



Summer Board Meeting - Milwaukee, WI

USA Fencing (United States Fencing Association, Inc.)
Baird Center, 400 W Wisconsin Ave, Milwaukee, WI 53203
2025-06-29 17:00 - 2025-06-29 18:00 MDT

Table of Contents

I. Zoom Access Information

Zoom Link:
<https://us02web.zoom.us/j/82147761256?pwd=ppyohmRMDRTIBeqkbW67zl2T4tsfMo.1>

Password: 876443

In Person Room: 203A

II. Call to Order

- Roll Call

- General Announcements
- Opening Remarks - Chair
- Moment of Remembrance (if applicable)
- Conflict of Interest Declaration

III. CEO, Operations & Finance Update

IV. Committee, Resource Groups, and Task Force Updates (as applicable).....5

- Election Committee

EC Report June 2025.pdf.....5

WPF News.pdf.....6

V. Consent Agenda.....8

1. Approval of the minutes from the June 7, 2025 Board of Directors Meetings.
2. Motion: To adopt and implement for USA Fencing the "USA Fencing Policy for Dealing With Inactive and Non-Functional Divisions" developed by the Division Resource Group and attached to this Agenda.
3. Motion: To adopt for USA Fencing and incorporate into the Rules of Competition the following change to T.56.11 as per the recommendation of the Referee Commission.
4. Motion: To approve Michael Chapman to serve as a member of the Grievance and Disciplinary Committee, following a resignation from the Committee, per the recommendation of the remaining Committee members.

6-29 Board Motion t-56-11 dropping weapon - and website writeup.pdf.....8

6-29 Motion to adopt Inactive Division Procedures.docx.....11

Inactive Division Procedures .docx.....12

Jun 7 Scheduled USA Fencing Board Meeting Minutes.pdf.....16

VI. Old Business

A. Bylaw Amendment Publication - Board Composition.....26

Note: This motion has been edited by the movant to reflect edits and recommendations made by the Nominating Committee.

Tabled Motion: To approve the proposed bylaw amendments (listed below and with blue strikethroughs and additions as part of a full draft of the proposed bylaw amendments in the appendices) to restructure the composition of the Board to four (4) Athlete Directors, four (4) At-Large Directors directly elected by the membership, and four (4) At-Large Directors appointed by the Board of Directors, at least two (2) of whom must meet requirements for independence outlined in the bylaws. In addition the composition requirements of the Nominating Committee would change to achieve greater independence from the Board of Directors primarily through a maximum number of voting members of the Committee that can be current members of the Board. The Board composition changes have been reviewed by the USOPC and our legal team. The relevant bylaw changes are as follows:

- From section 7.4.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 meet the requirements for independence as outlined in Section 7.4.b.iv....”

- Added to Section 7.4:

- 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.

- 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 or added by valid petition per Section 9.3.

- From Section 7.4:

- “The Nominating Committee will determine whether a position for an appointed At-Large Director shall be filled by an independent individual or from the general membership, and this decision shall be published with the call for nominations preceding the election cycle for member-elected Directors. 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...”

- “No person may serve as an Independent Director who, within the two years preceding their nomination: To be independent, within the two years preceding their nomination no person may serve who...”

- 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.

- Removed from Section 7.4: “At-Large Directors. There shall be five (5) At-Large Directors. All At-Large Directors shall be voting members of the USFA in good standing and shall be elected by the membership.”

- Removed from Section 7.6: “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.”

- From Section 7.6.c: “...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...”

- Added to Section 7.21: “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.”

- Renaming Article IX “ELECTIONS AND APPOINTMENTS”

- Added to Section 9.3.a:

- “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.

- 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 July 1 of the calendar year in which the selections are to take place.”

- From Section 9.3.a: 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. Any candidates put forth by the Nominating Committee for appointment from the general membership that are not successfully chosen by the Board of Directors may be added to the ballot for election at the discretion of the Nominating Committee by March 1.

- From Section 9.11: “Method of Selecting Elected At-Large Directors. The elected At-Large Directors...”

- From Section 12.9.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. A maximum of two voting members of the Nominating Committee may be current members of the Board of Directors. The composition of the four voting members selected by the Board of Directors must be as follows: 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:

1. A current or former At-Large Director with at least four years’ service on the Board or, a current or former officer with similar experience, or a current or former member of a Committee, Resource Group, or Council, who have at least four years of service in said position;

1. 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;

1. Active officials (referees, armorers, bout committee members, Referees’ Commission members) who have regularly staffed national tournaments during the two years preceding their appointment; and

1. Someone who meets the independent requirements outlined in Section 7.4.b.iv, including but not limited to current or past Independent Directors or independent At-Large Directors.

