of Directors in the formulation of proposed budgets. The Treasurer shall chair the Budget Committee and serve as a voting member of that committee. The Treasurer shall serve as a non-voting member of the Board of Directors. Only persons who have demonstrated competence in financial control and management may hold the office of Treasurer. The Treasurer shall be selected by the Board and approved by a majority vote of Directors present and voting. No person may assume the position of Treasurer until they have executed the Qualifying Affirmation provided in Article VII.

- d. **Treasurer ~~and Special Board Member~~ Candidates.** At least fourteen (14) days before presenting the nomination of candidates for Treasurer ~~and Special Board Member~~ to the Board of Directors, the nominating Director shall provide written notice thereof to the chairperson of the Nominating Committee, along with a summary of credentials of the person nominated. Candidates for ~~the Treasurer, and Special Board Members positions~~ shall be reviewed by the Nominating Committee to ensure:
- i. The prospective candidate meets the qualifications of that position; and
  - ii. The prospective candidate shall have in writing indicated their willingness to serve and acceded to the Qualifying Affirmation prescribed in these Bylaws;
  - iii. The prospective candidate shall pass a Background Check and complete a Conflict of Interest form to be cleared by the Ethics Committee.

**Section 6.2. Non-voting Members of the Board.** In addition to officers, there may be such additional ~~appointed~~ positions as provided for in these Bylaws or by the Board of Directors.

- a. Special Board Members. The Board of Directors may, from time to time and in its discretion, appoint one or more Special Board Members to address strategic needs in the organization, subject to majority approval of

Directors present and voting. There will be a maximum of two (2) Special Board Members at one time, but no minimum. Special Board Members shall serve as non-voting members of the Board of Directors, advise the Board of Directors, ~~assist the Chair of the Board in the discharge of the duties of that office~~ and perform such other duties as may be assigned by the Board of Directors. No person may assume the position of Special Board Member until they have executed the Qualifying Affirmation provided in Article VII, have passed a Background Check, and have completed a Conflict of Interest form to be cleared by the Ethics Committee. No Special Board Member may serve on the Board if they are an employee of the organization. No Special Board Member may be engaged in a contractual relationship with USFA unless reviewed and approved by the Ethics Committee and the Board of Directors in advance of being placed on the ballot or the contract being signed, whichever comes first. Tournament officials (e.g. referees, bout committee staff, etc.) are excluded from the restriction on contractual relationships.

- b. Secretary. The functions of the Secretary of the Board of Directors consist of preparing and distributing agendas for all meetings of the Board of Directors; preparing, maintaining and distributing records of the proceedings of the Board of Directors; communicating, as directed, the directives, inquiries and messages of the Board of Directors; and such other and additional duties as may be assigned to the Secretary by these Bylaws, the Board of Directors or the Chair of the Board. The Chair of the Board, with the approval of the Board of Directors, shall appoint a person or persons, who is/are either members qualified to hold office or are employed by the USFA, to perform these functions. The person or persons discharging these functions shall serve as a non-voting member of the Board of Directors and shall serve at the pleasure of the Chair of the Board.
- c. Parliamentarian. For each meeting of the Board of Directors there may be a Parliamentarian, who may be appointed for each meeting or as a standing position, to advise the Board on matters of procedure and who serves at the pleasure of the Board. No person may assume the position of Parliamentarian until they have executed the Qualifying Affirmation provided in Article VII, have passed a Background Check, and have completed a Conflict of Interest form to be cleared by the Ethics Committee. The person appointed as Parliamentarian shall serve as a non-voting member of the Board of Directors and shall serve at the pleasure of the Board.
- d. Chief Executive Officer. The Chief Executive Officer (“CEO”) shall be a non-voting ex-officio member of the Board of Directors. The Board of Directors may, by majority vote of those present, exclude the CEO from a meeting or portion thereof. The CEO will not attend portions of a meeting that discuss the Chief Executive Officer except as permitted by the Board. Pursuant to the By-Laws of the US Fencing Foundation (“USFF”), the CEO will serve as a non-voting ex-officio member of the USFF Board of Trustees.

#### Section 6.23. **Terms of Officers and Non-voting Members of the Board.**

- a. Chair of the Board of Directors. The Director appointed as the Chair of the Board serves at the pleasure of the Board of Directors until they are no longer qualified or until a new



Chair of the Board is approved by a majority of the Board. Once a new Chair of the Board is so approved, the former Chair will continue to serve any remainder of their term as an ~~At-Large~~ Director.

- b. Treasurer and Special Board Members. Unless otherwise removed as provided in these Bylaws, Special Board Members and the Treasurer shall serve terms of approximately two years, from adjournment of the Annual Meeting of the Board of Directors at which they are appointed until adjournment of the second annual meeting following their appointment
- c. Terms Not Limited. The Chair of the Board's term in office is subject to and not greater than their term as an ~~At-Large~~ Director, including limits placed thereon in these Bylaws. An individual may serve as Treasurer or Special Board Member for no more than eight (8) consecutive years. There is no limit on terms for Secretary or Parliamentarian.

Section 6.~~34~~. **Vacancy of Officers and Non-Voting Members of the Board**~~**in Offices of Chair of the Board and Treasurer.**~~ Vacancies in the offices of Chair of the Board, ~~and~~ Treasurer, as well as the positions of Secretary and Parliamentarian shall be filled through the procedures prescribed in this Section.

- a. Chair of the Board. A vacancy in the office of the Chair of the Board shall be filled as follows:
  - i. During temporary absences or unavailability of the Chair of the Board, whether due to illness, disability or other cause, the Board of Directors may appoint a Director who meets the qualifications of the office of Chair of the Board to fulfill

the duties of that office until the Chair of the Board is able to resume the performance of those duties.

- ii. If a vacancy in the office of Chair of the Board occurs by reason of resignation of that office, or removal while the person who had been serving as Chair remains a Director, the Board of Directors shall elect ~~an At-Large~~ Director who meets the qualifications of the office of Chair of the Board.
  - iii. If a vacancy in the office of Chair of the Board occurs by reason of resignation from the Board of Directors, death, removal from the Board of Directors, disability, or other cause which prevents the person who had been serving as Chair from continuing to serve as a Director, the Board of Directors shall fill the vacancy as provided in these Bylaws and shall select a qualified member to serve as Chair of the Board.
- b. Treasurer, Secretary, and Parliamentarian. A vacancy in office of Treasurer ~~or the position of Secretary~~, whether arising from resignation, death, removal or otherwise, shall be filled by the Board of Directors. In filling the vacancy, the Board may appoint any member of the USFA who meets the qualifications of the ~~position~~~~office of~~ ~~Treasurer~~. ~~Filling the role of Parliamentarian is optional.~~

~~Section 6.4. **Secretary.** The secretarial functions of the Board of Directors consist of preparing and distributing agendas for all meetings of the Board of Directors; preparing, maintaining and distributing records of the proceedings of the Board of Directors; communicating, as directed, the directives, inquiries and messages of the Board of Directors; and such other and additional duties as may be assigned to the Secretary by these Bylaws, the Board of Directors or the Chair of the Board. The Chair of the Board, with the approval of the Board of Directors, shall appoint a person or persons, who is/are either members qualified to hold office or are employed by the USFA, to perform these functions. The person or persons discharging these functions shall serve as a non-voting member of the Board of Directors and shall serve at the pleasure of the Chair of the Board.~~

Section 6.5. **Custodian of Records.** The National Office of the USFA shall serve as the custodian of records of the actions by the members, the Board of Directors, Resource Groups, ~~Task Forces, Councils,~~ and Committees of the Board, and shall publish on the official website of the USFA such records of the proceedings of those bodies as the Board of Directors or these Bylaws may prescribe.

~~Section 6.6. **Transition.** The Board of Directors as constituted on the date of the adoption of these Amended Bylaws shall by resolution provide for the transition of the structure of the Officers as it then exists to the structure as defined in Sections 6.1 and 6.2 above. Said resolution may not extend or shorten the terms of the Officers then in office. The President and Treasurer then in office will account for the additional two (2) At-Large positions for the remainder of their terms. Upon conclusion of the transition, these Bylaws shall be automatically amended to remove this Section.~~



## ARTICLE VII BOARD OF DIRECTORS

Section 7.1. **Responsibility.** The Board of Directors is vested with the full powers and responsibility for the management and policies of the USFA, subject to these Bylaws.

Section 7.2. **Functions of the Board.** The Board of Directors oversees USFA's fulfillment of its purposes and its compliance with its legal obligations as described in Article II hereof, including but not limited to USFA's obligations under the Ted Stevens Amateur and Olympic Sports Act, 36 U.S.C §§ 220501 – 220543, and it promotes the corresponding interests of its membership by developing and adopting policies and by providing guidance and strategic direction to the National Office and to the Committees of the Board as constituted under Article XII hereof. The Board shall oversee the management of USFA and its affairs, but may delegate operational responsibility to its staff or others. The Board shall select a well qualified Chief Executive Officer and oversee the Chief Executive Officer in the operation of USFA. The Board shall focus will in normal circumstances be on long-term objectives and impacts rather than on day-to-day management, empowering the Chief Executive Officer to manage a staff-driven organization with effective Board oversight. In addition, the Board performs the following specific functions, among others:

- a. implements procedures to orient new Board Directors, educate all Directors on the business and governance affairs of USFA, and evaluate Board performance;
- b. selects and when it so determines, may terminate the Chief Executive Officer and provide for management succession; and subject to contractual provisions, shall provide performance and compensation reviews of the Chief Executive Officer no less frequently than annually;
- c. reviews and approves USFA's strategic plan and the annual operating plans, budget, business plans, and corporate performance standards;
- d. sets policy and provides guidance and strategic direction to management on significant issues facing USFA;
- e. reviews and approves significant corporate actions;
- f. oversees effective governance;
- g. approves capital structure, financial strategies, borrowing commitments, and long- range financial planning;
- h. reviews and approves financial statements, annual reports, financial and control policies, through the Budget Committee and, through the Audit Committee, selects independent auditors;

- i. monitors USFA's compliance with laws and regulations and the performance of its broader responsibilities;
- j. ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate or societal crisis;
- k. ensures that USFA adopts and maintains athlete safety rules, policies and procedures that comply with the authorized requirements of the USOPC and U.S. Center for SafeSport;
- l. encourages that there is diverse representation and plurality of identities and backgrounds on the Board, Committees, **Task Forces, Councils,** and Resource Groups; and
- m. encourages diversity at all levels of USFA and supports meaningful efforts to accomplish that diversity by adopting norms that favor open discussion and favor the presentation of different views.

**Section 7.3. Athlete Representation on the Board, and Committees.** The USFA shall, at all times, comply with USOPC requirements for the representation of athletes on the Board and all USFA Committees, **Task Forces, and Resource Groups.**

- a. Athletes selected to serve on the Board, **Task Forces, Resource Groups,** and Committees shall meet the requirements established by the USOPC as set forth in Section 8.5 of the USOPC Bylaws, as amended or revised, a current copy of which shall be attached hereto as Appendix II.
- b. The USFA shall update Appendix II to the latest version of Section 8.5, or its successor.

**Section 7.4. Composition and Qualifications.** The Board of Directors shall include twelve (12) Directors, and such other persons as are designated non-voting members by these Bylaws. Directors shall be citizens or permanent residents of the United States. Prior to their selection or election, Directors shall disclose any felony convictions, and any other period of ineligibility to serve in sport organizations, such as findings of anti-doping violations or SafeSport violations that were not reversed on appeal. **In addition, all candidates for the Board of Directors must pass a Background Check and have a Conflict of Interest form reviewed by the Ethics Committee before being placed on a ballot or agenda. No voting Director may serve on the Board if they are an employee of the organization. No voting Director may be engaged in a contractual relationship with USFA unless reviewed and approved by the Ethics Committee and the Board of Directors in advance of being placed on the ballot or the contract being signed, whichever comes first. Tournament officials (e.g. referees, bout committee staff, etc.) are excluded from the restriction on contractual relationships.** The voting Directors shall be classified and qualified as provided in this Section.

- a. **Athlete Directors.** There shall be four (4) Athlete Directors comprising not less than 33 1/3% of the elected and appointed Directors. All Athlete Directors shall be voting members of USA Fencing in good standing:

- i. No person shall serve as an Athlete Director unless they meet the requirements of Athlete Directors as provided in Appendix II.
- ii. The four (4) Athlete Directors shall be selected of as follows:
  - A. USFA's representative(s) to the USOPC Athlete Advisory Council; and
  - B. The remaining Athlete Directors shall be elected according to the methods established by the Athlete Council.

- iii. If not otherwise seated as a Director, USFA's alternate representative(s) to the USOPC Athlete Advisory Council shall sit with the Board of Directors as a non-voting member.
- b. ~~Independent Directors. There shall be three (3) Independent Directors. All Independent Directors shall be individuals who meet the qualifications and are selected as specified in this Subsection 7.4.b.~~ At-Large Directors. There shall be eight (8) At-Large Directors. Four (4) At-Large Directors shall be elected by the membership, and four (4) At-Large Directors shall be appointed by the Board of Directors. Of the appointed At-Large Directors, at least two (2) must be independent. To be independent, within the two years preceding their nomination no person may serve who:
  - A. has been, or who has an immediate family member, who has been a member of the USFA;
  - B. has been, or who has an immediate family member, who has been a coach of a USFA member;
  - C. has been, or has an immediate family member who has been, employed or held a paid or volunteer governance position with USFA, the FIE, IWAS, any international fencing federation or any sport familyfencing entity of fencingaffiliated with USFA;
  - D. has or has an immediate family member who has been affiliated as an owner, member, employer, employee, or agent of the USFA's outside auditor or legal counsel;
  - E. has been a member of the USFA's Athlete Advisory Council or any constituent group with representation on the Board;
  - F. has or has an immediate family member who has directly or indirectly received compensation or support from the USFA;
  - ~~G. has been a member of any constituent group with representation on the Board~~
  - H. has or has an immediate family member who has participated in a fencing competition;~~or~~
  - I. has or has an immediate family member who has been affiliated as an owner, member, employer, employee, controlling shareholder, or agent of any person, organization or entity that has done business with or been a member of the USFA during that period;~~provided that ownership of less than 1% of the equity or indebtedness of a publicly traded entity shall not by itself constitute a disqualification from selection as an Independent Director.; or~~

J. has not been independent from the sport of fencing per the judgment of the Nominating Committee.

- ii. The Nominating Committee~~Chair of the Board~~ will determine whether a position for an appointed At-Large Director shall be filled by an independent individual or from the general membership. The Nominating Committee shall then nominate qualified individuals (per Section 9.3) to serve as appointed At-Large Directors subject to confirmation by the Board of Directors. At least fourteen (14) days before presenting their At-Large Director nominations to the Board, the Chair of the Nominating Committee~~Board~~ shall provide written notice thereof to the Chair of the Board~~chairperson of the Nominating Committee~~, along with a summary of credentials of the person nominated.~~A majority of all members of that Committee may propose an alternative At-Large candidate to the Board.~~
- iii. At-Large Directors to be appointed from the general membership by the Board of Directors shall be voting members of the USFA in good standing.
- iv. At-Large Directors to be elected by the membership shall be voting members of the USFA in good standing. The slate of candidates to be elected by the membership shall be selected by the Nominating Committee per Section 9.3.
- v. ~~No person may serve as an Independent Director who, within the two years preceding their nomination:~~
  - ~~A. has been, or who has an immediate family member, who has been a member of the USFA;~~
  - ~~B. has been a coach of a USFA member;~~
  - ~~C. has or has an immediate family member who has been employed or held a paid or volunteer governance position with USFA, the FIE, IWAS, any international fencing federation or any fencing entity affiliated with USFA;~~
  - ~~D. has or has an immediate family member who has been affiliated as an owner, member, employer, employee, or agent of the USFA's outside auditor or legal counsel;~~
  - ~~E. has been a member of the USFA's Athlete Council;~~
  - ~~F. has or has an immediate family member who has directly or indirectly received compensation or support from the USFA;~~
  - ~~G. has been a member of any constituent group with representation on the Board~~
  - ~~H. has or has an immediate family member who has participated in a fencing competition; or~~

~~I. has or has an immediate family member who has been affiliated as  
an owner, member, employer, employee, shareholder, or agent of any~~

~~person, organization or entity that has done business with or been a member of the USFA during that period, provided that ownership of less than 1% of the equity or indebtedness of a publicly traded entity shall not by itself constitute a disqualification from selection as an Independent Director.~~

- vi. It shall not be a precondition of selection as an ~~At-Large~~~~Independent~~ Director ~~selected for their independent qualifications~~ that the person in question be a member of the USFA at the time of their nomination or confirmation, but no person may assume or continue the position of ~~Independent~~ independent ~~At-Large~~ Director except as a USFA member in good standing. ~~At-Large~~ ~~Independent~~ Directors ~~selected for their independent qualifications~~ must maintain the qualifications as specified in this Subsection 7.4.b.~~iii~~ for their entire term and any successive terms, except to the extent that they became a USFA member as a condition or appointment or to the extent that they hold any governance position with the USFA, FIE, or IWAS in connection with their position as an ~~At-Large~~ ~~Independent~~ Director and any reimbursement of expenses related thereto.
- c. Amateur Fencing Organization Director. As required by the Ted Stevens Amateur and Olympic Sports Act, 36 U.S.C §220522 and the USOPC, USFA will establish an Amateur Fencing Organization Director position under the following conditions. Amateur Fencing Organizations, high-performance management organizations, or Paralympic sports organizations (collectively referred to as Amateur Fencing Organizations) are those that conduct national programs or regular national amateur athletic competitions in the sport of fencing on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur athletic competitions in the sport of fencing; and ensures that the representation reflects the nature, scope, quality, and strength of the programs and competitions of the amateur sports organization in relation to all other programs and competitions in the sport of fencing in the United States. The Board of Directors shall determine whether an organization satisfies the criteria in this Section. ~~Once such a determination is made the Amateur Fencing Organization Director seat will become effective upon such Amateur Fencing Organization providing a comparable director seat on its Board of Directors for a USFA representative.~~ If the seat reserved for such Amateur Fencing Organization has voting rights on the USFA Board, then an additional Athlete Director position, as defined in as defined in this Article, and an additional At-Large Director position will be automatically created to ensure that Athlete Directors comprise not less than 33 1/3% of the elected and appointed Directors. If there is one (1) Amateur Fencing Organization, then that organization shall select a qualified individual to serve as the Amateur Fencing Organization Director. If there is more than one (1) Amateur Fencing Organization, then the Amateur Organizations as a group shall select a qualified individual to serve as the Amateur Fencing Organization Director.



- d. Terms Limited. Except as may be required under Sections 7.4.a.ii.A and 7.4.a.iii, no individual may serve as a Director of any class for more than eight (8) consecutive years. This limitation shall apply to all terms of Directors commencing after September 1, 2020.

**Section 7.5. Qualifying Affirmation, SafeSport, Background Screening, and Conflict of Interest Declarations.** No person shall be qualified for selection or service as an officer or Director of the USFA except upon execution of a writing acceding to the following statement: “As [Chair of the Board] [Treasurer] [Special Board Member] [Director] [other] of the United States Fencing Association I agree and undertake to adhere to high ethical standards and to avoid conflicts of interest as outlined in the Conflict of Interest Policy of USA Fencing. I acknowledge my fiduciary duties of loyalty and care to the United States Fencing Association and understand that those duties supersede my personal interests and the interests of any individual, group, faction or entity. I pledge to devote the full extent of my knowledge, experience and ability in good faith to advance the purposes, objectives, integrity and betterment of the United States Fencing Association.”

Before being placed on a ballot or agenda for election or appointment for the Board of Directors or as an officer, one must pass a Background Screening and have a Conflict of Interest form reviewed by the Ethics Committee.

Each member of the Board of Directors shall have an active SafeSport clearance prior to the start of the USA Fencing fiscal year, as well as a completed Conflict of Interest declaration submitted to the Secretary of the Board. No member of the Board who has failed to complete these requirements shall be permitted to participate and vote in meetings until compliant.

**Section 7.6. Terms of Directors.**

- a. Athlete Directors. Athlete Directors shall serve terms of four years commencing on the first day of September in the year in which they are elected.
- ~~b. Independent Directors. Independent Directors shall serve two-year terms commencing on the first day of September and ending on the last day of August. Two Independent Directors shall be selected in even-numbered years and one Independent Director shall be selected in odd-numbered years. Directors fulfilling the unexpired portion of a vacated position shall serve the remainder of that term.~~
- c. At-Large Directors. At-Large Directors shall serve terms of four years commencing on the first day of September in the year in which they are elected or appointed. Two (2) At-Large Directors shall be elected and two (2) At-Large Directors shall be appointed in year two of the Quadrennium and ~~three~~ two (32) At-Large Directors shall be elected and two (2) At-Large Directors shall be appointed in year four of the Quadrennium. For the purposes of this section, a Quadrennium shall commence upon the earlier of the close of the Olympic Games in which fencing is contested or the first day of September in the last year of the Quadrennium and shall continue until the earlier of the close of the following such Olympic Games or the final day in August in the last year of the Quadrennium. The acceleration or delay of the Olympic Games shall not affect the term of the

Quadrennium.

- d. Amateur Fencing Organization Director. The Amateur Fencing Organization Director shall serve terms of four years if and when the position becomes effective.

- e. Tenure. Once Directors have assumed their positions on the Board of Directors, they shall serve until their successor has been selected and qualified or until the position is vacated or eliminated as provided elsewhere in these Bylaws.

Section 7.67. **Vacancies on the Board of Directors.** Except for vacancies among the Athlete Directors, for which provision is elsewhere made in these Bylaws, vacancies on the Board of Directors, whether resulting from death, disability, resignation, disqualification, removal or otherwise, shall be filled for the balance of the vacated term by a resolution of the Board of Directors appointing to the vacant position a person who meets the qualifications specified by these Bylaws for the position being filled. The Chair of the Board of Directors shall determine a timeline for replacement. The appointment must be made from a list of qualified candidates provided by Nominating Committee pursuant to requirements listed in Section 7.4 with as least as many candidates as there are positions to be filled. The vacated term to be completed by a Director selected pursuant to this section shall not be counted for the purposes of term limits.

Section 7.78. **Anti-Discrimination.** Directors shall be selected without regard to race, color, gender, gender identity, sexual orientation, age, religion, disability status, national origin, or other innate attribute. It is the policy of the USFA that there shall be reasonable representation of both genders on its Board of Directors.