From Section 12.9: “...No person may serve on the Nominating Committee whose position on the Board of Directors would be up for re-nomination by the Nominating Committee 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 or reappointment is not disqualified from service. Such determination of eligibility or renouncement and subsequent resignation or removal shall take place by September 1 before the relevant election or appointment...”

Rationale: Currently our Board is composed of four (4) Athlete Directors, five (5) elected At-Large Directors, and three (3) appointed Independent Directors. The Governance Task Force’s new proposal offers a balance of expertise, maintains a strong athlete voice, and allows for flexibility to add directors with critical skills as needed to keep the Board agile and effective. The proposed changes are supported by the Nominating Committee. Additionally, the Nominating Committee has begun work updating and codifying the application and nomination process for transparency and standardization, regardless of the outcome of this motion.

Given the increased number of appointments in this new governance model, it is important that the Nominating Committee shifts to a model that is more independent from the Board of Directors. Member feedback was key in this regard and led to the Board of Directors tabling any composition changes for further development. A meeting was held with the Governance Task Force and the Nominating Committee that led to the proposed changes in the composition of the Nominating Committee, most notably a maximum number of voting members of Nominating Committee that can be current members of the Board of Directors. This number has been set as two to ensure that current

Board members do not compose a majority of the voting members of Nominating Committee.
In the full set of by-laws with proposed changes, the green and red represent the motions passed at the June 7th meeting and the blue represents the changes proposed in this motion. This is to help track separate member comment periods.

GTF Amendments v4 June 2025 for member comment.pdf.....26

TabledMotion_wchanges.pdf.....69

VII. New Business

A. President to Chair Transition

Motion: That USA Fencing issue an acknowledgement that the transition from President to Board Chair, as necessitated by the newly passed Bylaw position, was mishandled and caused confusion to the membership and distress to Mr. Peter Burchard acting President.

Rationale: This will help to clarify and increase the Board transparency to the membership regarding the processes of the Board of Directors. The acting chair at the time, David Arias, has publicly made a similar statement, in a video meeting https://www.youtube.com/watch?v=zYK_nbj2Eyg

B. Conflict of Interest

Motion: Any person that the ethics committee determines has a moderate conflict level should not serve in any position of leadership within the USA Fencing organization, until such time as the conflict is removed or lowered to “No Conflict”.

Rationale: During the review process the main factor the Ethics Committee looked at was whether an individual was in a position in which they could have direct financial gain or some sort of personal benefit from USA Fencing. The committee Found few members that hold leadership positions have clear conflicts of interest.

If the committee found any levels of conflict, the members with any level of conflict should not be allowed to hold leadership positions. If we are doing this conflict check, then it must be meaningful, otherwise it would become another PR gesture that will lead to more membership distrust in our process.

1. Ethics Committee Response.....72

Ethics Committee Response .pdf.....72

Ethics Committee -- Standard Operating Procedures.pdf.....73

VIII. Good & Welfare

A. Next Meeting: 2 August, 2025 via Zoom.

IX. Adjourn to Executive Session (if required)

X. Executive Session (if require)

XI. Adjourn

June 11, 2025

Report from the Election Committee to the USA Fencing Board of Directors

From: David Hitchcock, Chair

To: Phil Andrews, CEO USA Fencing

Cc: Mark Segal, April Alford, Oppong Hemeng, Damien Lehfeldt (BoD Liaison), Bryan Wendell (Staff Liaison)

1. This year the election committee (EC) oversaw the Hall of Fame (HOF) election process. Overall, the process went well with one notable issue.
2. On February 3, the EC met and voted to establish the election dates from May 12-28, 2025.
3. Once again, we utilized eBallot as the election system. The ballots were tested prior to the start of the election with no issues noted.
4. The election commenced on May 12.
5. There was an issue with the distribution of ballots to the electorate. An incomplete list of voters was provided to eBallot by the National Office. This was noted on the first day of voting (May 12) and corrected immediately. We are confident that all eligible voters received their ballot. Bryan Wendell did a root cause analysis and he and the committee with work to ensure this does not happen again.
6. The voting ended on May 28, and the results were transmitted to the Hall of Fame Committee on May 29.
7. We had a turnout of 9.51% (1,479 votes cast out of 15,558 eligible voters), which exceeded the last time we had an HOF-only election (2022, 9.05%).
8. The Chair wishes to thank the EC membership and for their outstanding support.
9. The Chair also strongly suggests to the BoD that we keep the same EC membership (assuming everyone's willingness to serve) for next year. In 2026 we will have BoD and HOF voting, a much more complex election. Continuity on this committee is vital to ensuring a fair and smooth election process.