Section 7.89. **Compensation.** Directors of the Board shall not receive compensation for their services as Directors, although the reasonable expenses of Directors may be paid or reimbursed in accordance with USFA's policies. USFA will pay the travel costs to attend the Board meetings for the Athlete Directors. USFA Directors are not disqualified from receiving compensation for services rendered to or for the benefit of USFA in any other capacity. Athlete Directors shall be entitled to obtain compensation from USFA in connection with their capacity as athletes, including all benefits to which all elite athletes are eligible.

Section 7.910. **Quorum.** At any meeting of the Board of Directors a quorum shall be a majority of the Directors then in office. On failure of a quorum, a lesser number shall have the power to adjourn the meeting to a given time and place. The date, place and time of each meeting shall be designated by the Chair of the Board.

Section 7.1011. **Regular Meetings.** The Regular Meetings of the Board of Directors shall consist of one Annual Meeting and two Scheduled Meetings. Regular Meetings shall be conducted with not less than thirty (30) days' notice.

- a. Annual Meeting. The Annual Meeting of the Board of Directors shall be convened during the months of September or October on a date and at a place and time designated by the Chair of the Board.
- b. Scheduled Meetings. One Scheduled Meeting shall be conducted during the Winter and Summer of each year. The Winter Meeting shall be conducted during the month of February and the Summer Meeting shall be conducted during either June or July on a date and at a place and time designated by the Chair of the Board. Scheduled Meetings may be conducted in conjunction with nationally organized tournaments.

- c. Regular Meeting Agendas. Not less than five days prior to any Regular Meeting of the Board of Directors, there shall be delivered to each Director, officer, and the Parliamentarian an agenda of matters proposed to be considered at such meeting. A Director may propose motions not on the agenda at the Annual Meeting, but business not mentioned in the agenda may not be acted on at a Scheduled Meeting unless a majority of the members of the Board of Directors then in office vote to consider the matter.

Section 7.~~4~~~~1~~~~2~~. **Special Meetings.**

- a. Special meetings of the Board of Directors may be called by the Chair of the Board, on at least ten days' written notice to each Director. Special meetings shall be called so as to ensure that no period longer than four months elapses between meetings of the Board of Directors. Special meetings of the Board of Directors shall also be convened upon the written request of four or more Directors that is timely delivered to all Directors, that states the reason for the meeting and that specifies the time and place of the meeting. Special meetings may be conducted in person or otherwise in compliance with these Bylaws.
- b. Not less than five days prior to any Special Meeting of the Board of Directors, there shall be delivered to each Director an agenda of matters proposed to be considered at such meeting. Business not mentioned in the agenda may not be acted on at a Special Meeting unless a majority of the Directors then in office vote to consider the matter.
- c. Any notice required or allowed in this Section may be communicated by email, and agendas may be delivered by email or facsimile or by email directing the recipient to a specified page of the USFA website where the agenda has been posted.

Section 7.~~4~~~~2~~~~1~~~~3~~. **Emergency Meetings.** In cases of true urgency, the Chair of the Board may call Emergency Meetings of the Board of Directors on not less than 24 hours' written notice to each Director. The notice required by this Section may be communicated by email, text or facsimile and shall state the nature of the emergency, the reasons the matter is urgent, and actions proposed to be considered at the Emergency Meeting.

Section 7.14. **Meetings of the Membership.** Annual meetings of the membership shall not be required. Special meetings of the membership shall be held if convened and noticed as provided in Colorado Revised Statutes § 7-127-102.

Section 7.~~4~~~~3~~~~1~~~~5~~. **Waiver of Notice.** Notice of any Annual Meeting or special meeting of the Board of Directors may be waived as provided in the Colorado Revised Nonprofit Corporation Act.

Section 7.~~4~~~~4~~~~1~~~~6~~. **Board Transparency.** Except for privileged or confidential matters taken in executive session, the Board of Director's actions shall be available to members. Regular, Special and Emergency meetings of the Board, except with respect to matters discussed in executive session, shall be open to members of the USFA, provided that the member bears the cost of attendance. Minutes of each meeting, except with respect to matters discussed in executive session, shall be published on the USFA website and otherwise be made available to

members of the USFA. Minutes of each meeting shall include attendees at meetings, potential conflicts of interest, motions made and actions taken, Directors who recuse themselves due to an apparent conflict of interest, and a non-confidential description of any actions taken by the Board

during executive session. Every reasonable effort will be made to publish the minutes within thirty (30) days of the Board meeting.

**Section 7.1517. Conducting and Participating in Meetings.**

- a. Except as otherwise provided in these Bylaws, in the discretion of the Chair of the Board, meetings of the Board of Directors may be conducted telephonically, by video conference or by any means that allows all participants to hear the proceedings and to participate fully therein.
- b. Directors are expected to use diligent efforts to prepare for and attend meetings of the Board of Directors. Directors are required to attend no fewer than two-thirds (2/3) of all Board meetings held in any twelve month period.
- c. Except as otherwise provided in these Bylaws, a specific question or matter that might be considered at a meeting of the Board may be submitted to a vote by mail, facsimile, email or other means at the discretion of the Chair of the Board or upon resolution of the Board of Directors, unless one or more Directors makes an effective written demand that such action not be taken without a meeting. If the matter to be submitted for such a vote is to be considered privileged or confidential, as if taken up in executive session, the notice of the submission shall so state and the Directors shall act accordingly. In the conduct of such votes, the Secretary shall provide notice thereof to each Director containing a clear statement of the question to be voted upon and the date on which voting shall be closed, with a request that each Director cast their vote thereon and communicate it to the Secretary and the Chair of the Board prior to the closing date. The notice shall also state that a failure to respond by casting a vote, abstaining in writing, or demanding in writing that such action not be taken without a meeting, will have the same effect as abstaining in writing. The closing date shall be the earlier of three business days after the provision of notice of the vote to be taken or upon receipt of votes or abstentions from all Directors. The question or matter submitted for decision under this Subsection 7.157.c shall be approved if the affirmative votes equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors then in office were present and voted. Once a matter has been submitted for a vote under this Subsection 7.157.c, it may not be withdrawn after the vote of at least one Director has been received by the Secretary.
- d. ~~Parliamentarian. For each meeting of the Board of Directors there shall be a Parliamentarian, who may be appointed for each meeting or as a standing position, to advise the Board on matters of procedure and who serves at the pleasure of the Board. No person may assume the position of Parliamentarian until they have executed the Qualifying Affirmation provided in Article VII. The person appointed as Parliamentarian shall serve as a non-voting member of the Board of Directors and shall serve at the pleasure of the Chair of the Board.~~

Section 7.1618. **Delegation of Authority.** The Board of Directors may by resolution delegate elements of its authority to individuals, Committees, Task Forces or Commissions, in compliance with this Section.

- a. All delegations by the Board of Directors shall state the specific authority or power being delegated and the limitations thereon.
- b. All acts of any delegate of the Board of Directors shall be reported to the Board of Directors by the person or body to whom the delegation was made.

Section 7.1719. **Legal Counsel.** The Board of Directors shall appoint annually legal counsel to advise and represent the USFA, its Directors, officers and administrators.

Section 7.1820. **Operations Manual, Athlete Handbook, Rules of Competition and Website.** The Board of Directors shall provide for the creation and maintenance of an Operations Manual, an Athlete Handbook and Rules of Competition to provide information about the policies, procedures, and operations of the USFA. Such documents shall include, but need not be limited to: procedures for handling disciplinary issues; resolution of grievances by individuals or organizational members; removal from a team or declaring an athlete, coach, trainer, manager, administrator or official ineligible to participate; and the sanctioning and conduct of fencing competitions. The Operations Manual, Athlete Handbook and Rules of Competition shall be published in a manner that makes them generally and easily available to members of the USFA, including on a website maintained by the USFA for that purpose. All members shall be deemed to have notice of the contents thereof.

Section 7.1921. **Disciplinary Powers and Procedures.** The ultimate disciplinary power of the USFA shall be vested in the Board of Directors.

- a. The adjudication of disciplinary matters by the Grievance and Discipline Committee, Referees' Commission or any other body given disciplinary authority by the Board of Directors or these Bylaws shall be presumed to have the full authority of the Board of Directors and shall be self-executing without further action by the Board of Directors unless appealed. If appealed, the suspension, expulsion, denial of continuation of membership or denial of readmission to membership shall be upheld if approved by the affirmative vote of two-thirds of the Directors voting, provided that at least a majority of the total number of Directors in office cast an affirmative or negative vote on the question. Any other legal sanction may be affirmed or imposed by the Board of Directors upon a majority vote.
- b. Sanctions shall be imposed by the Board of Directors or such designated committee or commission only after adherence to procedures for the protection of the due process rights of the accused. The procedures to be used with respect to resolving disputes on matters of discipline, grievances, eligibility or participation shall be set forth in the Operations Manual, the Athletes Handbook or the published procedures of the designated committees or commissions. All tribunals affecting any individual's participation in

protected competition constituted under this section shall include no less than one-third Athlete members as defined in Appendix II.

- c. The imposition of competitive penalties within the Rules of Competition shall not be considered disciplinary action.

#### Section 7.~~20~~<sup>22</sup>. **Procedures for the Conduct of Meetings of the Board of Directors.**

- a. In the absence of the Chair of the Board ~~and~~ <sup>or</sup> the Treasurer, the Board may by resolution appoint a Director who meets the qualification of the position to preside. In the direction of the Board of Directors, the appointment may be made in advance of any specifically known need therefore.
- b. Unless otherwise provided in these Bylaws, the majority vote of Directors voting on a matter shall be the act of the Board of Directors. The Chair of the Board may, but shall not be required to cast a vote, and on matters requiring no more than a simple majority vote of Directors in attendance, the Chair's failure to vote shall diminish the number of persons counted as present and voting for determination of a majority vote.
- c. Unless otherwise provided by these Bylaws, the Colorado Revised Nonprofit Corporation Act or resolution of the Board of Directors, procedures at meetings shall be governed by Robert's Rules of Order (Newly Revised).
- d. Directors may not vote by proxy.

Section 7.~~21~~<sup>23</sup>. **Transition.** The terms of the At-Large Directors elected as officers in 2020 shall end in and be filled by election in 2024. The term of the At-Large Director elected in 2020 shall be extended from two (2) years to three (3) years, and that position will be filled by election in 2023. The three At-Large Directors elected in 2023 shall serve three (3) year terms ending in 2026. Upon conclusion of the transition in 2026, these Bylaws shall be automatically amended to remove this Section.

The terms of the Independent Directors appointed as officers in 2025 shall be extended from two (2) years to three (3) years, and those positions will be filled by appointment in 2028. Upon enactment of these amended bylaws, those Independent Directors shall become At-Large Directors. Upon conclusion of the transition in 2028, these Bylaws shall be automatically amended to remove this Section.

## ARTICLE VIII ATHLETE COUNCIL

Section 8.1. **Athlete Council.** The Athlete Council shall establish procedures for the selection of athletes to positions in the USFA that are reserved for athletes; shall advise the Chair of the Board and the Board of Directors with respect to issues of concern to athletes; and shall



undertake such projects as the Athlete Council shall determine to be in the interest of USFA athletes and as are assigned to it by the USFA.

Section 8.2. **Terms, Classification and Composition.** The Athlete Council shall be composed of ten or eleven athletes as follows:

- a. Term: Members of the Athlete Council shall be selected following the selection of the USOPC Athlete Advisory Council Representative and Alternate. Members of the Athlete

Council shall be seated for one Quadrennium or until replaced, whichever is later. For the purposes of this section, a Quadrennium shall commence upon the earlier of the close of the Olympic Games in which fencing is contested or the first day of September in the last year of the Quadrennium and shall continue until the earlier of the close of the following such Olympic Games or the final day in August in the last year of the Quadrennium. The acceleration or delay of the Olympic Games shall not affect the term of the Quadrennium.

- b. Classification of Members. Members of the Athlete Council shall fall into the following categories:
  - i. USOPC Athlete Advisory Council Representative(s) and Alternate(s).
  - ii. Weapon Representatives. One member of the Athlete Council shall be selected to represent each of the six internationally recognized weapon and gender categories, making a total of six Weapon Representatives. Such members shall be selected by those athletes qualified to serve in each recognized weapon and gender category as specified below.
  - iii. Should a member of the Athlete Advisory Council be elected to serve as a member of the USOPC AAC Leadership group, that member shall become an ex-officio voting member of the Athlete Advisory Council.
- c. Qualification to Serve: All members of the Athlete Council must satisfy the criteria set forth in Appendix II. Prior to the selection, representatives shall disclose any felony convictions and any other period of ineligibility to serve in sport organizations, such as findings of violations of anti-doping codes or SafeSport violations that were not reversed on appeal.

**Section 8.3. Selection of Athlete Council Representatives.** The procedures for selection of members of the Athlete Council shall assure representation as provided in this Article and shall be determined by the Athlete Council in advance of the selection process. If the Athlete Council cannot or chooses not to adopt selection procedures, the Board of Directors shall do so.

**Section 8.4. Vacancies.** Vacancies in the membership of the Athlete Council that arise for any reason other than the expiration of a member's term shall be filled by a vote of the remaining members of the Athlete Council. Such selection shall assure compliance with the requirements set forth above. Individuals selected to fill vacant positions shall serve the remainder of the vacated term.

## ARTICLE IX ELECTIONS AND APPOINTMENTS

**Section 9.1. Method of Balloting.** The Board of Directors shall provide for a secure and accurate method of electronic voting that assures compliance with the voting qualifications, requirements and procedures set forth in these Bylaws, that protects the secrecy of each member's vote and

that prevents the casting of illegitimate ballots. Such method may, but need not, be the only method for the casting of ballots, unless otherwise provided by these Bylaws. Ballots not cast by electronic means shall be returned to the Election Committee or its designee at the expense and risk of the voter. To ensure the validity and security of electronic voting, no more than two members may use the same email address.

**Section 9.2. Proxy Voting Disallowed.** Each member participating in elections must cast their own ballot. Balloting by proxies in elections is not allowed.

**Section 9.3. Nomination of At-Large Director Candidates.** Candidates for At-Large Directors may be nominated by either of the following methods:

- a. Candidates for At-Large Directors must be nominated by the Nominating Committee except as provided for in Section 9.3.a.iii.
  - i. For candidates from the general membership that are to be appointed by the Board of Directors, the Nominating Committee shall nominate at least as many qualified candidates as there are Directors to be selected, and shall announce its nominees no later than January 15 of the calendar year in which the appointment is to be held.
  - ii. For independent candidates to be appointed by the Board of Directors, the Nominating Committee shall nominate at least as many qualified candidates for the number as there are Directors to be selected. The Nominating Committee shall announce its nominees no later than June 15 of the calendar year in which the selections are to take place.
  - iii. For candidates that are to be directly elected by the membership, the Nominating Committee shall nominate at least as many qualified candidates as there are Directors to be selected plus two additional candidates (n+2), and shall announce its nominees no later than January 15 of the calendar year in which the elections are to be held. The Board of Directors may by majority vote of Directors present and voting have the discretion to modify the slate of candidates for election by the end of the Winter Meeting of the same year so long as other requirements in these Bylaws are met (including but not limited to Sections 7.4 and 9.3.iii). Directors who are up for re-election or appointment must recuse themselves from the vote.
  - iv. All nominees must be announced by publishing the names of the nominees and any report issued by the Committee on the USFA website.
- ~~b. Nominations by the Nominating Committee. The Nominating Committee shall nominate at least as many qualified candidates as there are Directors to be selected, and shall announce its nominees no later than January 15 of the calendar year in which the elections are to be held by publishing the names of the nominees and any report issued by the Committee on the USFA web site.~~
- ~~c. Nominations by Petition. Additional candidates may be nominated by petition, provided that:~~
  - ~~i. The prospective candidate identifies the position for which they seek selection and meet the qualifications of that position; and~~

- ii. ~~Prior to or simultaneously with the submission of supporting petitions, the prospective candidate shall have in writing indicated their willingness to serve and acceded to the Qualifying Affirmation prescribed in these Bylaws; and~~
  - iii. ~~The petitions submitted in support of the prospective candidate include subscriptions from no fewer than 1% of voting members in good standing who have among them named no fewer than two separate regions and 2% of separate officially recognized clubs as their primary affiliation and whose identity and intent are not reasonably subject to doubt. The number of required signatures and clubs will be calculated by the USFA national Office based on the number of eligible voters at the end of the previous fiscal year and will be published with the call for nominations~~
- d. ~~The National Office shall authenticate petitions and the signatures thereon and the Election Committee shall determine whether each person nominated by petition meets the qualifications laid down in these Bylaws for the office being sought; and shall only allow the names of those candidates who submit complying petitions and meet such qualifications to appear on the ballot~~

~~Section 9.4. **Delivery of Petitions.** No petition shall serve to nominate a candidate for any USFA position unless the original petition, an electronic transmission of the original petition in a format~~

~~designated by the USFA National Office, and all other documents required by this Article are received by the National Office of the USFA not later than 5:00 p.m. Mountain Time of the last business day of March of the year in which the election is to be conducted. Proof of mailing of the original petition by certified or registered mail, return receipt requested, or by private delivery service guaranteeing delivery within two days and providing proof of delivery, postage or shipping prepaid, properly addressed to the intended recipient, not less than ten days before due, shall raise a presumption of timely delivery to the addressee. All petitions must be done conducted on paper with hand-written signatures; electronic petitions are not permitted.~~

Section 9.54. **Submissions by Nominees.** The signed Qualifying Affirmation, completed background check, conflict of interest disclosures, agreement to be a candidate and submission to binding arbitration of candidates nominated by the Nominating Committee shall be submitted to the National Office of the USFA by the Nominating Committee with the announcement of its nominations. ~~The signed Qualifying Affirmation, agreement to be a candidate and submission to binding arbitration of candidates nominated by petition shall be submitted to the National Office of the USFA with the petition that purports to make that nomination.~~

~~Section 9.6. **No Multiple Candidacies.** No person may in any one election be a candidate for more than one office or more than one position on the Board of Directors, and no person who is a candidate for an elected office of the USFA may at the same time be a candidate for a position on the Board of Directors.~~

~~Section 9.7. **Proceedings of the Election Committee.** Formal Meetings of the Election Committee shall be open, except for deliberations in arbitration and consultations with legal counsel regarding matters within the protection of the attorney-client privilege. Reasonable notice of meetings of the Election Committee shall be given by posting on the official USFA web site. Candidates for office or their designated representatives may attend such meetings at their own expense.~~

Section 9.85. **Electioneering.** The Election Committee shall prescribe reasonable rules for the posting of electioneering materials by candidates for office on the USFA website, which materials shall be subject to reasonable approval by the Election Committee to exclude profane, illegal or defamatory materials.

Section 9.96. **Timing of Elections.** The Election Committee shall establish the dates for balloting in all USFA elections, provided that:

- a. The period during which ballots may be cast shall not be less than two weeks in duration; and
- b. The period for casting ballots for ~~officers and~~ Directors in a regular election shall end no later than June 25; and
- c. In the event a ~~recall vote~~ **special election** is required, the Election Committee shall establish dates for ~~the nomination of candidates by the Nominating Committee;~~ **nomination of candidates by**

~~petition and~~ the period during which ballots may be cast that are as expeditious as possible while adhering to the general principles set forth in this Article, provided that strict compliance with time frames and dates stated herein is not required.

Section 9.~~10~~**7. Ranked Preferential Voting.** In elections by the membership to fill positions in the USFA ~~conducted after July 31, 2020~~, the Election Committee shall provide a method of ranked preferential voting, and the candidate (if only one is to be elected) or candidates (if more than one is to be elected) receiving the greatest preference shall be elected. In case of a tie, the Chair of the Election Committee shall draw lots to determine the winner.

Section 9.~~11~~**8. Method of Selecting Elected At-Large Directors.** The ~~elected~~ At-Large Directors shall be selected in balloting conducted under the supervision of the Election Committee.

Section 9.~~12~~**9. Consent to Arbitrate.** No person may be elected to a position in the USFA or appear on the ballot therefore who has not agreed in writing, in such form as may be prescribed by the Election Committee, to submit to binding arbitration by the Election Committee of all disputes arising out of the election as the sole, final and exclusive means of resolving such disputes.

Section 9.~~13~~**10. Arbitration Rules.** In arbitrating disputes, the Election Committee shall conduct a self-administered arbitration and, to the extent practical, shall follow the Election Rules of the American Arbitration Association and shall preserve the due process rights of the parties.

## ARTICLE X

### REMOVAL OF OFFICERS, ~~DIRECTORS~~ MEMBERS OF THE BOARD, AND COMMITTEE MEMBERS

Section 10.1. **Exclusive Procedure.** Officers, Directors and committee members may be removed from the positions to which they have been duly selected only by the procedures set forth in this Article or by judicial proceedings in compliance with the Colorado Revised Nonprofit Corporation Act.

Section 10.2. **Removal for Cause.** No Director may be removed except for cause. “Cause” ~~shall include but shall not be limited to~~~~shall mean~~: (i) the commission of a crime injurious to the USFA’s image, reputation or operation or that involves dishonesty, breach of trust, or physical harm to any person; (ii) engaging in conduct that is in bad faith and materially injurious to the USFA, including but not limited to, misappropriation of property, profiting from a undisclosed conflict of interest, advancing the undisclosed conflict interest of another, or placing one’s own gain or advantage above that of the USFA; (iii) willfully refusing to implement or follow a lawful policy or rule or directive of the USFA; (iv) engaging in misfeasance, malfeasance or dereliction demonstrated by a pattern of willful failure faithfully to perform the duties of the position ~~outlined in Article V, Section 7.2 of these amended bylaws~~; (v) fraud or deception in

demonstrating the Director's qualification to serve on the Board of Directors; (vii) failure to pass a required background check or otherwise failing to meet the requirements of the position from which the person is being removed; or (viii) failure to attend more than two-thirds (2/3) of the

meetings of the Board during any twelve (12) month period, unless the Director is able to demonstrate to the other Directors of the Board that the presence of exigent circumstances caused and excused the absences. Unless such voting is part of a violation of a USA Fencing policy, no Director shall be subject to removal or to not being re-nominated based on how they vote as a Director.

**Section 10.3. Removal of Directors.** Directors may be removed only by the group that elected or appointed them. A director may be removed only if the number of votes cast to remove the Director would be sufficient for an initial election or appointment. Directors may be removed in the following manner:

- a. ~~No Director may be removed until the Board of Directors shall have adopted a resolution stating the grounds for removal and providing notice thereof to the affected Director. At a meeting of the Board of Directors conducted not less than 30 days after the provision of such notice, the affected Director shall be given the opportunity to address the charges, including the opportunity to present testimony and other evidence and to do so personally or with the assistance of counsel. Removal shall take place upon the affirmative vote of two-thirds of the Directors present and voting, not including the affected Director, provided that at least a majority of the Directors cast an affirmative or negative vote on the question of removal. Upon failure of a vote to remove, the affected Director shall be returned to good standing, and no subsequent resolution calling for the Director's removal shall be predicated on the same acts, omissions, occurrences or events as the failed resolution.~~
- b. A Director appointed by the Board of Directors may be removed by a two-thirds (2/3) affirmative vote of Directors present at any duly noticed meeting of the Board provided notice of the motion seeking removal and grounds for said removal are included in the published agenda for the meeting and the Director in question is given an opportunity to address the Board before the vote to remove is taken.
- c. A Director elected by members may be removed by the membership category or body that elected such Director in a recall election. A recall vote is initiated by a majority affirmative vote of Directors present at any duly noticed meeting of the Board provided notice of the motion seeking removal and grounds for said removal are included in the published agenda for the meeting and the Director in question is given an opportunity to address the Board before the vote to initiate a recall is taken.

**Section 10.4. Removal of Non-voting Board Members**~~Treasurer or Special Board Members.~~ The Treasurer, Secretary, Parliamentarian, or Special Board Members of the USFA may be removed by the Board of Directors, with or without cause, as follows:

- a. The Treasurer may be removed only after having been provided notice and an opportunity to be heard by the Board of Directors and upon the affirmative vote of two-thirds of the Directors present and voting.
- b. The Special Board Members, Secretary, or Parliamentarian may be removed by a duly adopted resolution of the Board of Directors.

**Section 10.5. Removal of Committee Members.** Any committee member of the USFA may



be removed by the Board of Directors, with or without cause, by a duly adopted resolution of the Board of Directors.

**Section 10.6. Removal of the Chair of the Board of Directors.** The Chair of the Board of Directors serves at the pleasure of the Board and may be removed from and replaced in that position at any time provided notice of the motion seeking removal is included in the published agenda for the meeting at which removal or replacement will be sought and the person holding the position is given an opportunity to address the Board before the vote to remove or replace is taken. The person holding the position of Chair of the Board of Directors continues to serve as an ~~At-Large~~ Director unless removed from the Board itself in compliance with Section 10.3 of these Bylaws.

**Section 10.7. Financial Obligations.** It is the duty of every member to remain in good financial standing with the USFA. Notwithstanding any provision of these Bylaws to the contrary, the membership rights of any member who is more than ninety (90) days in arrears on any amount

owed to the USFA will be administratively suspended without further action than notice given to the member's email address or mailing address of record. Such suspension is not considered disciplinary action and is not contingent on any procedures regarding the same. However, any member who contests such action may file a complaint and have the validity and amount of the claimed balance due established under the procedures prescribed for the resolution of grievances.

## **~~ARTICLE XI MEETINGS OF THE MEMBERSHIP~~**

~~Section 11.1. **Annual Meeting of the Membership.** The annual meeting of the membership shall be conducted in conjunction with the Summer Meeting of the Board of Directors on a date and at a place and time designated by the Chair of the Board.~~

~~Section 11.2. **Special Meetings of the Membership.** Special meetings of the membership may be called by the Chair of the Board or by the Board of Directors at a time and place of which there shall be not less than 30 nor more than 60 days' notice, and shall be called by the Chair of the Board upon the written request of 100 voting members in good standing who have among them named no fewer than ten different clubs among their primary affiliations. Only business specified in the notice of a special meeting may be conducted at such meeting. Unless a vote of the membership is required by the notice of the meeting, special meetings may be conducted by telephone or video conference at the discretion of the Chair of the Board or, if the stated purpose of the meeting creates a conflict of interest for the Chair of the Board, at the discretion of the Board. Special Meetings of the Membership at which votes will be required shall be held in conjunction with the next Regular Meeting of the Board.~~

~~Section 11.3. **Voting at Meetings.** All members of the USFA may attend meetings of the membership, but only those whose membership class includes voting rights may vote at meetings of the membership. Any person entitled to vote may do so at meetings of the membership in person or by proxy.~~

~~Section 11.4. **Rules Regarding Proxies.** The following rules govern the validation and exercise of proxy appointments at any meeting at which members are entitled to vote by virtue of their membership status. No particular form of appointment is required.~~

- ~~a. No person may act as a proxy who is not a voting member in good standing.~~
- ~~b. No appointment of a proxy shall be valid unless (1) the person appointing the proxy would be eligible to vote if present in person; (2) the appointment is given in writing, is signed and dated by the member appointing the proxy and includes that person's USFA membership number; (3) the writing names the person being appointed as proxy, or the persons who may act as proxy, in order of preference, against the eventuality that one or more appointees are not present; (4) the writing appointing the proxy has been received by the National Office of the USFA for verification not less than ten (10) calendar days before the meeting at which the proxy is to act.~~
- ~~c. The appointment of a proxy shall be construed as granting to the proxy the authority to vote on all matters that may come before the meeting, unless the writing appointing the~~

~~proxy contains specific instructions regarding the exercise of the appointing member's vote, which instructions shall be honored.~~

~~d. Unless the writing appointing a proxy specifies a date on which it expires, appointments shall be assumed valid only for the meeting of the membership immediately following the date of the appointment and for adjournments thereof.~~

~~e. The appointment of a proxy shall be deemed withdrawn by the presence of the appointing member, by the presentation of a valid appointment bearing a later date, or by written notice withdrawing the appointment.~~

~~Section 11.5. **Action Taken Without a Meeting.** The Board of Directors may refer matters to the membership to be voted upon in conjunction with an election, and the procedures prescribed in these Bylaws for elections shall govern the balloting thereon.~~

~~Section 11.6. **Conduct of Meetings.** All meetings of the membership shall be conducted in open session and shall be presided over by the Chair of the Board. In the absence of the Chair of the Board, the first order of business shall be the election of a person to conduct the meeting. Procedures at meetings of the membership shall be conducted in accordance with Robert's Rules of Order (Newly Revised), except as otherwise provided in these Bylaws.~~

~~Section 11.7. **Quorum and Manner of Acting.** At any meeting of the membership, a quorum shall consist of 200 voting members in good standing present in person or by proxy who have among them named no fewer than twenty different clubs among their primary affiliations. Once a quorum has been established, all actions duly taken at that meeting shall be valid, notwithstanding the departure of sufficient members to reduce the number present and voting below that required for a quorum. All business to come before a duly constituted meeting at which a quorum is present shall be decided by majority vote.~~

~~Section 11.8. **Business to Be Transacted.** In addition to such other business as these Bylaws provide shall be addressed by the membership and such other business as is specified in the notice of the meeting, at all Annual Meetings of the membership the Chair of the Board, Treasurer and Chief Executive Officer shall report significant events that have transpired since the previous report rendered by such persons. The members may at any meeting of the membership propose resolutions for consideration by the Board of Directors, and if approved by the members, such proposed resolutions shall appear on the agenda of the next meeting of the Board of Directors at which consideration of the proposed resolutions would be in order.~~

## **ARTICLE XII COMMITTEES AND COUNCILS**

~~Section 12~~**1.1. Committees.** All Committees shall be "Committees of the Board." A "Committee of the Board" is a committee created by these Bylaws or that is created by and that may be disbanded by resolution of the Board of Directors.

Section 121.2. **Operational Resource Groups.** Committees of the USFA that are charged with supporting operations will be classified as an Operational Resource Group and further defined as one of the following:

- a. Commission: A “Commission” is a committee of the USFA that is charged with operational support. Commissions may (i) comprise members who are not subject to annual reappointment; (ii) be populated other than by appointment of the Chair of the Board; and (iii) be authorized to select its own Chair.
- b. Resource Group: A “Resource Group” is a committee of the USFA constituted for the purpose of providing ongoing support and guidance to the USFA or any of its bodies or constituencies.

Section 121.3. **Task Force.** A “Task Force” is a Committee of the Board or USFA constituted for a single or specific purpose that is limited in scope or in time. A task force is disbanded automatically upon fulfillment of its purpose or upon expiration of its stated duration.

Section 121.4. **Composition.** All individuals serving on committees shall be members of the USFA in good standing who meet the qualifications for At-Large Directors, and unless otherwise provided in these Bylaws, may, but need not be, Directors.

- a. Athlete Representation. All committees shall include no less than one-third Athlete members selected by the Athlete Council who meet the qualifications required by Appendix II, as applicable. On any committee that oversees selection of athletes, coaches, or staff for para fencing Protected Competitions, at least half of the athlete members must have met the requirements set forth in Appendix II by competing in a para fencing event.
- b. Gender Representation. Except as otherwise provided in these Bylaws and to the extent practicable while maintaining standards for qualified committee personnel, it shall be the goal of USA Fencing to appoint committee members whose gender reflects their proportion within the general membership of USA Fencing. For the purposes of achieving this aspiration, non-binary individuals shall be considered to be of the gender with which they identify.
- c. Para fencing Community Representation. Except as otherwise provided in these Bylaws and to the extent practicable while maintaining standards for qualified committee personnel, it shall be the goal of USA Fencing to include in each committee’s membership at least one representative from the para fencing community. For the purposes of achieving this aspiration, “para fencing community” shall include para fencing athletes, referees, coaches, and others who have demonstrated knowledge of para fencing and support for para fencing athletes.
- d. Ethnic Diversity. Except as otherwise provided in these Bylaws and to the extent practicable while maintaining standards for qualified committee personnel, USFA shall strive for ethnic diversity in committee membership and shall encourage committee participation by members who belong to minority ethnic groups.

Section 11.5 **Liaisons.** All committees will have an ex-officio Board Liaison and Staff Liaison:

- a. Board Liaison. Board Liaisons will be selected from among the Board of Directors (voting or non-voting members) per Section 11.6. They may be either a non-voting or a voting member of the committee depending on their designation upon appointment. They will sponsor any motions from the group, and provide mutual insight and facilitate knowledge sharing between the Board of Directors and their assigned group.
- b. Staff Liaison. Staff Liaisons will be selected from among the National Office staff by the Chief Executive Officer. They are non-voting members of their assigned committee. They will facilitate meetings, keep attendance, and liaise with the National Office for any operational needs.

Section ~~12.5~~11.6. **Appointments.** Unless otherwise provided by these Bylaws or a resolution of the Board of Directors, the Chair of the Board, with the approval of the Board of Directors, shall appoint the members of committees and designate the **Board Liaisons** and Chairs thereof (**Chairs are optional for Resource Groups**).

Section ~~12.6~~11.7. **Audit Committee.**

- a. Purpose. The Audit Committee shall have primary responsibility for reviewing and overseeing the financial procedures, controls, reports, and regulatory filings of the USFA, and reporting on the foregoing to the Board of Directors. The Audit Committee, with approval of the Board, shall annually select a qualified auditor to certify the financial reporting of the USFA. The Board of Directors may assign other duties consistent with and related to the functions specified in this Subsection ~~12.6~~11.7.a.
- b. Composition. The Audit Committee shall consist of four members chosen by the Board of Directors and two Athletes who meet the qualifications required in Appendix II. Of the members selected by the Board, at least two shall be Directors who are not officers and at least one shall be an Independent Director; provided, however, that the Treasurer may not serve on the Audit Committee. Members shall serve staggered terms of two years. The Board of Directors shall select the Chair of the Audit Committee. The Board of Directors and the Athlete Council shall provide for staggered terms of the members each body selects by limiting one half of its initial appointees after the effective date of these Bylaws to a one-year term and the other half will have an initial two-year term.

Section ~~12.7~~11.8. **Budget Committee.**

- a. Purpose. The Budget Committee shall have primary responsibility for working with the professional staff and exercising oversight in the development and formulation of the USFA's annual budget; presenting the budget to the Board of Directors for its review, revision and approval; monitoring budgetary performance; recommending variances to the budget; and reporting on the foregoing to the Board of Directors at each meeting of the Board.
- b. Composition. The Budget Committee shall consist of six voting members: the Treasurer,

who shall be Chair of the Budget Committee; three other members of the Board of Directors elected by the Board; and two athletes who meet the qualifications required in Appendix II, one of whom shall be female and one of whom shall have qualified as a Parafencer. The Chief Executive Officer of the USFA, or another staff member designated by the Chief Executive Officer, shall be a non-voting member of the Budget Committee. Members shall serve terms of one year.

Section ~~12.8~~11.9. **Election Committee.**

- a. Purpose. The Election Committee shall be responsible for fairly administering the elections by the membership of national officers and positions on the Board of Directors specified in these Bylaws; for deciding issues raised and encountered during the conduct

of elections; and for overseeing balloting on other matters as provided by these Bylaws or by resolution of the Board of Directors. Among its duties, the Election Committee ~~shall validate the submissions of all candidates for nomination by petition;~~ shall enforce such electoral rules not inconsistent with these Bylaws as the Board of Directors may adopt; shall make such additional electoral rules as are necessary and not inconsistent with rules adopted by the Board of Directors or specified in these Bylaws; ~~shall provide a template form of petition that may be used by any candidate;~~ shall decide challenges to qualifications of candidates and compliance with election procedures; shall provide for the distribution, validation and tallying of ballots; shall certify the results of elections; and shall arbitrate, after notice and an opportunity to be heard, the grievances of any interested party concerning electoral procedures.

- b. Composition. The Election Committee shall consist of six members, four of whom are selected by the Board of Directors at its Annual Meeting and two athletes, who meet the requirements in Appendix II, selected by the Athlete Council. Each member of the Election Committee, however chosen, shall serve a term of two years commencing with adjournment of the Annual Meeting of the Board of Directors, but shall continue to serve until their successor has been elected and qualified. If there is a vacancy on the Election Committee, the body that selected the member who is no longer serving shall select the successor. No person may serve on the Election Committee who is candidate for office or other elected position within the USFA or who holds a position for which an election or preparations for an election can be reasonably anticipated while such person is a member of the Election Committee, provided that any person who irrevocably renounces their right to seek reelection is not disqualified from service. The Election Committee shall select one of its members to serve as chair on an annual basis. The Board of Directors and the Athlete Council shall provide for staggered terms of the members each body selects by limiting one half of its initial appointees after the effective date of these Bylaws to a one-year term and the other half will have an initial two-year term.

- ~~c. Proceedings. The proceedings of Election Committee shall be open, except for personnel matters, deliberations in arbitration and consultations with counsel concerning legal matters within the protection of the attorney-client privilege. Meetings shall be announced with sufficient advance notice that candidates or their representatives may, at their own expense, attend in person or by electronic means.~~

#### Section ~~12.9~~11.10. **Nominating Committee.**

- a. Purpose. The Nominating Committee shall be responsible for selecting candidates for elected positions and offices in the USFA as specified in these Bylaws, and in so doing shall take care to select candidates who possess experience and knowledge pertinent to the purposes, interests and needs of the USFA.
- b. Composition. The Nominating Committee shall comprise six members of whom two athletes, who meet the requirements in Appendix II, shall be selected by the Athlete Council for two-year staggered terms and four shall be selected by the Board of Directors, with one drawn from each of the following groups for staggered two-year



terms. The first selection of the Nominating Committee after the effective date of these Bylaws will provide that one-half of those selected shall have an initial one-year term and the other half will have an initial two-year term:

- i. A current or former At-Large Director with at least four years' service on the Board or a former officer with similar experience;
- ii. Either a coach with a demonstrated record of producing fencers who perform at a high level or a principal of an established operating fencing club;
- iii. Active officials (referees, armorers, bout committee members, Referees' Commission members) who have regularly staffed national tournaments during the two years preceding their appointment; and
- iv. Current or past Independent Directors or appointed At-Large Directors who meet the definition of "independent" as set out above.

The Chief Executive Officer or another member of the professional staff designated by the Chief Executive Officer shall serve as a resource at the request of the Nominating Committee. No person may serve on the Nominating Committee who is a candidate for office or other elected position within the USFA or who holds a position for which an election or preparations for an election can be reasonably anticipated while such person would be a member of the Nominating Committee, provided that any person who irrevocably renounces their right to seek reelection is not disqualified from service. The Nominating Committee shall annually select its chair. Any vacancy on the Nominating Committee shall be filled by a person of the same qualifications as the vacating member.

#### Section ~~12.10~~ 11.11. **Ethics Committee.**

- a. Purpose. The Ethics Committee shall promote and help sustain a culture of ethical conduct throughout the USFA. The Ethics Committee shall review all USFA codes of conduct, conflict of interest regulations and disclosures, and other policies and reports addressing prescribed and recommended standards of behavior of USFA members, contractors and employees. The Ethics Committee may recommend to the appropriate promulgating authority proposals for adoption, revision and improvement of codes and policies concerning ethical conduct of persons associated with the USFA. The Ethics Committee shall prescribe standards and forms for the disclosure of actual, apparent and potential conflicts of interest, and shall not less frequently than annually review such disclosures and make a report thereof to the Board of Directors.
- b. Operations. The Ethics Committee shall:
  - i. address inquiries regarding the applicability, compliance or non-compliance with promulgated ethical standards that are referred to it by the National Office, Board of Directors, USFA members, or undertaken on its own initiative



- ii. review on an ongoing basis all USFA codes of conduct, conflict of interest regulations, and other policies addressing prescribed standards of behavior of USFA members, contractors and employees, and shall recommend to the Board of Directors revisions thereto;
  - iii. review and opine on conflict of interest concerns referred to it by those charged with the initial review of conflict of interest disclosures; and
  - iv. refer to the Grievance and Disciplinary Committee (or its designated administrator) or to another appropriate body any recommendations for commencement of disciplinary proceedings that the Ethics Committee deems advisable.
- c. **Composition.** The Ethics Committee shall consist of six members, four of whom shall be chosen by the Board of Directors and two athletes, who meet the requirements in Appendix II. Of the members chosen by the Board, at least one shall be an individual who meets the criteria for Independent Directors and at least one shall be a licensed attorney who is actively practicing law. The athlete members shall be selected by the Athlete Council. The Board of Directors shall select the Chair of the Ethics Committee. Each member of the Ethics Committee, however chosen, shall serve a term of two years commencing with adjournment of the Annual Meeting of the Board of Directors. If there is a vacancy on the Ethics Committee, the body that selected the member who is no longer serving shall select a successor who qualifies for and meets the requirements of the vacant position. The Board of Directors and the Athlete Council shall provide for staggered terms of the members each body selects by limiting one half of its initial appointees after the effective date of these Bylaws to one-year terms.

Section ~~12.11~~ **11.12. Referees' Commission.** The Referees' Commission is both a Committee of the Board and an Operational Resource Group.

- a. **Purpose.** The Referees' Commission shall be responsible for:
  - i. the recruitment, development and evaluation of referees;
  - ii. the appointment of referees to national competitions and to such international competitions as USA Fencing is allowed;
  - iii. for maintenance of the Rules of Competition;
  - iv. for the creation of ethical standards for referees and for the creation and maintenance of an Ethics Subcommittee of the Referees' Commission to provide for the disposition of complaints alleging violation of those standards;
  - v. for providing a method of addressing grievances between referees that are not within the exclusive jurisdiction of another authority;

- vi. for representing and advancing the interests of the referee corps; and
- vii. for advising the USFA on matters of concern to referees and regarding refereeing.

b. Composition.

- i. The Referees' Commission shall be organized under the leadership of a Chair, Vice-Chairs of Domestic Grassroots Development, Domestic National Development Rules and Examinations, International Development and Assignment, and Ombudsman, and three athletes.
- ii. The Chair and Vice-Chairs of the Referees' Commission shall be elected by experienced referees. The standards for electors and the method for nominating candidates for these positions shall be determined by the Board of Directors consistent with these Bylaws, and Nominees for the positions shall be elected by a vote of the electors that is conducted by the Election Committee, and notwithstanding Section 9.107 of these Bylaws, such election shall be by simple majority.
- iii. Athlete members, who meet the requirements in Appendix II, of the Referees' Commission shall be selected by the Athlete Council.
- iv. The Vice-Chairs may constitute advisory groups to assist them in the discharge of their obligations. Advisory groups shall be populated by persons chosen by the Vice-Chairs on consultation with the Chair of the Referees' Commission, but shall not be considered members of the Referees' Commission and shall not vote on matters that come before it.
- v. The Chair of the Referees' Commission may constitute and appoint additional subcommittees to assist the Referees' Commission in meeting its obligations and achieving its goals and may disband such subcommittees in the Chair's discretion. Subcommittees shall be populated by persons chosen by the Chair on consultation with the Vice-Chairs of the Referees' Commission. Subcommittee members need not be members of the Referees' Commission and shall not be considered members of the Referees' Commission.

Section ~~12.12~~11.13. **Diversity, Equity, Inclusion and Belonging Committee.**

- a. Purpose. The Diversity, Equity, Inclusion and Belonging (DEIB) Committee serves to create and provide meaningful opportunities to advise the organization, and increase the presence and protection of underrepresented communities within USFA governance. The DEIB Committee will advocate for interests of underrepresented groups relating but not limited to race, disability status, gender, gender identity, ethnicity, religion, political opinions, family status or other innate attribute.
- b. Operations. The DEIB Committee shall:

- i. Advise the Board and National Office on any matters concerning or relating to diversity, equity, inclusion and belonging. The DEIB Committee will make recommendations regarding Bylaws, policies, processes, and practices;
  - ii. Assist the Board of Directors with diverse representation on the Board, Committees, **Councils, Task Forces**, and Resource Groups in ensuring that diverse perspectives and views are included in governance matters;
  - iii. Identify qualified candidates for leadership positions to be considered in the selection process on the Board, Committees, **Councils, Task Forces**, and Resource Groups;
  - iv. Educate and prepare interested individuals to serve in USFA governance; and
  - v. Address inquiries regarding the applicability, compliance or non-compliance with anti-discrimination standards.
- c. **Composition.** The DEIB Committee shall consist of six members, three of whom shall be chosen by the Board of Directors, one of whom shall be selected by the DEIB Committee, and two athletes, who meet the requirements in Appendix II. Board of Directors shall choose individuals whose demographics are underrepresented in leadership, prioritizing the qualified candidates identified by the DEIB Committee. Membership shall be comprised of a diverse range of identities including, but not limited to: expertise, status as an athlete, roles within the USFA community, and statements of interest.

#### Section ~~12.13~~ 11.14. **Grievance and Discipline Committee.**

- a. **Purpose.** The Grievance and Discipline Committee shall be responsible for the administration and adjudication of all grievances and disciplinary complaints falling within its jurisdiction as prescribed by the Board of Directors and not assigned by these Bylaws to another authority.
- b. **Operations.** The Grievance and Discipline Committee shall operate under procedures adopted by the Board of Directors. To the extent not inconsistent with Board of Directors prescribed procedures, the Grievance and Discipline Committee may adopt such practices and procedures as it deems appropriate and useful to the discharge of its duties.
- c. **Composition.** The Grievance and Discipline Committee shall consist of six members, four of whom shall be chosen by the Board of Directors, and two athletes who meet the requirements in Appendix II. Of the members chosen by the Board of Directors, none shall be a member of that body and at least two shall be licensed or retired attorneys. The athlete members shall be selected by the Athlete Council. The Chair of the Grievance and Discipline Committee shall be selected by the Board of Directors and shall be a licensed or retired attorney. Each member of the Grievance and Discipline Committee, however chosen, shall serve a term of two years commencing with adjournment of the Annual Meeting of the Board of Directors at which they are selected, and there shall be at least

one licensed or retired attorney in each two-year cohort. If there is a vacancy on the Grievance and Discipline Committee, the body that selected the member who is no longer serving shall select a successor who qualifies for and meets the requirements of the vacant position to fill the balance of the term of the vacating member. The Board of Directors and the Athlete Council shall provide for staggered terms of the members each body selects by limiting one half of its initial appointees after the effective date of this Section ~~12.13~~11.14 to one-year terms.

Section ~~12.14~~11.15. **Coaches Committee.**

- a. Purpose: The Coaches' Committee provides the voice of the coaching community to USA Fencing, working in concert with the Board of Directors, and, where appropriate, the National Office to provide advice on matters that affect the Coaching Community of USA Fencing. The Coaches' Committee shall be responsible for:
  - i. Representing and advancing the interests of the USA Fencing coaching community;
  - ii. Advising USA Fencing on matters of concern to coaches and regarding coaching;
  - iii. Promoting the growth and excellence of fencing in the United States;
  - iv. Supporting development of the culture of Fencing within the coaching community – in particular the retention of athletes into coaches and the fostering of an outstanding and positive culture within Fencing;
  - v. Providing a direct voice to the Coaching Community and sounding board for coaching issues;
  - vi. If requested, provide high performance director with feedback on national coach selection;
  - vii. Requesting changes to the National Office, the Tournament Committee, the Sports Performance Resource Group, the Hall of Fame Committee, and the Referees' Commission regarding coaching-related topics; and
  - viii. Identifying and reporting issues regarding the coaching community and providing constructive ideas for resolution.
- b. Composition: The Coaches' Committee shall comprise nine members and be organized as follows:
  - i. 6 members appointed by the Board of Directors, of whom
    - A. No fewer than one member identifies as a lesser represented gender; and
    - B. One member is approved by the Paralympic Development Resource Group; and

- C. Must have a Coach membership type with USA Fencing as of July 31<sup>st</sup> of the membership year immediately prior to appointment; and
- ii. Three athletes who meet the requirements in Appendix II, selected by the Athlete Council

Section ~~12.15~~11.16. **Meetings.** Except as otherwise provided in these Bylaws, every committee shall meet from time to time at the call of the Chair thereof, and it shall be the duty of the Chair to call a meeting upon the written request of a majority of the members of the committee, of the Board or of the Chair of the Board. Except as otherwise provided in these Bylaws, in the discretion of the chair, meetings of committees may be conducted telephonically, by video conference or by any means that allows all participants to hear the proceedings and to participate fully therein.

Section ~~12.16~~11.17. **Committee Reports.** Except as otherwise provided in these Bylaws, the Chair of each Committee shall render a full report of its activities upon the request of the Chair of the Board or the Board of Directors and in any event not less than three weeks prior to the Annual Meeting of the Board of Directors.

Section ~~12.17~~11.18. **Committee Member Attendance.** Committee members are expected to attend all scheduled committee meetings of which they are a member. Each committee member is required to attend no less than two-thirds (2/3) of the committee meetings of which they are a member during any twelve (12) month period.

Section ~~12.18~~11.19. **Compensation.** Committee members shall not receive compensation for their services as committee members. USFA committee members are not disqualified from receiving compensation for services rendered to or for the benefit of USFA in any other capacity. Each committee member shall be bound by the Conflict of Interest Policy of USFA.

Section ~~12.19~~11.20. **Terms of Service.**

- a. Unless otherwise provided in these Bylaws and except for the Referees' Commission, appointed committee members shall serve terms approximating two years, from the date of the Annual Meeting of the Board of Directors nearest their appointment until the later of the Annual Meeting of the Board of Directors in the second calendar year thereafter or their successor has been elected and qualified.
- b. In the event a committee member is selected to fill a vacancy resulting from the removal, resignation, or ineligibility to serve of a committee member, the newly selected individual shall serve the unexpired portion of the vacated term, but for the purposes of Section ~~12.20~~11.21, the individual shall be deemed to have commenced service on the date of the Annual Meeting of the Board of Directors nearest their appointment.
- c. Chairs and Vice-Chairs of the Referees' Commission shall serve terms commencing on August 1 of the year in which they are selected and ending on July 31 four years later, with the Chair, Ombudsman, and Vice-Chairs of Domestic Development – Grassroots and Domestic Development – National being selected in the years when the Summer

Olympic Games are regularly scheduled to be held and the other members of the Referees' Commission selected in the even numbered years between regularly scheduled Summer Olympic Games. The acceleration or delay of the Olympic Games shall not affect the terms of Referees' Commission members.

- d. The Board of Directors and the Athlete Council shall provide for staggered terms for the members each body selects by designating one half of its appointees chosen in 2024 to serve two-year terms.

Section ~~12.20~~11.21. **Term Limits.** Beginning with the Annual Meeting of the Board of Directors in 2024, and unless otherwise provided in these Bylaws, a committee member shall be permitted to serve up to eight (8) consecutive years on a given committee, after which they are ineligible for service on that committee for a period of one (1) year. After a one (1) year gap in service, the individual shall be eligible for reappointment to that committee and the limitation period shall begin to run anew. The board of Directors may in its discretion exempt particular individuals from the limitations set forth in this section.

Section ~~12.21~~11.22. **Councils.** The Board of Directors may from time to time authorize the formation and dissolution of groups to be known as "councils" to provide forums for groups who share a special interest in the governance and operation of USFA. Councils are not committees and do not have the authority to make decisions for or to bind USFA. Councils may be formed to facilitate communication with, and discussion by, constituencies with special knowledge or interests, and such councils may make recommendations to the Board of Directors, committees, or the CEO. Athlete representation on Councils is optional.

## ARTICLE XIII ~~INDEMNIFICATION~~

Section ~~13.1~~12.1. **Right to Indemnification.** The USFA shall indemnify its present and former Directors, officers, employees, committee members, agents, official representatives and any other person serving or who has served the USFA in any capacity at its request against expenses actually and reasonably incurred by such person (including but not limited to judgments, costs and legal fees and expenses) in connection with the defense of any pending or threatened litigation to which such person is, or is threatened to be made a party, because of that person's service in any of the enumerated capacities. The right of indemnification shall extend to expenses of litigation that is compromised or settled, including amounts paid in settlement, if USFA has approved such settlement. For the purposes of this Article, "litigation" shall include both judicial proceedings and arbitrations. The right to indemnification shall accrue only to persons who acted in good faith and in a manner reasonably believed at the time by such person to be in, and not opposed to, the best interests of the USFA. The termination of litigation by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in and of itself create a presumption that the person seeking indemnification did not act in good faith or in a manner reasonably believed at the time to be in the best interest of the USFA.



Section ~~13.2~~12.2. **Approval of Payment.** At a meeting at which a quorum of disinterested Directors has been obtained, the Board of Directors, acting by majority vote of the disinterested Directors present and voting on the matter, shall determine by resolution whether a person seeking indemnification has met the criteria and standards of conduct set forth above and if so, the amount to be indemnified. Such determination shall be final. If a quorum of disinterested Directors cannot be obtained, or if a majority of the disinterested Directors who constitute a quorum shall so resolve, such determination can be made by the Board upon the opinion in writing of independent legal counsel that indemnification is proper in the circumstances because the person seeking indemnification meets the criteria and standard of conduct set forth above and has demonstrated that the amounts to be reimbursed or paid are properly eligible for payment under that Section.

Section ~~13.3~~12.3. **Advance Payment of Expenses.** Any expenses incurred by any person qualified for indemnification in connection with the defense of litigation may be paid by the USFA in advance of a final disposition of such litigation upon receipt of a written undertaking by such person to repay any amounts advanced if it is ultimately determined that the person or the expenses are not eligible for indemnification under this Article.

Section ~~13.4~~12.4. **Insurance.** The USFA shall continuously maintain one or more policies of insurance reasonably anticipated to provide coverage for the obligations described in this Article. This requirement states a minimum amount of the coverage to be obtained and does not restrict the USFA from procuring insurance that provides broader coverage. The Board of Directors shall review and establish the minimum level of coverage each year as part of its approval of the Budget for the ensuing year.

Section ~~13.5~~12.5. **Amendment.** No repeal or modification of this Article shall adversely affect any right to indemnification that shall have accrued to any person who meets the criteria stated in Section 1 of this Article as of the effective date of such repeal or modification.

## ARTICLE XIII ~~✓~~ EFFECTIVE DATE AND AMENDMENTS

Section ~~14.1~~13.1. **Effective Date.** Upon approval of these Bylaws by the Board of Directors in accordance Section ~~14.2~~13.2, these Bylaws shall take effect ~~on August 31, 2021 and the Bylaws in effect prior to that date shall be repealed in full except as otherwise provided in these Bylaws.~~ Thereafter Reference to “Bylaws” shall mean these Amended and Restated Bylaws.

Section ~~14.2~~13.2. **Amendments by the Board of Directors.** These Bylaws may be amended or repealed, and new Bylaws may be adopted, by the Board of Directors acting in accordance with the procedures specified in this Section.

- a. Procedure. Any Director may move the adoption of amendments to these Bylaws or the adoption of new bylaws. Not later than 45 days before the date of any meeting of the Board at which an amendment or new bylaw is to be considered, ~~or such shorter time~~

as the Board may deem necessary by a two-thirds (2/3) majority vote, a general notice of the



proposed change shall be published prominently on the USFA's website. Such notice shall set forth the text of the proposed amendment, the date, time, and place of the meeting of the Board of Directors at which the change is to be considered, and provide a means by which general comments of the membership relating to the proposal may be communicated for distribution to the Board of Directors not less than five days before the meeting. Amendments and new bylaws shall be adopted upon the affirmative vote of not fewer than two-thirds of the Directors then in office.

- b. Effect. Amendments and newly adopted bylaws approved by the Board of Directors shall take effect at the close of the meeting at which they are adopted unless otherwise specified in the adopting resolution. Such resolution may specify that the amendment or newly adopted provisions shall take effect immediately or at a later time.

~~Section 14.3. **Amendments by the Members.** These Bylaws may be amended or repealed, and new Bylaws may be adopted, by the members acting in accordance with the procedures specified in this Section.~~

- ~~a. Procedure. Amendments to these Bylaws or the adoption of new bylaws may be placed before the membership for consideration of approval by the submission of a petition that sets forth any proposed change with specificity and that is subscribed to by not less than five percent of the voting members in good standing whose identity and intent are not reasonably subject to doubt and who have among them named no fewer than fifty separate officially recognized clubs as their primary affiliation. No petition shall serve to propose an amendment or a new bylaw unless the original and all parts thereof are submitted to the National Office of the USFA and a copy is received by the chair of the Election Committee before April 1 of the year in which the amendment or new bylaw is to be considered. Proof of mailing by certified or registered mail, return receipt requested, or by private delivery service guaranteeing delivery within two days and providing proof of delivery, postage or shipping prepaid, properly addressed to the intended recipient, not less than ten days before due, shall raise a presumption of timely delivery to the addressee. The General Counsel of the USFA shall review all proposed amendments to assure that the amendment is legally permissible, clearly delineates the change to be made and does not contradict other portions of these Bylaws. The Election Committee shall determine whether such petition meets the requirements of this Section and shall only allow those that do so to appear on the ballot or to receive votes. Amendments and new bylaws proposed by petition shall be placed before the members in an election conducted in accordance with Article IX of these Bylaws, to the extent applicable, and shall be adopted if a majority of those members casting ballots vote for approval thereof.~~
- ~~b. Effect. Amendments and newly adopted bylaws approved by the membership shall take effect on August 1 of the year in which they are adopted unless otherwise specified in the amendment or new bylaw.~~

## ARTICLE XIV IRREVOCABLE DEDICATION OF ASSETS

Section ~~15.1~~14.1. **Charitable Purposes.** The property of the USFA is irrevocably dedicated to charitable purposes, and no part of the net income or assets of the USFA shall inure to the benefit of any private person.

Section ~~15.2~~14.2. **Dissolution.** Upon the dissolution or winding up of the USFA, its assets shall be first applied to the payment, or provision for the payment, of all its debts and obligations. Any assets thereafter remaining shall be distributed to one or more nonprofit funds, foundations or corporations that are organized and operated for charitable purposes and that have established tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended. The use and disposition of real or personal property owned by the USFA in any and all States and Territories of the United States of America upon dissolution or winding up shall be limited to the purposes stated in Section 1 of this Article in such manner as to satisfy the requirements of the laws of such States and Territories for exemption of the property from property taxation in such jurisdictions.

## ARTICLE XVI ~~1~~ ARBITRATION

The USFA shall submit to binding arbitration conducted in accordance with the applicable rules of the American Arbitration Association in any controversy (1) involving its recognition as a national governing body for the sport of fencing, as may be lawfully provided for Bylaws of the USOPC and 36 U.S.C. § 220529, or (2) involving the opportunity of any athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition in the sport of fencing, as lawfully provided for in the Bylaws of the USOPC.

## APPENDIX I

~~USFA~~-SafeSport ~~Policy~~-Code

## APPENDIX II

USOPC Bylaws

**BYLAWS**

**UNITED STATES FENCING ASSOCIATION**

**AMENDED AND RESTATED**

Effective On and As Amended by the  
Board of Directors on ???~~September 15, 2024~~

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## ARTICLE I NAME, ORGANIZATION AND JURISDICTION

Section 1.1. **Name.** As provided by the Articles of Incorporation, the organization shall be known as the “United States Fencing Association,” (sometimes referred to as “USFA”). USFA operates under the trade name “USA Fencing,” and may adopt and operate under other assumed or trade names.

Section 1.2. **Incorporation.** The United States Fencing Association has been incorporated and organized and is operating under the Colorado Revised Nonprofit Corporation Act.

Section 1.3. **Compliance with Law.** No Bylaw or other regulation adopted by the United States Fencing Association shall be inconsistent with the Articles of Incorporation of this organization or in contravention of the Colorado Revised Nonprofit Corporation Act, the Ted Stevens Amateur and Olympic Sports Act 36 U.S.C §§ 220501 – 220543 or any other applicable governmental statute, rule or regulation.

Section 1.4. **Tax Exemption.** The United States Fencing Association has qualified and shall at all times remain qualified as a tax-exempt organization under the Internal Revenue Code of the United States.

Section 1.5. **Recognition as National Governing Body.** The United States Fencing Association is and shall continue to be recognized by the United States Olympic and Paralympic Committee (“USOPC”) the Fédération Internationale d’Escrime (“FIE”) and ~~Worldability Sport~~~~the International Wheelchair and Amputee Sports Federation~~ (“IWAS”) as the National Governing Body (“NGB”) for the sport of fencing in the United States.

Section 1.6. **Autonomy.** The USFA shall be autonomous in the governance of the sport of fencing and shall not delegate its authority or control of that sport.

## ARTICLE II PURPOSES

The purposes of the USFA shall be:

Section 2.1. To serve as the National Governing Body for able bodied and paralympic fencing (“Fencing”) in the United States, and in that capacity to fulfill the lawful obligations imposed on national governing bodies and to enjoy the privileges and prerogatives accorded national governing bodies by United States Law, the USOPC, FIE and IWAS.

Section 2.2. To provide local, regional and national competitive opportunities for fencers of all levels of ability under uniform rules and regulations and to strive for improvement in all aspects of organizing and conducting fencing competition.

Section 2.3. To select, support and prepare individuals and teams to represent the United States in international fencing competitions.

Section 2.4. To develop, support and promote fencing referees and other tournament officials in domestic and international competition.

Section 2.5. To promote the sport of fencing in the United States and around the world and to disseminate information about fencing so that people may be exposed to and enjoy its many physical, mental and social benefits.

Section 2.6. To provide support in the form of information and programs to fencing instructors and to organizations and groups that offer fencing opportunities.

Section 2.7. To make available information and opportunities that will allow fencing practitioners to enhance their skills and to increase the enjoyment and benefit they derive from the sport.

Section 2.8. To provide assistance and support to other organizations that promote fencing or conduct fencing competitions in a manner consistent with the purposes, goals and means of the USFA.

Section 2.9. To ensure that the principle of anti-discrimination on the grounds of race, disability status, gender, gender identity, color, ethnicity, religion, political opinions, family status or other innate attribute, is respected.

Section 2.10. To foster good will and harmonious relationships with fencers and fencing organizations in foreign countries for the betterment of the sport of fencing.

Section 2.11. To create, assist and oversee supporting or affiliated organizations.

### **ARTICLE III FISCAL YEAR; FINANCES**

Section 3.1. **Fiscal Year.** The fiscal year of the USFA shall commence on the first day of August and end on the following thirty-first day of July, unless the Board of Directors shall by resolution specify other commencement and ending dates.

Section 3.2. **Endorsement of Instruments and Agreements.** All checks, drafts or other orders for the payment of money, obligations, notes or other evidence of indebtedness, and all other contracts, conveyances and instruments signed or issued on behalf of the USFA, shall be signed or endorsed by such officers or agents of the organization as the Board of Directors shall specify by resolution.

Section 3.3. **Depositories for Funds.** All funds of the USFA not otherwise committed shall be deposited from time to time to the organization's credit in such banks, other insured depositories, or investment vehicles as shall be determined by the Board of Directors.

Section 3.4. **Loans and Security Interests.** The USFA may obtain loans and encumber or pledge its assets as collateral for such loans only with the prior authorization of the Board of Directors.

## ARTICLE IV MEMBERSHIP

Section 4.1. **Classes.** The membership of the USFA shall be divided into classes as established from time to time by the Board of Directors. Members of each class shall possess such rights and be subject to such regulations as the Board of Directors may determine.

Section 4.2. **Good Standing.** Subject to the provisions of Section 5.6 of these Bylaws, a member is in good standing for the purposes of voting if their dues are timely paid, they have met the requirements for the class of membership to which the individual belongs, and they are not under disciplinary sanction.

Section 4.3. **Rights of Members.** All individual members who are in good standing shall be entitled to exercise all rights reserved to the membership class to which they belong. The Board of Directors may from time to time prescribe regulations with respect to particular categories of competitions. The right to vote shall be reserved to those individual members who (a) belong to a membership class the attributes of which include the right to vote; (b) have attained their 18th birthday and are in good standing as of ~~sixty (60) days~~ ~~the February 1~~ preceding the date on which voting opens; and (c) are in good standing on the date balloting opens. The National Office shall prescribe the method or methods by which a member's date of birth may be established. Members who are eligible to vote may hold elected or appointed positions within the USFA if they are in good standing and have met all requirements established for each such position. All rights and privileges of membership shall cease upon death, resignation, expulsion, suspension or failure to pay dues.

Section 4.4. **Members Do Not Share in Assets.** Membership shall not entitle any member to share in the assets of the USFA, all of which are hereby declared to be irrevocably dedicated to the charitable purposes set forth in Article II of these Bylaws.

Section 4.5. **Membership is Open.** Membership in the USFA may not be denied to any individual or organization on grounds of race, gender, gender identity, sexual orientation, age, color, religion or national origin, or other innate attribute, provided, however, that this provision shall not preclude the USFA from conducting competitions to which entries are limited on the basis of geography, age, gender, skill level or disability or from establishing qualifying criteria for the entry into competitions.

Section 4.6. **Membership Anti-doping Obligations.** It is the duty of all Athletes, Athlete Support Personnel and other Persons (as those terms are defined in the World-Anti Doping Code), by virtue of their participation in the Olympic, Paralympic, Pan American, Parapan American or Youth Olympic Games, participation in an Event or Competition organized or sanctioned by an NGB, PSO or HPMO, participation on a national team, utilization of a USOPC

Training Center, receipt of benefits from the USOPC or USFA, inclusion in the Registered Testing Pool, or otherwise subject to the World Anti-Doping Code to comply with all anti-doping rules of WADA, the FIE, ~~I~~WAS, the USOPC, and of the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, the FIE, ~~I~~WAS, and USADA. If it is determined that an Athlete, Athlete Support Personnel, or other Person may have committed a doping violation, the individual agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the FIE or ~~I~~WAS, if applicable or referred by USADA. In addition, Athletes agree to submit to drug testing by the FIE, ~~I~~WAS, and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension.

#### Section 4.7 **Safe Sport.**

a. As a member National Governing Body of the USOPC, the USFA is required to adhere to the **Safe Sport Code for the U.S. Olympic and Paralympic Movement.** ~~safe sport rules and regulations of the USOPC. The USOPC has promulgated its SafeSport Code for the US Olympic and Paralympic Movement, which includes certain Practices and Procedures and Supplementary Rules, appended thereto (the “Code”). The Code, as now constituted and as may be amended from time to time, shall supersede and replace the current USA Fencing SafeSport Policy, which shall be modified to conform to the Code. The USFA shall continue to maintain a SafeSport page on its website, and that page shall contain links to current versions of (i) the Code and (ii) USFA’s SafeSport Policy (a current copy of which shall be appended to these bylaws as Appendix I).~~

~~b. USOPC Bylaw Section 8.7(l) provides that, as a condition of membership in the USOPC, each NGB shall comply with the policies and procedures of the independent organization designated by the USOPC to investigate and resolve safe sport violations. The USOPC has designated the US Center for Safe Sport (“Center”) as that organization. Notwithstanding anything to the contrary in these Bylaws, the Center shall have full disciplinary authority, including but not limited to the power to suspend, expel, deny continuation of membership or deny readmission to membership, in all matters (i) that the Code commits to the Center’s exclusive authority, or (ii) that the Code commits to the Center’s discretionary authority and that USFA’s Chief Executive Officer shall, in their discretion and with the approval of USFA’s General Counsel refer to the Center, and the Center shall accept for disposition.~~

#### Section 4.8 **Membership Safe Sport Obligations.**

As a condition of membership in the USFA and of participation in any competition, event or activity sanctioned by the USFA or its member organizations, each USFA member (including parents and legal guardians of members under age 18) agrees to comply with and be bound by the safe sport rules, policies and procedures of the Code, the Center and the USFA and to submit, without reservation or condition, to the jurisdiction of the Center for the resolution of any alleged Code violations that may fall within its exclusive authority or become subject to its discretionary authority. Each member further agrees that any sanctions imposed by the Center shall extend to



their participation in all USFA competitions, events and activities and may be posted or otherwise publicly published along with information regarding the misconduct involved.

## ARTICLE V FEES AND DUES

**Section 5.1. Dues to be Fixed by Board of Directors.** The schedule of dues of the USFA shall be established from time to time by the Board of Directors.

**Section 5.2. Dues Allocated to Affiliated Units.** In its discretion, the Board of Directors may designate such affiliated units as it deems necessary (“Affiliated Units”) and may allocate a portion of the dues collected in any one year from all classes of individual competitive memberships to such Affiliated Units of the USFA in such amount or proportion as the Board of Directors determines, and shares of dues so allocated shall be paid by the USFA National Office to the appropriate administrators of such Affiliated Units as are in good standing. These funds are to be used by such units in the discharge of their designated functions on behalf of the USFA. The Board of Directors may revise or discontinue the allocation at any time.

**Section 5.3. Accounting for Dues to Affiliated Units.** An Affiliated Unit must be in good standing, having filed a satisfactory financial report for the prior membership year and such other reasonable reporting as required by the Board, to be eligible to receive any payments from the USFA. If no satisfactory financial report is filed for two consecutive years, all sums previously set aside for such Affiliated Unit shall be forfeited.

**Section 5.4. Membership Year.** The membership year shall commence on August 1 and end on the following July 31. All dues are payable upon application for membership and thereafter on or before the next membership year begins.

**Section 5.5. Extended Membership Year for New Members.** A new member whose dues are paid during the last four months of the membership year shall be entitled to membership through the next membership year.

**Section 5.6. Privileges on Receipt of Dues.** A member is not admitted to membership and a member is not in good standing until the member’s dues and fees have been received by the USFA. Payment of dues to a duly appointed agent of the USFA will render a member eligible to compete. However, no person will be eligible to vote in USFA affairs unless the person’s dues for the membership year in which the person seeks the right to vote are received by the USFA National Office on or before ~~the February 1~~ sixty (60) days preceding the date on which voting opens.

## ARTICLE VI OFFICERS AND NON-VOTING MEMBERS OF THE BOARD~~SECRETARY~~

Section 6.1. **Officers.** The national officers of the USFA shall consist of a Chair of the Board of Directors and a Treasurer. ~~There shall be, in addition, such additional appointed positions as are provided for in these Bylaws or established by the Board of Directors.~~

- a. Qualifications for Officers. Only voting members in good standing may hold office in the USFA. No person may hold a position as a national officer of the USFA while simultaneously holding office in any organization recognized by the USOPC as the National Governing Body of another sport. No person may hold a position as an elected national officer of the USFA while serving as an officer of any Affiliated Unit of the USFA. National officers shall also meet the special qualifications of each office set forth below and shall subscribe to the Qualifying Affirmation set forth in Article VII below.
- b. Chair of the Board of Directors. The principal duties of the Chair of the Board of Directors shall be to foster the formulation of policy; to develop financial and membership support; and to conduct relations between the USFA and the USOPC, the FIE, IWAS and other authorities whose jurisdictions affect the functions and purposes of the USFA. ~~For the purpose of liaising with international authorities such as the FIE and WAS, the Chair of the Board shall be considered the equivalent of the President of USFA.~~ The Chair of the Board shall preside over meetings of ~~the membership and~~ the Board of Directors and shall be a voting member of ~~said those bodies.~~ Pursuant to the By-Laws of the US Fencing Foundation (“USFF”), the Chair will serve as a non-voting ex-officio member of the USFF Board of Trustees. ~~Unless otherwise provided by these Bylaws or a resolution of the Board of Directors, the Chair of the Board shall with the approval of the Board of Directors appoint the Parliamentarian and USFA representatives to other organizations.~~ The Chair of the Board shall have such authorities, powers and duties as are assigned to that office by these Bylaws or as are necessary and normally appurtenant to the powers and duties herein specified. ~~Only current At-Large Directors on the Board of Directors may hold the office of Chair of the Board of Directors.~~ The Chair of the Board of Directors shall be elected from among the ~~voting members~~ ~~At-Large Directors~~ of the Board of Directors by a majority vote of the Board of Directors, which election shall be conducted at each annual meeting held in odd numbered years.
- c. Treasurer. The Treasurer ~~is a non-voting member of the Board of Directors, unless they hold an additional voting role.~~ They shall oversee the accounting for all moneys and other assets of the USFA and shall at each meeting of the Board of Directors and at the Annual Membership Meeting submit a report of the financial transactions of the USFA from the time of the preceding report or for the entire fiscal year. The Treasurer shall confer with independent auditors selected by the Audit Committee and shall report on their findings. The Treasurer shall submit to the Board and the Audit Committee a standard set of monthly financial statements. The Treasurer shall assist the Chair of the Board and the Board of Directors in the formulation of proposed budgets. The Treasurer shall chair the Budget Committee and serve as a voting member of that committee. The Treasurer shall serve as a non-voting member of the Board of Directors. Only persons who have demonstrated competence in financial control and management may hold the office of Treasurer. The Treasurer shall be selected by the Board and approved by a majority vote of Directors present and voting. No person may assume the position of Treasurer until they have executed the Qualifying Affirmation provided in Article VII.

- d. **Treasurer ~~and Special Board Member~~ Candidates.** At least fourteen (14) days before presenting the nomination of candidates for Treasurer ~~and Special Board Member~~ to the Board of Directors, the nominating Director shall provide written notice thereof to the chairperson of the Nominating Committee, along with a summary of credentials of the person nominated. Candidates for ~~the Treasurer, and Special Board Members positions~~ shall be reviewed by the Nominating Committee to ensure:
- i. The prospective candidate meets the qualifications of that position; and
  - ii. The prospective candidate shall have in writing indicated their willingness to serve and acceded to the Qualifying Affirmation prescribed in these Bylaws;
  - iii. The prospective candidate shall pass a Background Check and complete a Conflict of Interest form to be cleared by the Ethics Committee.

**Section 6.2. Non-voting Members of the Board.** In addition to officers, there may be such additional ~~appointed~~ positions as provided for in these Bylaws or by the Board of Directors.

- a. Special Board Members. The Board of Directors may, from time to time and in its discretion, appoint one or more Special Board Members to address strategic needs in the organization, subject to majority approval of

Directors present and voting. There will be a maximum of two (2) Special Board Members at one time, but no minimum. Special Board Members shall serve as non-voting members of the Board of Directors, advise the Board of Directors, ~~assist the Chair of the Board in the discharge of the duties of that office~~ and perform such other duties as may be assigned by the Board of Directors. No person may assume the position of Special Board Member until they have executed the Qualifying Affirmation provided in Article VII, have passed a Background Check, and have completed a Conflict of Interest form to be cleared by the Ethics Committee. No Special Board Member may serve on the Board if they are an employee of the organization. No Special Board Member may be engaged in a contractual relationship with USFA unless reviewed and approved by the Ethics Committee and the Board of Directors in advance of being placed on the ballot or the contract being signed, whichever comes first. Tournament officials (e.g. referees, bout committee staff, etc.) are excluded from the restriction on contractual relationships.

- b. Secretary. The functions of the Secretary of the Board of Directors consist of preparing and distributing agendas for all meetings of the Board of Directors; preparing, maintaining and distributing records of the proceedings of the Board of Directors; communicating, as directed, the directives, inquiries and messages of the Board of Directors; and such other and additional duties as may be assigned to the Secretary by these Bylaws, the Board of Directors or the Chair of the Board. The Chair of the Board, with the approval of the Board of Directors, shall appoint a person or persons, who is/are either members qualified to hold office or are employed by the USFA, to perform these functions. The person or persons discharging these functions shall serve as a non-voting member of the Board of Directors and shall serve at the pleasure of the Chair of the Board.
- c. Parliamentarian. For each meeting of the Board of Directors there may be a Parliamentarian, who may be appointed for each meeting or as a standing position, to advise the Board on matters of procedure and who serves at the pleasure of the Board. No person may assume the position of Parliamentarian until they have executed the Qualifying Affirmation provided in Article VII, have passed a Background Check, and have completed a Conflict of Interest form to be cleared by the Ethics Committee. The person appointed as Parliamentarian shall serve as a non-voting member of the Board of Directors and shall serve at the pleasure of the Board.
- d. Chief Executive Officer. The Chief Executive Officer (“CEO”) shall be a non-voting ex-officio member of the Board of Directors. The Board of Directors may, by majority vote of those present, exclude the CEO from a meeting or portion thereof. The CEO will not attend portions of a meeting that discuss the Chief Executive Officer except as permitted by the Board. Pursuant to the By-Laws of the US Fencing Foundation (“USFF”), the CEO will serve as a non-voting ex-officio member of the USFF Board of Trustees.

#### Section 6.23. **Terms of Officers and Non-voting Members of the Board.**

- a. Chair of the Board of Directors. The Director appointed as the Chair of the Board serves at the pleasure of the Board of Directors until they are no longer qualified or until a new

Chair of the Board is approved by a majority of the Board. Once a new Chair of the Board is so approved, the former Chair will continue to serve any remainder of their term as an ~~At-Large~~ Director.

- b. Treasurer and Special Board Members. Unless otherwise removed as provided in these Bylaws, Special Board Members and the Treasurer shall serve terms of approximately two years, from adjournment of the Annual Meeting of the Board of Directors at which they are appointed until adjournment of the second annual meeting following their appointment
- c. Terms Not Limited. The Chair of the Board's term in office is subject to and not greater than their term as an ~~At-Large~~ Director, including limits placed thereon in these Bylaws. An individual may serve as Treasurer or Special Board Member for no more than eight (8) consecutive years. There is no limit on terms for Secretary or Parliamentarian.

Section 6.~~34~~. **Vacancy of Officers and Non-Voting Members of the Board**~~in Offices of Chair of the Board and Treasurer.~~ Vacancies in the offices of Chair of the Board, ~~and~~ Treasurer, as well as the positions of Secretary and Parliamentarian shall be filled through the procedures prescribed in this Section.

- a. Chair of the Board. A vacancy in the office of the Chair of the Board shall be filled as follows:
  - i. During temporary absences or unavailability of the Chair of the Board, whether due to illness, disability or other cause, the Board of Directors may appoint a Director who meets the qualifications of the office of Chair of the Board to fulfill

the duties of that office until the Chair of the Board is able to resume the performance of those duties.

- ii. If a vacancy in the office of Chair of the Board occurs by reason of resignation of that office, or removal while the person who had been serving as Chair remains a Director, the Board of Directors shall elect ~~an At-Large~~ Director who meets the qualifications of the office of Chair of the Board.
  - iii. If a vacancy in the office of Chair of the Board occurs by reason of resignation from the Board of Directors, death, removal from the Board of Directors, disability, or other cause which prevents the person who had been serving as Chair from continuing to serve as a Director, the Board of Directors shall fill the vacancy as provided in these Bylaws and shall select a qualified member to serve as Chair of the Board.
- b. Treasurer, Secretary, and Parliamentarian. A vacancy in office of Treasurer ~~or the position of Secretary~~, whether arising from resignation, death, removal or otherwise, shall be filled by the Board of Directors. In filling the vacancy, the Board may appoint any member of the USFA who meets the qualifications of the ~~position~~~~office of~~ Treasurer. Filling the role of Parliamentarian is optional.

~~Section 6.4. **Secretary.** The secretarial functions of the Board of Directors consist of preparing and distributing agendas for all meetings of the Board of Directors; preparing, maintaining and distributing records of the proceedings of the Board of Directors; communicating, as directed, the directives, inquiries and messages of the Board of Directors; and such other and additional duties as may be assigned to the Secretary by these Bylaws, the Board of Directors or the Chair of the Board. The Chair of the Board, with the approval of the Board of Directors, shall appoint a person or persons, who is/are either members qualified to hold office or are employed by the USFA, to perform these functions. The person or persons discharging these functions shall serve as a non-voting member of the Board of Directors and shall serve at the pleasure of the Chair of the Board.~~

Section 6.5. **Custodian of Records.** The National Office of the USFA shall serve as the custodian of records of the actions by the members, the Board of Directors, Resource Groups, Task Forces, Councils, and Committees of the Board, and shall publish on the official website of the USFA such records of the proceedings of those bodies as the Board of Directors or these Bylaws may prescribe.

~~Section 6.6. **Transition.** The Board of Directors as constituted on the date of the adoption of these Amended Bylaws shall by resolution provide for the transition of the structure of the Officers as it then exists to the structure as defined in Sections 6.1 and 6.2 above. Said resolution may not extend or shorten the terms of the Officers then in office. The President and Treasurer then in office will account for the additional two (2) At-Large positions for the remainder of their terms. Upon conclusion of the transition, these Bylaws shall be automatically amended to remove this Section.~~

## ARTICLE VII BOARD OF DIRECTORS

Section 7.1. **Responsibility.** The Board of Directors is vested with the full powers and responsibility for the management and policies of the USFA, subject to these Bylaws.

Section 7.2. **Functions of the Board.** The Board of Directors oversees USFA's fulfillment of its purposes and its compliance with its legal obligations as described in Article II hereof, including but not limited to USFA's obligations under the Ted Stevens Amateur and Olympic Sports Act, 36 U.S.C §§ 220501 – 220543, and it promotes the corresponding interests of its membership by developing and adopting policies and by providing guidance and strategic direction to the National Office and to the Committees of the Board as constituted under Article XII hereof. The Board shall oversee the management of USFA and its affairs, but may delegate operational responsibility to its staff or others. The Board shall select a well qualified Chief Executive Officer and oversee the Chief Executive Officer in the operation of USFA. The Board shall focus will in normal circumstances be on long-term objectives and impacts rather than on day-to-day management, empowering the Chief Executive Officer to manage a staff-driven organization with effective Board oversight. In addition, the Board performs the following specific functions, among others:

- a. implements procedures to orient new Board Directors, educate all Directors on the business and governance affairs of USFA, and evaluate Board performance;
- b. selects and when it so determines, may terminate the Chief Executive Officer and provide for management succession; and subject to contractual provisions, shall provide performance and compensation reviews of the Chief Executive Officer no less frequently than annually;
- c. reviews and approves USFA's strategic plan and the annual operating plans, budget, business plans, and corporate performance standards;
- d. sets policy and provides guidance and strategic direction to management on significant issues facing USFA;
- e. reviews and approves significant corporate actions;
- f. oversees effective governance;
- g. approves capital structure, financial strategies, borrowing commitments, and long- range financial planning;
- h. reviews and approves financial statements, annual reports, financial and control policies, through the Budget Committee and, through the Audit Committee, selects independent auditors;



- i. monitors USFA's compliance with laws and regulations and the performance of its broader responsibilities;
- j. ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate or societal crisis;
- k. ensures that USFA adopts and maintains athlete safety rules, policies and procedures that comply with the authorized requirements of the USOPC and U.S. Center for SafeSport;
- l. encourages that there is diverse representation and plurality of identities and backgrounds on the Board, Committees, **Task Forces, Councils,** and Resource Groups; and
- m. encourages diversity at all levels of USFA and supports meaningful efforts to accomplish that diversity by adopting norms that favor open discussion and favor the presentation of different views.

**Section 7.3. Athlete Representation on the Board, and Committees.** The USFA shall, at all times, comply with USOPC requirements for the representation of athletes on the Board and all USFA Committees, **Task Forces, and Resource Groups.**

- a. Athletes selected to serve on the Board, **Task Forces, Resource Groups,** and Committees shall meet the requirements established by the USOPC as set forth in Section 8.5 of the USOPC Bylaws, as amended or revised, a current copy of which shall be attached hereto as Appendix II.
- b. The USFA shall update Appendix II to the latest version of Section 8.5, or its successor.

**Section 7.4. Composition and Qualifications.** The Board of Directors shall include twelve (12) Directors, and such other persons as are designated non-voting members by these Bylaws. Directors shall be citizens or permanent residents of the United States. Prior to their selection or election, Directors shall disclose any felony convictions, and any other period of ineligibility to serve in sport organizations, such as findings of anti-doping violations or SafeSport violations that were not reversed on appeal. **In addition, all candidates for the Board of Directors must pass a Background Check and have a Conflict of Interest form reviewed by the Ethics Committee before being placed on a ballot or agenda. No voting Director may serve on the Board if they are an employee of the organization. No voting Director may be engaged in a contractual relationship with USFA unless reviewed and approved by the Ethics Committee and the Board of Directors in advance of being placed on the ballot or the contract being signed, whichever comes first. Tournament officials (e.g. referees, bout committee staff, etc.) are excluded from the restriction on contractual relationships.** The voting Directors shall be classified and qualified as provided in this Section.

- a. **Athlete Directors.** There shall be four (4) Athlete Directors comprising not less than 33 1/3% of the elected and appointed Directors. All Athlete Directors shall be voting members of USA Fencing in good standing:



- i. No person shall serve as an Athlete Director unless they meet the requirements of Athlete Directors as provided in Appendix II.
- ii. The four (4) Athlete Directors shall be selected of as follows:
  - A. USFA's representative(s) to the USOPC Athlete Advisory Council; and
  - B. The remaining Athlete Directors shall be elected according to the methods established by the Athlete Council.

- iii. If not otherwise seated as a Director, USFA's alternate representative(s) to the USOPC Athlete Advisory Council shall sit with the Board of Directors as a non-voting member.
- b. ~~Independent Directors. There shall be three (3) Independent Directors. All Independent Directors shall be individuals who meet the qualifications and are selected as specified in this Subsection 7.4.b.~~ At-Large Directors. There shall be eight (8) At-Large Directors. Four (4) At-Large Directors shall be elected by the membership, and four (4) At-Large Directors shall be appointed by the Board of Directors. Of the appointed At-Large Directors, at least two (2) must be independent. To be independent, within the two years preceding their nomination no person may serve who:
  - A. has been, or who has an immediate family member, who has been a member of the USFA;
  - B. has been, or who has an immediate family member, who has been a coach of a USFA member;
  - C. has been, or has an immediate family member who has been, employed or held a paid or volunteer governance position with USFA, the FIE, IWAS, any international fencing federation or any sport familyfencing entity of fencingaffiliated with USFA;
  - D. has or has an immediate family member who has been affiliated as an owner, member, employer, employee, or agent of the USFA's outside auditor or legal counsel;
  - E. has been a member of the USFA's Athlete Advisory Council or any constituent group with representation on the Board;
  - F. has or has an immediate family member who has directly or indirectly received compensation or support from the USFA;
  - ~~G. has been a member of any constituent group with representation on the Board~~
  - H. has or has an immediate family member who has participated in a fencing competition;~~or~~
  - I. has or has an immediate family member who has been affiliated as an owner, member, employer, employee, controlling shareholder, or agent of any person, organization or entity that has done business with or been a member of the USFA during that period;~~provided that ownership of less than 1% of the equity or indebtedness of a publicly traded entity shall not by itself constitute a disqualification from selection as an Independent Director.; or~~

J. has not been independent from the sport of fencing per the judgment of the Nominating Committee.

- ii. The Nominating Committee~~Chair of the Board~~ will determine whether a position for an appointed At-Large Director shall be filled by an independent individual or from the general membership. The Nominating Committee shall then nominate qualified individuals (per Section 9.3) to serve as appointed At-Large Directors subject to confirmation by the Board of Directors. At least fourteen (14) days before presenting their At-Large Director nominations to the Board, the Chair of the Nominating Committee~~Board~~ shall provide written notice thereof to the Chair of the Board~~chairperson of the Nominating Committee~~, along with a summary of credentials of the person nominated.~~A majority of all members of that Committee may propose an alternative At-Large candidate to the Board.~~
- iii. At-Large Directors to be appointed from the general membership by the Board of Directors shall be voting members of the USFA in good standing.
- iv. At-Large Directors to be elected by the membership shall be voting members of the USFA in good standing. The slate of candidates to be elected by the membership shall be selected by the Nominating Committee per Section 9.3.
- v. ~~No person may serve as an Independent Director who, within the two years preceding their nomination:~~
  - ~~A. has been, or who has an immediate family member, who has been a member of the USFA;~~
  - ~~B. has been a coach of a USFA member;~~
  - ~~C. has or has an immediate family member who has been employed or held a paid or volunteer governance position with USFA, the FIE, IWAS, any international fencing federation or any fencing entity affiliated with USFA;~~
  - ~~D. has or has an immediate family member who has been affiliated as an owner, member, employer, employee, or agent of the USFA's outside auditor or legal counsel;~~
  - ~~E. has been a member of the USFA's Athlete Council;~~
  - ~~F. has or has an immediate family member who has directly or indirectly received compensation or support from the USFA;~~
  - ~~G. has been a member of any constituent group with representation on the Board~~
  - ~~H. has or has an immediate family member who has participated in a fencing competition; or~~

~~I. has or has an immediate family member who has been affiliated as  
an owner, member, employer, employee, shareholder, or agent of any~~

~~person, organization or entity that has done business with or been a member of the USFA during that period, provided that ownership of less than 1% of the equity or indebtedness of a publicly traded entity shall not by itself constitute a disqualification from selection as an Independent Director.~~

- vi. It shall not be a precondition of selection as an ~~At-Large~~~~Independent~~ Director ~~selected for their independent qualifications~~ that the person in question be a member of the USFA at the time of their nomination or confirmation, but no person may assume or continue the position of ~~Independent~~ independent ~~At-Large~~ Director except as a USFA member in good standing. ~~At-Large~~ ~~Independent~~ Directors ~~selected for their independent qualifications~~ must maintain the qualifications as specified in this Subsection 7.4.b.~~iii~~ for their entire term and any successive terms, except to the extent that they became a USFA member as a condition or appointment or to the extent that they hold any governance position with the USFA, FIE, or IWAS in connection with their position as an ~~At-Large~~ ~~Independent~~ Director and any reimbursement of expenses related thereto.
- c. Amateur Fencing Organization Director. As required by the Ted Stevens Amateur and Olympic Sports Act, 36 U.S.C §220522 and the USOPC, USFA will establish an Amateur Fencing Organization Director position under the following conditions. Amateur Fencing Organizations, high-performance management organizations, or Paralympic sports organizations (collectively referred to as Amateur Fencing Organizations) are those that conduct national programs or regular national amateur athletic competitions in the sport of fencing on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur athletic competitions in the sport of fencing; and ensures that the representation reflects the nature, scope, quality, and strength of the programs and competitions of the amateur sports organization in relation to all other programs and competitions in the sport of fencing in the United States. The Board of Directors shall determine whether an organization satisfies the criteria in this Section. ~~Once such a determination is made the Amateur Fencing Organization Director seat will become effective upon such Amateur Fencing Organization providing a comparable director seat on its Board of Directors for a USFA representative.~~ If the seat reserved for such Amateur Fencing Organization has voting rights on the USFA Board, then an additional Athlete Director position, as defined in as defined in this Article, and an additional At-Large Director position will be automatically created to ensure that Athlete Directors comprise not less than 33 1/3% of the elected and appointed Directors. If there is one (1) Amateur Fencing Organization, then that organization shall select a qualified individual to serve as the Amateur Fencing Organization Director. If there is more than one (1) Amateur Fencing Organization, then the Amateur Organizations as a group shall select a qualified individual to serve as the Amateur Fencing Organization Director.

- d. Terms Limited. Except as may be required under Sections 7.4.a.ii.A and 7.4.a.iii, no individual may serve as a Director of any class for more than eight (8) consecutive years. This limitation shall apply to all terms of Directors commencing after September 1, 2020.

**Section 7.5. Qualifying Affirmation, SafeSport, Background Screening, and Conflict of Interest Declarations.** No person shall be qualified for selection or service as an officer or Director of the USFA except upon execution of a writing acceding to the following statement: “As [Chair of the Board] [Treasurer] [Special Board Member] [Director] [other] of the United States Fencing Association I agree and undertake to adhere to high ethical standards and to avoid conflicts of interest as outlined in the Conflict of Interest Policy of USA Fencing. I acknowledge my fiduciary duties of loyalty and care to the United States Fencing Association and understand that those duties supersede my personal interests and the interests of any individual, group, faction or entity. I pledge to devote the full extent of my knowledge, experience and ability in good faith to advance the purposes, objectives, integrity and betterment of the United States Fencing Association.”

Before being placed on a ballot or agenda for election or appointment for the Board of Directors or as an officer, one must pass a Background Screening and have a Conflict of Interest form reviewed by the Ethics Committee.

Each member of the Board of Directors shall have an active SafeSport clearance prior to the start of the USA Fencing fiscal year, as well as a completed Conflict of Interest declaration submitted to the Secretary of the Board. No member of the Board who has failed to complete these requirements shall be permitted to participate and vote in meetings until compliant.

**Section 7.6. Terms of Directors.**

- a. Athlete Directors. Athlete Directors shall serve terms of four years commencing on the first day of September in the year in which they are elected.
- ~~b. Independent Directors. Independent Directors shall serve two-year terms commencing on the first day of September and ending on the last day of August. Two Independent Directors shall be selected in even-numbered years and one Independent Director shall be selected in odd-numbered years. Directors fulfilling the unexpired portion of a vacated position shall serve the remainder of that term.~~
- c. At-Large Directors. At-Large Directors shall serve terms of four years commencing on the first day of September in the year in which they are elected or appointed. Two (2) At-Large Directors shall be elected and two (2) At-Large Directors shall be appointed in year two of the Quadrennium and ~~three~~ two (32) At-Large Directors shall be elected and two (2) At-Large Directors shall be appointed in year four of the Quadrennium. For the purposes of this section, a Quadrennium shall commence upon the earlier of the close of the Olympic Games in which fencing is contested or the first day of September in the last year of the Quadrennium and shall continue until the earlier of the close of the following such Olympic Games or the final day in August in the last year of the Quadrennium. The acceleration or delay of the Olympic Games shall not affect the term of the

Quadrennium.

- d. Amateur Fencing Organization Director. The Amateur Fencing Organization Director shall serve terms of four years if and when the position becomes effective.



- e. Tenure. Once Directors have assumed their positions on the Board of Directors, they shall serve until their successor has been selected and qualified or until the position is vacated or eliminated as provided elsewhere in these Bylaws.

Section 7.67. **Vacancies on the Board of Directors.** Except for vacancies among the Athlete Directors, for which provision is elsewhere made in these Bylaws, vacancies on the Board of Directors, whether resulting from death, disability, resignation, disqualification, removal or otherwise, shall be filled for the balance of the vacated term by a resolution of the Board of Directors appointing to the vacant position a person who meets the qualifications specified by these Bylaws for the position being filled. The Chair of the Board of Directors shall determine a timeline for replacement. The appointment must be made from a list of qualified candidates provided by Nominating Committee pursuant to requirements listed in Section 7.4 with as least as many candidates as there are positions to be filled. The vacated term to be completed by a Director selected pursuant to this section shall not be counted for the purposes of term limits.

Section 7.78. **Anti-Discrimination.** Directors shall be selected without regard to race, color, gender, gender identity, sexual orientation, age, religion, disability status, national origin, or other innate attribute. It is the policy of the USFA that there shall be reasonable representation of both genders on its Board of Directors.

Section 7.89. **Compensation.** Directors of the Board shall not receive compensation for their services as Directors, although the reasonable expenses of Directors may be paid or reimbursed in accordance with USFA's policies. USFA will pay the travel costs to attend the Board meetings for the Athlete Directors. USFA Directors are not disqualified from receiving compensation for services rendered to or for the benefit of USFA in any other capacity. Athlete Directors shall be entitled to obtain compensation from USFA in connection with their capacity as athletes, including all benefits to which all elite athletes are eligible.

Section 7.910. **Quorum.** At any meeting of the Board of Directors a quorum shall be a majority of the Directors then in office. On failure of a quorum, a lesser number shall have the power to adjourn the meeting to a given time and place. The date, place and time of each meeting shall be designated by the Chair of the Board.

Section 7.1011. **Regular Meetings.** The Regular Meetings of the Board of Directors shall consist of one Annual Meeting and two Scheduled Meetings. Regular Meetings shall be conducted with not less than thirty (30) days' notice.

- a. Annual Meeting. The Annual Meeting of the Board of Directors shall be convened during the months of September or October on a date and at a place and time designated by the Chair of the Board.
- b. Scheduled Meetings. One Scheduled Meeting shall be conducted during the Winter and Summer of each year. The Winter Meeting shall be conducted during the month of February and the Summer Meeting shall be conducted during either June or July on a date and at a place and time designated by the Chair of the Board. Scheduled Meetings may be conducted in conjunction with nationally organized tournaments.

- c. Regular Meeting Agendas. Not less than five days prior to any Regular Meeting of the Board of Directors, there shall be delivered to each Director, officer, and the Parliamentarian an agenda of matters proposed to be considered at such meeting. A Director may propose motions not on the agenda at the Annual Meeting, but business not mentioned in the agenda may not be acted on at a Scheduled Meeting unless a majority of the members of the Board of Directors then in office vote to consider the matter.

Section 7.~~4~~~~1~~~~2~~~~1~~~~2~~. **Special Meetings.**

- a. Special meetings of the Board of Directors may be called by the Chair of the Board, on at least ten days' written notice to each Director. Special meetings shall be called so as to ensure that no period longer than four months elapses between meetings of the Board of Directors. Special meetings of the Board of Directors shall also be convened upon the written request of four or more Directors that is timely delivered to all Directors, that states the reason for the meeting and that specifies the time and place of the meeting. Special meetings may be conducted in person or otherwise in compliance with these Bylaws.
- b. Not less than five days prior to any Special Meeting of the Board of Directors, there shall be delivered to each Director an agenda of matters proposed to be considered at such meeting. Business not mentioned in the agenda may not be acted on at a Special Meeting unless a majority of the Directors then in office vote to consider the matter.
- c. Any notice required or allowed in this Section may be communicated by email, and agendas may be delivered by email or facsimile or by email directing the recipient to a specified page of the USFA website where the agenda has been posted.

Section 7.~~4~~~~2~~~~1~~~~3~~. **Emergency Meetings.** In cases of true urgency, the Chair of the Board may call Emergency Meetings of the Board of Directors on not less than 24 hours' written notice to each Director. The notice required by this Section may be communicated by email, text or facsimile and shall state the nature of the emergency, the reasons the matter is urgent, and actions proposed to be considered at the Emergency Meeting.

Section 7.14. **Meetings of the Membership.** Annual meetings of the membership shall not be required. Special meetings of the membership shall be held if convened and noticed as provided in Colorado Revised Statutes § 7-127-102.

Section 7.~~4~~~~3~~~~1~~~~5~~. **Waiver of Notice.** Notice of any Annual Meeting or special meeting of the Board of Directors may be waived as provided in the Colorado Revised Nonprofit Corporation Act.

Section 7.~~4~~~~4~~~~1~~~~6~~. **Board Transparency.** Except for privileged or confidential matters taken in executive session, the Board of Director's actions shall be available to members. Regular, Special and Emergency meetings of the Board, except with respect to matters discussed in executive session, shall be open to members of the USFA, provided that the member bears the cost of attendance. Minutes of each meeting, except with respect to matters discussed in executive session, shall be published on the USFA website and otherwise be made available to

members of the USFA. Minutes of each meeting shall include attendees at meetings, potential conflicts of interest, motions made and actions taken, Directors who recuse themselves due to an apparent conflict of interest, and a non-confidential description of any actions taken by the Board

during executive session. Every reasonable effort will be made to publish the minutes within thirty (30) days of the Board meeting.

**Section 7.1517. Conducting and Participating in Meetings.**

- a. Except as otherwise provided in these Bylaws, in the discretion of the Chair of the Board, meetings of the Board of Directors may be conducted telephonically, by video conference or by any means that allows all participants to hear the proceedings and to participate fully therein.
- b. Directors are expected to use diligent efforts to prepare for and attend meetings of the Board of Directors. Directors are required to attend no fewer than two-thirds (2/3) of all Board meetings held in any twelve month period.
- c. Except as otherwise provided in these Bylaws, a specific question or matter that might be considered at a meeting of the Board may be submitted to a vote by mail, facsimile, email or other means at the discretion of the Chair of the Board or upon resolution of the Board of Directors, unless one or more Directors makes an effective written demand that such action not be taken without a meeting. If the matter to be submitted for such a vote is to be considered privileged or confidential, as if taken up in executive session, the notice of the submission shall so state and the Directors shall act accordingly. In the conduct of such votes, the Secretary shall provide notice thereof to each Director containing a clear statement of the question to be voted upon and the date on which voting shall be closed, with a request that each Director cast their vote thereon and communicate it to the Secretary and the Chair of the Board prior to the closing date. The notice shall also state that a failure to respond by casting a vote, abstaining in writing, or demanding in writing that such action not be taken without a meeting, will have the same effect as abstaining in writing. The closing date shall be the earlier of three business days after the provision of notice of the vote to be taken or upon receipt of votes or abstentions from all Directors. The question or matter submitted for decision under this Subsection 7.157.c shall be approved if the affirmative votes equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors then in office were present and voted. Once a matter has been submitted for a vote under this Subsection 7.157.c, it may not be withdrawn after the vote of at least one Director has been received by the Secretary.
- d. ~~Parliamentarian. For each meeting of the Board of Directors there shall be a Parliamentarian, who may be appointed for each meeting or as a standing position, to advise the Board on matters of procedure and who serves at the pleasure of the Board. No person may assume the position of Parliamentarian until they have executed the Qualifying Affirmation provided in Article VII. The person appointed as Parliamentarian shall serve as a non-voting member of the Board of Directors and shall serve at the pleasure of the Chair of the Board.~~

Section 7.1618. **Delegation of Authority.** The Board of Directors may by resolution delegate elements of its authority to individuals, Committees, Task Forces or Commissions, in compliance with this Section.

- a. All delegations by the Board of Directors shall state the specific authority or power being delegated and the limitations thereon.
- b. All acts of any delegate of the Board of Directors shall be reported to the Board of Directors by the person or body to whom the delegation was made.

Section 7.1719. **Legal Counsel.** The Board of Directors shall appoint annually legal counsel to advise and represent the USFA, its Directors, officers and administrators.

Section 7.1820. **Operations Manual, Athlete Handbook, Rules of Competition and Website.** The Board of Directors shall provide for the creation and maintenance of an Operations Manual, an Athlete Handbook and Rules of Competition to provide information about the policies, procedures, and operations of the USFA. Such documents shall include, but need not be limited to: procedures for handling disciplinary issues; resolution of grievances by individuals or organizational members; removal from a team or declaring an athlete, coach, trainer, manager, administrator or official ineligible to participate; and the sanctioning and conduct of fencing competitions. The Operations Manual, Athlete Handbook and Rules of Competition shall be published in a manner that makes them generally and easily available to members of the USFA, including on a website maintained by the USFA for that purpose. All members shall be deemed to have notice of the contents thereof.

Section 7.1921. **Disciplinary Powers and Procedures.** The ultimate disciplinary power of the USFA shall be vested in the Board of Directors.

- a. The adjudication of disciplinary matters by the Grievance and Discipline Committee, Referees' Commission or any other body given disciplinary authority by the Board of Directors or these Bylaws shall be presumed to have the full authority of the Board of Directors and shall be self-executing without further action by the Board of Directors unless appealed. If appealed, the suspension, expulsion, denial of continuation of membership or denial of readmission to membership shall be upheld if approved by the affirmative vote of two-thirds of the Directors voting, provided that at least a majority of the total number of Directors in office cast an affirmative or negative vote on the question. Any other legal sanction may be affirmed or imposed by the Board of Directors upon a majority vote.
- b. Sanctions shall be imposed by the Board of Directors or such designated committee or commission only after adherence to procedures for the protection of the due process rights of the accused. The procedures to be used with respect to resolving disputes on matters of discipline, grievances, eligibility or participation shall be set forth in the Operations Manual, the Athletes Handbook or the published procedures of the designated committees or commissions. All tribunals affecting any individual's participation in

protected competition constituted under this section shall include no less than one-third Athlete members as defined in Appendix II.

- c. The imposition of competitive penalties within the Rules of Competition shall not be considered disciplinary action.

**Section 7.2022. Procedures for the Conduct of Meetings of the Board of Directors.**

- a. In the absence of the Chair of the Board ~~and~~ or the Treasurer, the Board may by resolution appoint a Director who meets the qualification of the position to preside. In the direction of the Board of Directors, the appointment may be made in advance of any specifically known need therefore.
- b. Unless otherwise provided in these Bylaws, the majority vote of Directors voting on a matter shall be the act of the Board of Directors. The Chair of the Board may, but shall not be required to cast a vote, and on matters requiring no more than a simple majority vote of Directors in attendance, the Chair's failure to vote shall diminish the number of persons counted as present and voting for determination of a majority vote.
- c. Unless otherwise provided by these Bylaws, the Colorado Revised Nonprofit Corporation Act or resolution of the Board of Directors, procedures at meetings shall be governed by Robert's Rules of Order (Newly Revised).
- d. Directors may not vote by proxy.

**Section 7.2123. Transition.** The terms of the At-Large Directors elected as officers in 2020 shall end in and be filled by election in 2024. The term of the At-Large Director elected in 2020 shall be extended from two (2) years to three (3) years, and that position will be filled by election in 2023. The three At-Large Directors elected in 2023 shall serve three (3) year terms ending in 2026. Upon conclusion of the transition in 2026, these Bylaws shall be automatically amended to remove this Section.

The terms of the Independent Directors appointed as officers in 2025 shall be extended from two (2) years to three (3) years, and those positions will be filled by appointment in 2028. Upon enactment of these amended bylaws, those Independent Directors shall become At-Large Directors. Upon conclusion of the transition in 2028, these Bylaws shall be automatically amended to remove this Section.

## **ARTICLE VIII ATHLETE COUNCIL**

**Section 8.1. Athlete Council.** The Athlete Council shall establish procedures for the selection of athletes to positions in the USFA that are reserved for athletes; shall advise the Chair of the Board and the Board of Directors with respect to issues of concern to athletes; and shall

undertake such projects as the Athlete Council shall determine to be in the interest of USFA athletes and as are assigned to it by the USFA.

**Section 8.2. Terms, Classification and Composition.** The Athlete Council shall be composed of ten or eleven athletes as follows:

- a. Term: Members of the Athlete Council shall be selected following the selection of the USOPC Athlete Advisory Council Representative and Alternate. Members of the Athlete

Council shall be seated for one Quadrennium or until replaced, whichever is later. For the purposes of this section, a Quadrennium shall commence upon the earlier of the close of the Olympic Games in which fencing is contested or the first day of September in the last year of the Quadrennium and shall continue until the earlier of the close of the following such Olympic Games or the final day in August in the last year of the Quadrennium. The acceleration or delay of the Olympic Games shall not affect the term of the Quadrennium.

- b. Classification of Members. Members of the Athlete Council shall fall into the following categories:
  - i. USOPC Athlete Advisory Council Representative(s) and Alternate(s).
  - ii. Weapon Representatives. One member of the Athlete Council shall be selected to represent each of the six internationally recognized weapon and gender categories, making a total of six Weapon Representatives. Such members shall be selected by those athletes qualified to serve in each recognized weapon and gender category as specified below.
  - iii. Should a member of the Athlete Advisory Council be elected to serve as a member of the USOPC AAC Leadership group, that member shall become an ex-officio voting member of the Athlete Advisory Council.
- c. Qualification to Serve: All members of the Athlete Council must satisfy the criteria set forth in Appendix II. Prior to the selection, representatives shall disclose any felony convictions and any other period of ineligibility to serve in sport organizations, such as findings of violations of anti-doping codes or SafeSport violations that were not reversed on appeal.

**Section 8.3. Selection of Athlete Council Representatives.** The procedures for selection of members of the Athlete Council shall assure representation as provided in this Article and shall be determined by the Athlete Council in advance of the selection process. If the Athlete Council cannot or chooses not to adopt selection procedures, the Board of Directors shall do so.

**Section 8.4. Vacancies.** Vacancies in the membership of the Athlete Council that arise for any reason other than the expiration of a member's term shall be filled by a vote of the remaining members of the Athlete Council. Such selection shall assure compliance with the requirements set forth above. Individuals selected to fill vacant positions shall serve the remainder of the vacated term.

## **ARTICLE IX ELECTIONS AND APPOINTMENTS**

**Section 9.1. Method of Balloting.** The Board of Directors shall provide for a secure and accurate method of electronic voting that assures compliance with the voting qualifications, requirements and procedures set forth in these Bylaws, that protects the secrecy of each member's vote and



that prevents the casting of illegitimate ballots. Such method may, but need not, be the only method for the casting of ballots, unless otherwise provided by these Bylaws. Ballots not cast by electronic means shall be returned to the Election Committee or its designee at the expense and risk of the voter. To ensure the validity and security of electronic voting, no more than two members may use the same email address.

**Section 9.2. Proxy Voting Disallowed.** Each member participating in elections must cast their own ballot. Balloting by proxies in elections is not allowed.

**Section 9.3. Nomination of At-Large Director Candidates.** Candidates for At-Large Directors may be nominated by either of the following methods:

- a. Candidates for At-Large Directors must be nominated by the Nominating Committee except as provided for in Section 9.3.a.iii.
  - i. For candidates from the general membership that are to be appointed by the Board of Directors, the Nominating Committee shall nominate at least as many qualified candidates as there are Directors to be selected, and shall announce its nominees no later than January 15 of the calendar year in which the appointment is to be held.
  - ii. For independent candidates to be appointed by the Board of Directors, the Nominating Committee shall nominate at least as many qualified candidates for the number as there are Directors to be selected. The Nominating Committee shall announce its nominees no later than June 15 of the calendar year in which the selections are to take place.
  - iii. For candidates that are to be directly elected by the membership, the Nominating Committee shall nominate at least as many qualified candidates as there are Directors to be selected plus two additional candidates (n+2), and shall announce its nominees no later than January 15 of the calendar year in which the elections are to be held. The Board of Directors may by majority vote of Directors present and voting have the discretion to modify the slate of candidates for election by the end of the Winter Meeting of the same year so long as other requirements in these Bylaws are met (including but not limited to Sections 7.4 and 9.3.iii). Directors who are up for re-election or appointment must recuse themselves from the vote.
  - iv. All nominees must be announced by publishing the names of the nominees and any report issued by the Committee on the USFA website.
- ~~b. Nominations by the Nominating Committee. The Nominating Committee shall nominate at least as many qualified candidates as there are Directors to be selected, and shall announce its nominees no later than January 15 of the calendar year in which the elections are to be held by publishing the names of the nominees and any report issued by the Committee on the USFA web site.~~
- ~~c. Nominations by Petition. Additional candidates may be nominated by petition, provided that:~~
  - ~~i. The prospective candidate identifies the position for which they seek selection and meet the qualifications of that position; and~~

- ii. ~~Prior to or simultaneously with the submission of supporting petitions, the prospective candidate shall have in writing indicated their willingness to serve and acceded to the Qualifying Affirmation prescribed in these Bylaws; and~~
  - iii. ~~The petitions submitted in support of the prospective candidate include subscriptions from no fewer than 1% of voting members in good standing who have among them named no fewer than two separate regions and 2% of separate officially recognized clubs as their primary affiliation and whose identity and intent are not reasonably subject to doubt. The number of required signatures and clubs will be calculated by the USFA national Office based on the number of eligible voters at the end of the previous fiscal year and will be published with the call for nominations~~
- d. ~~The National Office shall authenticate petitions and the signatures thereon and the Election Committee shall determine whether each person nominated by petition meets the qualifications laid down in these Bylaws for the office being sought; and shall only allow the names of those candidates who submit complying petitions and meet such qualifications to appear on the ballot~~

~~Section 9.4. **Delivery of Petitions.** No petition shall serve to nominate a candidate for any USFA position unless the original petition, an electronic transmission of the original petition in a format~~

~~designated by the USFA National Office, and all other documents required by this Article are received by the National Office of the USFA not later than 5:00 p.m. Mountain Time of the last business day of March of the year in which the election is to be conducted. Proof of mailing of the original petition by certified or registered mail, return receipt requested, or by private delivery service guaranteeing delivery within two days and providing proof of delivery, postage or shipping prepaid, properly addressed to the intended recipient, not less than ten days before due, shall raise a presumption of timely delivery to the addressee. All petitions must be done conducted on paper with hand-written signatures; electronic petitions are not permitted.~~

Section 9.54. **Submissions by Nominees.** The signed Qualifying Affirmation, completed background check, conflict of interest disclosures, agreement to be a candidate and submission to binding arbitration of candidates nominated by the Nominating Committee shall be submitted to the National Office of the USFA by the Nominating Committee with the announcement of its nominations. ~~The signed Qualifying Affirmation, agreement to be a candidate and submission to binding arbitration of candidates nominated by petition shall be submitted to the National Office of the USFA with the petition that purports to make that nomination.~~

~~Section 9.6. **No Multiple Candidacies.** No person may in any one election be a candidate for more than one office or more than one position on the Board of Directors, and no person who is a candidate for an elected office of the USFA may at the same time be a candidate for a position on the Board of Directors.~~

~~Section 9.7. **Proceedings of the Election Committee.** Formal Meetings of the Election Committee shall be open, except for deliberations in arbitration and consultations with legal counsel regarding matters within the protection of the attorney-client privilege. Reasonable notice of meetings of the Election Committee shall be given by posting on the official USFA web site. Candidates for office or their designated representatives may attend such meetings at their own expense.~~

Section 9.85. **Electioneering.** The Election Committee shall prescribe reasonable rules for the posting of electioneering materials by candidates for office on the USFA website, which materials shall be subject to reasonable approval by the Election Committee to exclude profane, illegal or defamatory materials.

Section 9.96. **Timing of Elections.** The Election Committee shall establish the dates for balloting in all USFA elections, provided that:

- a. The period during which ballots may be cast shall not be less than two weeks in duration; and
- b. The period for casting ballots for ~~officers and~~ Directors in a regular election shall end no later than June 25; and
- c. In the event a ~~recall vote~~ **special election** is required, the Election Committee shall establish dates for ~~the nomination of candidates by the Nominating Committee;~~ **nomination of candidates by**

~~petition and~~ the period during which ballots may be cast that are as expeditious as possible while adhering to the general principles set forth in this Article, provided that strict compliance with time frames and dates stated herein is not required.

Section 9.~~10~~**7. Ranked Preferential Voting.** In elections by the membership to fill positions in the USFA ~~conducted after July 31, 2020~~, the Election Committee shall provide a method of ranked preferential voting, and the candidate (if only one is to be elected) or candidates (if more than one is to be elected) receiving the greatest preference shall be elected. In case of a tie, the Chair of the Election Committee shall draw lots to determine the winner.

Section 9.~~11~~**8. Method of Selecting Elected At-Large Directors.** The ~~elected~~ At-Large Directors shall be selected in balloting conducted under the supervision of the Election Committee.

Section 9.~~12~~**9. Consent to Arbitrate.** No person may be elected to a position in the USFA or appear on the ballot therefore who has not agreed in writing, in such form as may be prescribed by the Election Committee, to submit to binding arbitration by the Election Committee of all disputes arising out of the election as the sole, final and exclusive means of resolving such disputes.

Section 9.~~13~~**10. Arbitration Rules.** In arbitrating disputes, the Election Committee shall conduct a self-administered arbitration and, to the extent practical, shall follow the Election Rules of the American Arbitration Association and shall preserve the due process rights of the parties.

## ARTICLE X

### REMOVAL OF OFFICERS, ~~DIRECTORS~~ MEMBERS OF THE BOARD, AND COMMITTEE MEMBERS

Section 10.1. **Exclusive Procedure.** Officers, Directors and committee members may be removed from the positions to which they have been duly selected only by the procedures set forth in this Article or by judicial proceedings in compliance with the Colorado Revised Nonprofit Corporation Act.

Section 10.2. **Removal for Cause.** No Director may be removed except for cause. “Cause” ~~shall include but shall not be limited to~~~~shall mean~~: (i) the commission of a crime injurious to the USFA’s image, reputation or operation or that involves dishonesty, breach of trust, or physical harm to any person; (ii) engaging in conduct that is in bad faith and materially injurious to the USFA, including but not limited to, misappropriation of property, profiting from a undisclosed conflict of interest, advancing the undisclosed conflict interest of another, or placing one’s own gain or advantage above that of the USFA; (iii) willfully refusing to implement or follow a lawful policy or rule or directive of the USFA; (iv) engaging in misfeasance, malfeasance or dereliction demonstrated by a pattern of willful failure faithfully to perform the duties of the position ~~outlined in Article V, Section 7.2 of these amended bylaws~~; (v) fraud or deception in

demonstrating the Director's qualification to serve on the Board of Directors; (vii) failure to pass a required background check or otherwise failing to meet the requirements of the position from which the person is being removed; or (viii) failure to attend more than two-thirds (2/3) of the

meetings of the Board during any twelve (12) month period, unless the Director is able to demonstrate to the other Directors of the Board that the presence of exigent circumstances caused and excused the absences. Unless such voting is part of a violation of a USA Fencing policy, no Director shall be subject to removal or to not being re-nominated based on how they vote as a Director.

**Section 10.3. Removal of Directors.** Directors may be removed only by the group that elected or appointed them. A director may be removed only if the number of votes cast to remove the Director would be sufficient for an initial election or appointment. Directors may be removed in the following manner:

- a. ~~No Director may be removed until the Board of Directors shall have adopted a resolution stating the grounds for removal and providing notice thereof to the affected Director. At a meeting of the Board of Directors conducted not less than 30 days after the provision of such notice, the affected Director shall be given the opportunity to address the charges, including the opportunity to present testimony and other evidence and to do so personally or with the assistance of counsel. Removal shall take place upon the affirmative vote of two-thirds of the Directors present and voting, not including the affected Director, provided that at least a majority of the Directors cast an affirmative or negative vote on the question of removal. Upon failure of a vote to remove, the affected Director shall be returned to good standing, and no subsequent resolution calling for the Director's removal shall be predicated on the same acts, omissions, occurrences or events as the failed resolution.~~
- b. A Director appointed by the Board of Directors may be removed by a two-thirds (2/3) affirmative vote of Directors present at any duly noticed meeting of the Board provided notice of the motion seeking removal and grounds for said removal are included in the published agenda for the meeting and the Director in question is given an opportunity to address the Board before the vote to remove is taken.
- c. A Director elected by members may be removed by the membership category or body that elected such Director in a recall election. A recall vote is initiated by a majority affirmative vote of Directors present at any duly noticed meeting of the Board provided notice of the motion seeking removal and grounds for said removal are included in the published agenda for the meeting and the Director in question is given an opportunity to address the Board before the vote to initiate a recall is taken.

**Section 10.4. Removal of Non-voting Board Members**~~Treasurer or Special Board Members.~~ The Treasurer, Secretary, Parliamentarian, or Special Board Members of the USFA may be removed by the Board of Directors, with or without cause, as follows:

- a. The Treasurer may be removed only after having been provided notice and an opportunity to be heard by the Board of Directors and upon the affirmative vote of two-thirds of the Directors present and voting.
- b. The Special Board Members, Secretary, or Parliamentarian may be removed by a duly adopted resolution of the Board of Directors.

**Section 10.5. Removal of Committee Members.** Any committee member of the USFA may

be removed by the Board of Directors, with or without cause, by a duly adopted resolution of the Board of Directors.

**Section 10.6. Removal of the Chair of the Board of Directors.** The Chair of the Board of Directors serves at the pleasure of the Board and may be removed from and replaced in that position at any time provided notice of the motion seeking removal is included in the published agenda for the meeting at which removal or replacement will be sought and the person holding the position is given an opportunity to address the Board before the vote to remove or replace is taken. The person holding the position of Chair of the Board of Directors continues to serve as an ~~At-Large~~ Director unless removed from the Board itself in compliance with Section 10.3 of these Bylaws.

**Section 10.7. Financial Obligations.** It is the duty of every member to remain in good financial standing with the USFA. Notwithstanding any provision of these Bylaws to the contrary, the membership rights of any member who is more than ninety (90) days in arrears on any amount

owed to the USFA will be administratively suspended without further action than notice given to the member's email address or mailing address of record. Such suspension is not considered disciplinary action and is not contingent on any procedures regarding the same. However, any member who contests such action may file a complaint and have the validity and amount of the claimed balance due established under the procedures prescribed for the resolution of grievances.

## **~~ARTICLE XI MEETINGS OF THE MEMBERSHIP~~**

**~~Section 11.1. Annual Meeting of the Membership.~~** ~~The annual meeting of the membership shall be conducted in conjunction with the Summer Meeting of the Board of Directors on a date and at a place and time designated by the Chair of the Board.~~

**~~Section 11.2. Special Meetings of the Membership.~~** ~~Special meetings of the membership may be called by the Chair of the Board or by the Board of Directors at a time and place of which there shall be not less than 30 nor more than 60 days' notice, and shall be called by the Chair of the Board upon the written request of 100 voting members in good standing who have among them named no fewer than ten different clubs among their primary affiliations. Only business specified in the notice of a special meeting may be conducted at such meeting. Unless a vote of the membership is required by the notice of the meeting, special meetings may be conducted by telephone or video conference at the discretion of the Chair of the Board or, if the stated purpose of the meeting creates a conflict of interest for the Chair of the Board, at the discretion of the Board. Special Meetings of the Membership at which votes will be required shall be held in conjunction with the next Regular Meeting of the Board.~~

**~~Section 11.3. Voting at Meetings.~~** ~~All members of the USFA may attend meetings of the membership, but only those whose membership class includes voting rights may vote at meetings of the membership. Any person entitled to vote may do so at meetings of the membership in person or by proxy.~~

**~~Section 11.4. Rules Regarding Proxies.~~** ~~The following rules govern the validation and exercise of proxy appointments at any meeting at which members are entitled to vote by virtue of their membership status. No particular form of appointment is required.~~

- ~~a. No person may act as a proxy who is not a voting member in good standing.~~
- ~~b. No appointment of a proxy shall be valid unless (1) the person appointing the proxy would be eligible to vote if present in person; (2) the appointment is given in writing, is signed and dated by the member appointing the proxy and includes that person's USFA membership number; (3) the writing names the person being appointed as proxy, or the persons who may act as proxy, in order of preference, against the eventuality that one or more appointees are not present; (4) the writing appointing the proxy has been received by the National Office of the USFA for verification not less than ten (10) calendar days before the meeting at which the proxy is to act.~~
- ~~c. The appointment of a proxy shall be construed as granting to the proxy the authority to vote on all matters that may come before the meeting, unless the writing appointing the~~



~~proxy contains specific instructions regarding the exercise of the appointing member's vote, which instructions shall be honored.~~

~~d. Unless the writing appointing a proxy specifies a date on which it expires, appointments shall be assumed valid only for the meeting of the membership immediately following the date of the appointment and for adjournments thereof.~~

~~e. The appointment of a proxy shall be deemed withdrawn by the presence of the appointing member, by the presentation of a valid appointment bearing a later date, or by written notice withdrawing the appointment.~~

~~Section 11.5. **Action Taken Without a Meeting.** The Board of Directors may refer matters to the membership to be voted upon in conjunction with an election, and the procedures prescribed in these Bylaws for elections shall govern the balloting thereon.~~

~~Section 11.6. **Conduct of Meetings.** All meetings of the membership shall be conducted in open session and shall be presided over by the Chair of the Board. In the absence of the Chair of the Board, the first order of business shall be the election of a person to conduct the meeting. Procedures at meetings of the membership shall be conducted in accordance with Robert's Rules of Order (Newly Revised), except as otherwise provided in these Bylaws.~~

~~Section 11.7. **Quorum and Manner of Acting.** At any meeting of the membership, a quorum shall consist of 200 voting members in good standing present in person or by proxy who have among them named no fewer than twenty different clubs among their primary affiliations. Once a quorum has been established, all actions duly taken at that meeting shall be valid, notwithstanding the departure of sufficient members to reduce the number present and voting below that required for a quorum. All business to come before a duly constituted meeting at which a quorum is present shall be decided by majority vote.~~

~~Section 11.8. **Business to Be Transacted.** In addition to such other business as these Bylaws provide shall be addressed by the membership and such other business as is specified in the notice of the meeting, at all Annual Meetings of the membership the Chair of the Board, Treasurer and Chief Executive Officer shall report significant events that have transpired since the previous report rendered by such persons. The members may at any meeting of the membership propose resolutions for consideration by the Board of Directors, and if approved by the members, such proposed resolutions shall appear on the agenda of the next meeting of the Board of Directors at which consideration of the proposed resolutions would be in order.~~

## **ARTICLE XII COMMITTEES AND COUNCILS**

~~Section 12~~**1.1. Committees.** All Committees shall be "Committees of the Board." A "Committee of the Board" is a committee created by these Bylaws or that is created by and that may be disbanded by resolution of the Board of Directors.

Section 121.2. **Operational Resource Groups.** Committees of the USFA that are charged with supporting operations will be classified as an Operational Resource Group and further defined as one of the following:

- a. Commission: A “Commission” is a committee of the USFA that is charged with operational support. Commissions may (i) comprise members who are not subject to annual reappointment; (ii) be populated other than by appointment of the Chair of the Board; and (iii) be authorized to select its own Chair.
- b. Resource Group: A “Resource Group” is a committee of the USFA constituted for the purpose of providing ongoing support and guidance to the USFA or any of its bodies or constituencies.

Section 121.3. **Task Force.** A “Task Force” is a Committee of the Board or USFA constituted for a single or specific purpose that is limited in scope or in time. A task force is disbanded automatically upon fulfillment of its purpose or upon expiration of its stated duration.

Section 121.4. **Composition.** All individuals serving on committees shall be members of the USFA in good standing who meet the qualifications for At-Large Directors, and unless otherwise provided in these Bylaws, may, but need not be, Directors.

- a. Athlete Representation. All committees shall include no less than one-third Athlete members selected by the Athlete Council who meet the qualifications required by Appendix II, as applicable. On any committee that oversees selection of athletes, coaches, or staff for para-fencing Protected Competitions, at least half of the athlete members must have met the requirements set forth in Appendix II by competing in a para-fencing event.
- b. Gender Representation. Except as otherwise provided in these Bylaws and to the extent practicable while maintaining standards for qualified committee personnel, it shall be the goal of USA Fencing to appoint committee members whose gender reflects their proportion within the general membership of USA Fencing. For the purposes of achieving this aspiration, non-binary individuals shall be considered to be of the gender with which they identify.
- c. Para-fencing Community Representation. Except as otherwise provided in these Bylaws and to the extent practicable while maintaining standards for qualified committee personnel, it shall be the goal of USA Fencing to include in each committee’s membership at least one representative from the para-fencing community. For the purposes of achieving this aspiration, “para-fencing community” shall include para-fencing athletes, referees, coaches, and others who have demonstrated knowledge of para-fencing and support for para-fencing athletes.
- d. Ethnic Diversity. Except as otherwise provided in these Bylaws and to the extent practicable while maintaining standards for qualified committee personnel, USFA shall strive for ethnic diversity in committee membership and shall encourage committee participation by members who belong to minority ethnic groups.

Section 11.5 **Liaisons.** All committees will have an ex-officio Board Liaison and Staff Liaison:

- a. Board Liaison. Board Liaisons will be selected from among the Board of Directors (voting or non-voting members) per Section 11.6. They may be either a non-voting or a voting member of the committee depending on their designation upon appointment. They will sponsor any motions from the group, and provide mutual insight and facilitate knowledge sharing between the Board of Directors and their assigned group.
- b. Staff Liaison. Staff Liaisons will be selected from among the National Office staff by the Chief Executive Officer. They are non-voting members of their assigned committee. They will facilitate meetings, keep attendance, and liaise with the National Office for any operational needs.

Section ~~12.5~~11.6. **Appointments.** Unless otherwise provided by these Bylaws or a resolution of the Board of Directors, the Chair of the Board, with the approval of the Board of Directors, shall appoint the members of committees and designate the **Board Liaisons** and Chairs thereof (**Chairs are optional for Resource Groups**).

Section ~~12.6~~11.7. **Audit Committee.**

- a. Purpose. The Audit Committee shall have primary responsibility for reviewing and overseeing the financial procedures, controls, reports, and regulatory filings of the USFA, and reporting on the foregoing to the Board of Directors. The Audit Committee, with approval of the Board, shall annually select a qualified auditor to certify the financial reporting of the USFA. The Board of Directors may assign other duties consistent with and related to the functions specified in this Subsection ~~12.6~~11.7.a.
- b. Composition. The Audit Committee shall consist of four members chosen by the Board of Directors and two Athletes who meet the qualifications required in Appendix II. Of the members selected by the Board, at least two shall be Directors who are not officers and at least one shall be an Independent Director; provided, however, that the Treasurer may not serve on the Audit Committee. Members shall serve staggered terms of two years. The Board of Directors shall select the Chair of the Audit Committee. The Board of Directors and the Athlete Council shall provide for staggered terms of the members each body selects by limiting one half of its initial appointees after the effective date of these Bylaws to a one-year term and the other half will have an initial two-year term.

Section ~~12.7~~11.8. **Budget Committee.**

- a. Purpose. The Budget Committee shall have primary responsibility for working with the professional staff and exercising oversight in the development and formulation of the USFA's annual budget; presenting the budget to the Board of Directors for its review, revision and approval; monitoring budgetary performance; recommending variances to the budget; and reporting on the foregoing to the Board of Directors at each meeting of the Board.
- b. Composition. The Budget Committee shall consist of six voting members: the Treasurer,

who shall be Chair of the Budget Committee; three other members of the Board of Directors elected by the Board; and two athletes who meet the qualifications required in Appendix II, one of whom shall be female and one of whom shall have qualified as a Parafencer. The Chief Executive Officer of the USFA, or another staff member designated by the Chief Executive Officer, shall be a non-voting member of the Budget Committee. Members shall serve terms of one year.

Section ~~12.8~~11.9. **Election Committee.**

- a. Purpose. The Election Committee shall be responsible for fairly administering the elections by the membership of national officers and positions on the Board of Directors specified in these Bylaws; for deciding issues raised and encountered during the conduct

of elections; and for overseeing balloting on other matters as provided by these Bylaws or by resolution of the Board of Directors. Among its duties, the Election Committee ~~shall validate the submissions of all candidates for nomination by petition;~~ shall enforce such electoral rules not inconsistent with these Bylaws as the Board of Directors may adopt; shall make such additional electoral rules as are necessary and not inconsistent with rules adopted by the Board of Directors or specified in these Bylaws; ~~shall provide a template form of petition that may be used by any candidate;~~ shall decide challenges to qualifications of candidates and compliance with election procedures; shall provide for the distribution, validation and tallying of ballots; shall certify the results of elections; and shall arbitrate, after notice and an opportunity to be heard, the grievances of any interested party concerning electoral procedures.

- b. Composition. The Election Committee shall consist of six members, four of whom are selected by the Board of Directors at its Annual Meeting and two athletes, who meet the requirements in Appendix II, selected by the Athlete Council. Each member of the Election Committee, however chosen, shall serve a term of two years commencing with adjournment of the Annual Meeting of the Board of Directors, but shall continue to serve until their successor has been elected and qualified. If there is a vacancy on the Election Committee, the body that selected the member who is no longer serving shall select the successor. No person may serve on the Election Committee who is candidate for office or other elected position within the USFA or who holds a position for which an election or preparations for an election can be reasonably anticipated while such person is a member of the Election Committee, provided that any person who irrevocably renounces their right to seek reelection is not disqualified from service. The Election Committee shall select one of its members to serve as chair on an annual basis. The Board of Directors and the Athlete Council shall provide for staggered terms of the members each body selects by limiting one half of its initial appointees after the effective date of these Bylaws to a one-year term and the other half will have an initial two-year term.

- ~~c. Proceedings. The proceedings of Election Committee shall be open, except for personnel matters, deliberations in arbitration and consultations with counsel concerning legal matters within the protection of the attorney-client privilege. Meetings shall be announced with sufficient advance notice that candidates or their representatives may, at their own expense, attend in person or by electronic means.~~

#### Section ~~12.9~~11.10. **Nominating Committee.**

- a. Purpose. The Nominating Committee shall be responsible for selecting candidates for elected positions and offices in the USFA as specified in these Bylaws, and in so doing shall take care to select candidates who possess experience and knowledge pertinent to the purposes, interests and needs of the USFA.
- b. Composition. The Nominating Committee shall comprise six members of whom two athletes, who meet the requirements in Appendix II, shall be selected by the Athlete Council for two-year staggered terms and four shall be selected by the Board of Directors, with one drawn from each of the following groups for staggered two-year

terms. The first selection of the Nominating Committee after the effective date of these Bylaws will provide that one-half of those selected shall have an initial one-year term and the other half will have an initial two-year term:

- i. A current or former At-Large Director with at least four years' service on the Board or a former officer with similar experience;
- ii. Either a coach with a demonstrated record of producing fencers who perform at a high level or a principal of an established operating fencing club;
- iii. Active officials (referees, armorers, bout committee members, Referees' Commission members) who have regularly staffed national tournaments during the two years preceding their appointment; and
- iv. Current or past Independent Directors or appointed At-Large Directors who meet the definition of "independent" as set out above.

The Chief Executive Officer or another member of the professional staff designated by the Chief Executive Officer shall serve as a resource at the request of the Nominating Committee. No person may serve on the Nominating Committee who is a candidate for office or other elected position within the USFA or who holds a position for which an election or preparations for an election can be reasonably anticipated while such person would be a member of the Nominating Committee, provided that any person who irrevocably renounces their right to seek reelection is not disqualified from service. The Nominating Committee shall annually select its chair. Any vacancy on the Nominating Committee shall be filled by a person of the same qualifications as the vacating member.

#### Section ~~12.10~~ 11.11. **Ethics Committee.**

- a. Purpose. The Ethics Committee shall promote and help sustain a culture of ethical conduct throughout the USFA. The Ethics Committee shall review all USFA codes of conduct, conflict of interest regulations and disclosures, and other policies and reports addressing prescribed and recommended standards of behavior of USFA members, contractors and employees. The Ethics Committee may recommend to the appropriate promulgating authority proposals for adoption, revision and improvement of codes and policies concerning ethical conduct of persons associated with the USFA. The Ethics Committee shall prescribe standards and forms for the disclosure of actual, apparent and potential conflicts of interest, and shall not less frequently than annually review such disclosures and make a report thereof to the Board of Directors.
- b. Operations. The Ethics Committee shall:
  - i. address inquiries regarding the applicability, compliance or non-compliance with promulgated ethical standards that are referred to it by the National Office, Board of Directors, USFA members, or undertaken on its own initiative

- ii. review on an ongoing basis all USFA codes of conduct, conflict of interest regulations, and other policies addressing prescribed standards of behavior of USFA members, contractors and employees, and shall recommend to the Board of Directors revisions thereto;
  - iii. review and opine on conflict of interest concerns referred to it by those charged with the initial review of conflict of interest disclosures; and
  - iv. refer to the Grievance and Disciplinary Committee (or its designated administrator) or to another appropriate body any recommendations for commencement of disciplinary proceedings that the Ethics Committee deems advisable.
- c. **Composition.** The Ethics Committee shall consist of six members, four of whom shall be chosen by the Board of Directors and two athletes, who meet the requirements in Appendix II. Of the members chosen by the Board, at least one shall be an individual who meets the criteria for Independent Directors and at least one shall be a licensed attorney who is actively practicing law. The athlete members shall be selected by the Athlete Council. The Board of Directors shall select the Chair of the Ethics Committee. Each member of the Ethics Committee, however chosen, shall serve a term of two years commencing with adjournment of the Annual Meeting of the Board of Directors. If there is a vacancy on the Ethics Committee, the body that selected the member who is no longer serving shall select a successor who qualifies for and meets the requirements of the vacant position. The Board of Directors and the Athlete Council shall provide for staggered terms of the members each body selects by limiting one half of its initial appointees after the effective date of these Bylaws to one-year terms.

Section ~~12.11~~ **11.12. Referees' Commission.** The Referees' Commission is both a Committee of the Board and an Operational Resource Group.

- a. **Purpose.** The Referees' Commission shall be responsible for:
  - i. the recruitment, development and evaluation of referees;
  - ii. the appointment of referees to national competitions and to such international competitions as USA Fencing is allowed;
  - iii. for maintenance of the Rules of Competition;
  - iv. for the creation of ethical standards for referees and for the creation and maintenance of an Ethics Subcommittee of the Referees' Commission to provide for the disposition of complaints alleging violation of those standards;
  - v. for providing a method of addressing grievances between referees that are not within the exclusive jurisdiction of another authority;



- vi. for representing and advancing the interests of the referee corps; and
- vii. for advising the USFA on matters of concern to referees and regarding refereeing.

b. Composition.

- i. The Referees' Commission shall be organized under the leadership of a Chair, Vice-Chairs of Domestic Grassroots Development, Domestic National Development Rules and Examinations, International Development and Assignment, and Ombudsman, and three athletes.
- ii. The Chair and Vice-Chairs of the Referees' Commission shall be elected by experienced referees. The standards for electors and the method for nominating candidates for these positions shall be determined by the Board of Directors consistent with these Bylaws, and Nominees for the positions shall be elected by a vote of the electors that is conducted by the Election Committee, and notwithstanding Section 9.107 of these Bylaws, such election shall be by simple majority.
- iii. Athlete members, who meet the requirements in Appendix II, of the Referees' Commission shall be selected by the Athlete Council.
- iv. The Vice-Chairs may constitute advisory groups to assist them in the discharge of their obligations. Advisory groups shall be populated by persons chosen by the Vice-Chairs on consultation with the Chair of the Referees' Commission, but shall not be considered members of the Referees' Commission and shall not vote on matters that come before it.
- v. The Chair of the Referees' Commission may constitute and appoint additional subcommittees to assist the Referees' Commission in meeting its obligations and achieving its goals and may disband such subcommittees in the Chair's discretion. Subcommittees shall be populated by persons chosen by the Chair on consultation with the Vice-Chairs of the Referees' Commission. Subcommittee members need not be members of the Referees' Commission and shall not be considered members of the Referees' Commission.

Section ~~12.12~~11.13. **Diversity, Equity, Inclusion and Belonging Committee.**

- a. Purpose. The Diversity, Equity, Inclusion and Belonging (DEIB) Committee serves to create and provide meaningful opportunities to advise the organization, and increase the presence and protection of underrepresented communities within USFA governance. The DEIB Committee will advocate for interests of underrepresented groups relating but not limited to race, disability status, gender, gender identity, ethnicity, religion, political opinions, family status or other innate attribute.
- b. Operations. The DEIB Committee shall:



- i. Advise the Board and National Office on any matters concerning or relating to diversity, equity, inclusion and belonging. The DEIB Committee will make recommendations regarding Bylaws, policies, processes, and practices;
  - ii. Assist the Board of Directors with diverse representation on the Board, Committees, **Councils, Task Forces**, and Resource Groups in ensuring that diverse perspectives and views are included in governance matters;
  - iii. Identify qualified candidates for leadership positions to be considered in the selection process on the Board, Committees, **Councils, Task Forces**, and Resource Groups;
  - iv. Educate and prepare interested individuals to serve in USFA governance; and
  - v. Address inquiries regarding the applicability, compliance or non-compliance with anti-discrimination standards.
- c. **Composition.** The DEIB Committee shall consist of six members, three of whom shall be chosen by the Board of Directors, one of who shall be selected by the DEIB Committee, and two athletes, who meet the requirements in Appendix II. Board of Directors shall choose individuals whose demographics are underrepresented in leadership, prioritizing the qualified candidates identified by the DEIB Committee. Membership shall be comprised of a diverse range of identities including, but not limited to: expertise, status as an athlete, roles within the USFA community, and statements of interest.

#### Section ~~12.13~~ 11.14. **Grievance and Discipline Committee.**

- a. **Purpose.** The Grievance and Discipline Committee shall be responsible for the administration and adjudication of all grievances and disciplinary complaints falling within its jurisdiction as prescribed by the Board of Directors and not assigned by these Bylaws to another authority.
- b. **Operations.** The Grievance and Discipline Committee shall operate under procedures adopted by the Board of Directors. To the extent not inconsistent with Board of Directors prescribed procedures, the Grievance and Discipline Committee may adopt such practices and procedures as it deems appropriate and useful to the discharge of its duties.
- c. **Composition.** The Grievance and Discipline Committee shall consist of six members, four of whom shall be chosen by the Board of Directors, and two athletes who meet the requirements in Appendix II. Of the members chosen by the Board of Directors, none shall be a member of that body and at least two shall be licensed or retired attorneys. The athlete members shall be selected by the Athlete Council. The Chair of the Grievance and Discipline Committee shall be selected by the Board of Directors and shall be a licensed or retired attorney. Each member of the Grievance and Discipline Committee, however chosen, shall serve a term of two years commencing with adjournment of the Annual Meeting of the Board of Directors at which they are selected, and there shall be at least

one licensed or retired attorney in each two-year cohort. If there is a vacancy on the Grievance and Discipline Committee, the body that selected the member who is no longer serving shall select a successor who qualifies for and meets the requirements of the vacant position to fill the balance of the term of the vacating member. The Board of Directors and the Athlete Council shall provide for staggered terms of the members each body selects by limiting one half of its initial appointees after the effective date of this Section ~~12.13~~11.14 to one-year terms.

Section ~~12.14~~11.15. **Coaches Committee.**

- a. Purpose: The Coaches' Committee provides the voice of the coaching community to USA Fencing, working in concert with the Board of Directors, and, where appropriate, the National Office to provide advice on matters that affect the Coaching Community of USA Fencing. The Coaches' Committee shall be responsible for:
  - i. Representing and advancing the interests of the USA Fencing coaching community;
  - ii. Advising USA Fencing on matters of concern to coaches and regarding coaching;
  - iii. Promoting the growth and excellence of fencing in the United States;
  - iv. Supporting development of the culture of Fencing within the coaching community – in particular the retention of athletes into coaches and the fostering of an outstanding and positive culture within Fencing;
  - v. Providing a direct voice to the Coaching Community and sounding board for coaching issues;
  - vi. If requested, provide high performance director with feedback on national coach selection;
  - vii. Requesting changes to the National Office, the Tournament Committee, the Sports Performance Resource Group, the Hall of Fame Committee, and the Referees' Commission regarding coaching-related topics; and
  - viii. Identifying and reporting issues regarding the coaching community and providing constructive ideas for resolution.
- b. Composition: The Coaches' Committee shall comprise nine members and be organized as follows:
  - i. 6 members appointed by the Board of Directors, of whom
    - A. No fewer than one member identifies as a lesser represented gender; and
    - B. One member is approved by the Paralympic Development Resource Group; and

- C. Must have a Coach membership type with USA Fencing as of July 31<sup>st</sup> of the membership year immediately prior to appointment; and
- ii. Three athletes who meet the requirements in Appendix II, selected by the Athlete Council

Section ~~12.15~~11.16. **Meetings.** Except as otherwise provided in these Bylaws, every committee shall meet from time to time at the call of the Chair thereof, and it shall be the duty of the Chair to call a meeting upon the written request of a majority of the members of the committee, of the Board or of the Chair of the Board. Except as otherwise provided in these Bylaws, in the discretion of the chair, meetings of committees may be conducted telephonically, by video conference or by any means that allows all participants to hear the proceedings and to participate fully therein.

Section ~~12.16~~11.17. **Committee Reports.** Except as otherwise provided in these Bylaws, the Chair of each Committee shall render a full report of its activities upon the request of the Chair of the Board or the Board of Directors and in any event not less than three weeks prior to the Annual Meeting of the Board of Directors.

Section ~~12.17~~11.18. **Committee Member Attendance.** Committee members are expected to attend all scheduled committee meetings of which they are a member. Each committee member is required to attend no less than two-thirds (2/3) of the committee meetings of which they are a member during any twelve (12) month period.

Section ~~12.18~~11.19. **Compensation.** Committee members shall not receive compensation for their services as committee members. USFA committee members are not disqualified from receiving compensation for services rendered to or for the benefit of USFA in any other capacity. Each committee member shall be bound by the Conflict of Interest Policy of USFA.

Section ~~12.19~~11.20. **Terms of Service.**

- a. Unless otherwise provided in these Bylaws and except for the Referees' Commission, appointed committee members shall serve terms approximating two years, from the date of the Annual Meeting of the Board of Directors nearest their appointment until the later of the Annual Meeting of the Board of Directors in the second calendar year thereafter or their successor has been elected and qualified.
- b. In the event a committee member is selected to fill a vacancy resulting from the removal, resignation, or ineligibility to serve of a committee member, the newly selected individual shall serve the unexpired portion of the vacated term, but for the purposes of Section ~~12.20~~11.21, the individual shall be deemed to have commenced service on the date of the Annual Meeting of the Board of Directors nearest their appointment.
- c. Chairs and Vice-Chairs of the Referees' Commission shall serve terms commencing on August 1 of the year in which they are selected and ending on July 31 four years later, with the Chair, Ombudsman, and Vice-Chairs of Domestic Development – Grassroots and Domestic Development – National being selected in the years when the Summer

Olympic Games are regularly scheduled to be held and the other members of the Referees' Commission selected in the even numbered years between regularly scheduled Summer Olympic Games. The acceleration or delay of the Olympic Games shall not affect the terms of Referees' Commission members.

- d. The Board of Directors and the Athlete Council shall provide for staggered terms for the members each body selects by designating one half of its appointees chosen in 2024 to serve two-year terms.

Section ~~12.20~~11.21. **Term Limits.** Beginning with the Annual Meeting of the Board of Directors in 2024, and unless otherwise provided in these Bylaws, a committee member shall be permitted to serve up to eight (8) consecutive years on a given committee, after which they are ineligible for service on that committee for a period of one (1) year. After a one (1) year gap in service, the individual shall be eligible for reappointment to that committee and the limitation period shall begin to run anew. The board of Directors may in its discretion exempt particular individuals from the limitations set forth in this section.

Section ~~12.21~~11.22. **Councils.** The Board of Directors may from time to time authorize the formation and dissolution of groups to be known as "councils" to provide forums for groups who share a special interest in the governance and operation of USFA. Councils are not committees and do not have the authority to make decisions for or to bind USFA. Councils may be formed to facilitate communication with, and discussion by, constituencies with special knowledge or interests, and such councils may make recommendations to the Board of Directors, committees, or the CEO. *Athlete representation on Councils is optional.*

## ARTICLE XIII ~~INDEMNIFICATION~~

Section ~~13.1~~12.1. **Right to Indemnification.** The USFA shall indemnify its present and former Directors, officers, employees, committee members, agents, official representatives and any other person serving or who has served the USFA in any capacity at its request against expenses actually and reasonably incurred by such person (including but not limited to judgments, costs and legal fees and expenses) in connection with the defense of any pending or threatened litigation to which such person is, or is threatened to be made a party, because of that person's service in any of the enumerated capacities. The right of indemnification shall extend to expenses of litigation that is compromised or settled, including amounts paid in settlement, if USFA has approved such settlement. For the purposes of this Article, "litigation" shall include both judicial proceedings and arbitrations. The right to indemnification shall accrue only to persons who acted in good faith and in a manner reasonably believed at the time by such person to be in, and not opposed to, the best interests of the USFA. The termination of litigation by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in and of itself create a presumption that the person seeking indemnification did not act in good faith or in a manner reasonably believed at the time to be in the best interest of the USFA.

Section ~~13.2~~12.2. **Approval of Payment.** At a meeting at which a quorum of disinterested Directors has been obtained, the Board of Directors, acting by majority vote of the disinterested Directors present and voting on the matter, shall determine by resolution whether a person seeking indemnification has met the criteria and standards of conduct set forth above and if so, the amount to be indemnified. Such determination shall be final. If a quorum of disinterested Directors cannot be obtained, or if a majority of the disinterested Directors who constitute a quorum shall so resolve, such determination can be made by the Board upon the opinion in writing of independent legal counsel that indemnification is proper in the circumstances because the person seeking indemnification meets the criteria and standard of conduct set forth above and has demonstrated that the amounts to be reimbursed or paid are properly eligible for payment under that Section.

Section ~~13.3~~12.3. **Advance Payment of Expenses.** Any expenses incurred by any person qualified for indemnification in connection with the defense of litigation may be paid by the USFA in advance of a final disposition of such litigation upon receipt of a written undertaking by such person to repay any amounts advanced if it is ultimately determined that the person or the expenses are not eligible for indemnification under this Article.

Section ~~13.4~~12.4. **Insurance.** The USFA shall continuously maintain one or more policies of insurance reasonably anticipated to provide coverage for the obligations described in this Article. This requirement states a minimum amount of the coverage to be obtained and does not restrict the USFA from procuring insurance that provides broader coverage. The Board of Directors shall review and establish the minimum level of coverage each year as part of its approval of the Budget for the ensuing year.

Section ~~13.5~~12.5. **Amendment.** No repeal or modification of this Article shall adversely affect any right to indemnification that shall have accrued to any person who meets the criteria stated in Section 1 of this Article as of the effective date of such repeal or modification.

## ARTICLE XIII ~~✓~~ EFFECTIVE DATE AND AMENDMENTS

Section ~~14.1~~13.1. **Effective Date.** Upon approval of these Bylaws by the Board of Directors in accordance Section ~~14.2~~13.2, these Bylaws shall take effect ~~on August 31, 2021 and the Bylaws in effect prior to that date shall be repealed in full except as otherwise provided in these Bylaws.~~ Thereafter Reference to “Bylaws” shall mean these Amended and Restated Bylaws.

Section ~~14.2~~13.2. **Amendments by the Board of Directors.** These Bylaws may be amended or repealed, and new Bylaws may be adopted, by the Board of Directors acting in accordance with the procedures specified in this Section.

- a. Procedure. Any Director may move the adoption of amendments to these Bylaws or the adoption of new bylaws. Not later than 45 days before the date of any meeting of the Board at which an amendment or new bylaw is to be considered, ~~or such shorter time~~

as the Board may deem necessary by a two-thirds (2/3) majority vote, a general notice of the

proposed change shall be published prominently on the USFA's website. Such notice shall set forth the text of the proposed amendment, the date, time, and place of the meeting of the Board of Directors at which the change is to be considered, and provide a means by which general comments of the membership relating to the proposal may be communicated for distribution to the Board of Directors not less than five days before the meeting. Amendments and new bylaws shall be adopted upon the affirmative vote of not fewer than two-thirds of the Directors then in office.

- b. Effect. Amendments and newly adopted bylaws approved by the Board of Directors shall take effect at the close of the meeting at which they are adopted unless otherwise specified in the adopting resolution. Such resolution may specify that the amendment or newly adopted provisions shall take effect immediately or at a later time.

~~Section 14.3. **Amendments by the Members.** These Bylaws may be amended or repealed, and new Bylaws may be adopted, by the members acting in accordance with the procedures specified in this Section.~~

- ~~a. Procedure. Amendments to these Bylaws or the adoption of new bylaws may be placed before the membership for consideration of approval by the submission of a petition that sets forth any proposed change with specificity and that is subscribed to by not less than five percent of the voting members in good standing whose identity and intent are not reasonably subject to doubt and who have among them named no fewer than fifty separate officially recognized clubs as their primary affiliation. No petition shall serve to propose an amendment or a new bylaw unless the original and all parts thereof are submitted to the National Office of the USFA and a copy is received by the chair of the Election Committee before April 1 of the year in which the amendment or new bylaw is to be considered. Proof of mailing by certified or registered mail, return receipt requested, or by private delivery service guaranteeing delivery within two days and providing proof of delivery, postage or shipping prepaid, properly addressed to the intended recipient, not less than ten days before due, shall raise a presumption of timely delivery to the addressee. The General Counsel of the USFA shall review all proposed amendments to assure that the amendment is legally permissible, clearly delineates the change to be made and does not contradict other portions of these Bylaws. The Election Committee shall determine whether such petition meets the requirements of this Section and shall only allow those that do so to appear on the ballot or to receive votes. Amendments and new bylaws proposed by petition shall be placed before the members in an election conducted in accordance with Article IX of these Bylaws, to the extent applicable, and shall be adopted if a majority of those members casting ballots vote for approval thereof.~~
- ~~b. Effect. Amendments and newly adopted bylaws approved by the membership shall take effect on August 1 of the year in which they are adopted unless otherwise specified in the amendment or new bylaw.~~

## ARTICLE XIV IRREVOCABLE DEDICATION OF ASSETS



Section ~~15.1~~14.1. **Charitable Purposes.** The property of the USFA is irrevocably dedicated to charitable purposes, and no part of the net income or assets of the USFA shall inure to the benefit of any private person.

Section ~~15.2~~14.2. **Dissolution.** Upon the dissolution or winding up of the USFA, its assets shall be first applied to the payment, or provision for the payment, of all its debts and obligations. Any assets thereafter remaining shall be distributed to one or more nonprofit funds, foundations or corporations that are organized and operated for charitable purposes and that have established tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended. The use and disposition of real or personal property owned by the USFA in any and all States and Territories of the United States of America upon dissolution or winding up shall be limited to the purposes stated in Section 1 of this Article in such manner as to satisfy the requirements of the laws of such States and Territories for exemption of the property from property taxation in such jurisdictions.

## ARTICLE XVI ~~1~~ ARBITRATION

The USFA shall submit to binding arbitration conducted in accordance with the applicable rules of the American Arbitration Association in any controversy (1) involving its recognition as a national governing body for the sport of fencing, as may be lawfully provided for Bylaws of the USOPC and 36 U.S.C. § 220529, or (2) involving the opportunity of any athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition in the sport of fencing, as lawfully provided for in the Bylaws of the USOPC.

## APPENDIX I

~~USFA~~-SafeSport ~~Policy~~-Code

## APPENDIX II

USOPC Bylaws



## **USA Fencing Event Site Selection Policy**

June 7, 2025

### **Background**

In October 2022, USA Fencing committed to protecting its' LGBTQIA+ individuals and show support for its' women members by giving preference to selecting cities within states that had more inclusive laws. In 2024, that policy was updated to give a more granular level of city-level inclusivity.

### **Changes**

This updated policy serves to simplify and optimize USA Fencing's requirements and opportunities for financial success of events. while maintaining an approach to support the safety, security and enjoyment by USA Fencing members.

### **Policy**

USA Fencing includes a wide variety of factors in its' site selection process for national events including but not limited to:

- Square footage requirements
- City interest and availability in hosting.
- Costs to USA Fencing and USA Fencing families, and financial outcomes for USA Fencing.
- Accessibility
- Hotel considerations, particularly distance from the venue.
- Geographic diversity across national tournaments.
- Safety and security of USA Fencing members and their families.
- Any other requirement that supports USA Fencing's core mission as determined by the USA Fencing events team.

USA Fencing will make every effort to work with cities to provide resources to ensure the safety, security, legality of presence and reasonable enjoyment of all USA Fencing members, event attendees and their families from all backgrounds.

# USA Fencing National Anthem Policy

June 7, 2025

## Purpose

This policy outlines the conditions under which the United States national anthem shall be played at USA Fencing-sanctioned national events.

## Policy Statement

USA Fencing is committed to honoring national traditions while maintaining operational flexibility for event organizers. To this end, the following policy shall govern the playing of the United States national anthem at national events.

## Standard Operating Procedure

### 1. Required Occasions

- a. The national anthem shall be played on the **first day** of every USA Fencing national tournament (including but not limited to NACs, Championships, and other designated national-level competitions). The Bout Committee Chair shall have the discretion to skip playing the anthem under extraordinary circumstances (e.g., tournament is running late, technical issues with the audio system).
- b. The national anthem shall also be played on any day of national competition that coincides with a **federally recognized United States holiday** (e.g., Independence Day, Veterans Day, Memorial Day, etc.).

### 2. Discretionary Occasions

The **Bout Committee Chair**, in consultation with the lead National Events staff onsite, shall retain discretion to play the national anthem on **additional days** or occasions as agreed to by both parties; there shall be no limit to the number of additional days or occasions that the anthem may be played.

## Implementation

- The National Events staff for the event shall coordinate with the Bout Committee Chair and venue staff to ensure proper audio arrangements are in place.
- The anthem may be played via live performance or recording.

## Effective Date

This policy shall take effect upon adoption by the USA Fencing Board of Directors and shall apply to all subsequent national events.