Sincerely,

David Hitchcock

Update from World Para fencing (parafencing.org)

1. Team formats – IPC has announced the two mixed team events (foil and epee) will debut along with women's team sabre and the final team event is men's sabre.
2. World Para fencing has had 2 community calls but information distribution needs to be improved especially that no one understood the process for the Teams' test events – advise welcome.
3. WPF Rule Change Procedure and time change attached, waiting for approval from WAS for the Rule Change Form.
4. WPF would like to have seminars in classifications, refereeing, coaching. Maybe USA can have some seminars at our 2026 competition.
 - a. Anita Laszlo – head classifier - has created an animated film introducing classifications, we saw a short preview and it was very good!
5. Classifications during World Champs – first 2 days and WAS/WPF will be very strict – you must make your date and time!
6. Athlete's Council & USA kindly requested that there should be plenty of accessible toilets at competitions and ice provided at competitions. The distance from airport to venue should be reasonable (not exceeding 3 hours is preferred). At least 3 to 6 months (preferably 6 months) notification about the venue, serviced airport/s, and run of events so that competitors can book their flight tickets for world cups, satellites, and world championships
 - a. How many USA refs for LA28 – WPF is thinking approx. 6 at this time – but it can change
7. Referees would like to know 6 months to 1 year ahead for their competitions – Jon Moss – can you present this to the commission to see if possible
8. IPC Athletes Forum in Bonn, Germany from 24-26 June – who do we have from USA going and if we do, can they please send us a summary. If not, can we ensure that we have USA representation.
9. Thanks to Brandon Rochelle – I was able to submit a DT check list for WPF to use – evidently WPF did not have one.
10. Commissions are set and most should have voted for their Chair and Vice Chair. Pal made suggestions for liaisons which were approved.
11. Iksan, Korea update on World Para fencing site <https://parafencing.org/news/iksan-2025-organisers-present-progress-to-para-fencings-executive-committee/>
 - a. Athletes can sign up for the World Championships now – deadline is 22 June 2025

COMMISSIONS

Rules Commission: (Alain liaison) not determined other than we have asked that Sean be co-opted – if he would like (no voting rights)
Coach's Rep still not decided

Promotion Commission: (Christina liaison)

- Lauryn Deluca (USA)
- Anastasiia Lytvyniuk (UKR)
- Daria Marchetti (ITA)
- Stephanie Rodriguez (AUS)
- Jin Kuk Ju (KOR)
- Jingjing Zhou (CHN)

Kseniia Ovsyanikova (CRC)- we have asked her to be co-opted with no voting rights

Cyril Moré – help with broadcasting

Refereeing Commission: (Arno - liaison)

- Carolina Anzolin (BRA)
- Dora Deli (HUN)
- Fabien Filaire (FRA)
- Gerald Cheng (HKG)
- Jonathan Moss (USA)
- Alessia Tognolli (ITA)

Disciplinary Panel: (Gabrielle liaison)

- Cesar Abatti (ARG)
- Sing Fook Rudy (HKG)
- Gil Pezza (USA)

Waiting for Singapore to let us know who they would like to submit

SEMI Commission: (Pal liaison)

- Alberto Cruz (CRC)
- Anka Chiu (HKG)
- Gregory Gross (ISR)
- Peter Huggings (GBR)
- Stephane Denoyelle (FRA)
- Kathy Walters (USA)

Kai Ziegler (GER) – we have asked for him to be co-opted with no voting rights

Motion (Alperstein as liaison to the Referees' Commission): To adopt for USA Fencing and incorporate into the Rules of Competition the following change:

Add:

t.56.11

A competitor who, intentionally drops their weapon during the fencing phrase will be penalized as specified in Articles t.166, t.170. However, a hit scored by the opponent is valid, provided that the action was started before the 'Halt!'.

Update:

Update the penalty chart in t.170 to reflect the addition of t.56.11, listed as an infraction in the 2nd group.

Said changes shall take effect as of August 1, 2025.

Rationale: This rule was added to the FIE Rules at the 2023 FIE Congress, effective January 1, 2024. The proposed change brings the domestic rules into greater alignment with the international rules. Under the current rules, the most applicable penalty for intentionally dropping one's weapon is interruption of the bout without valid reason (1st group), while the proposed rule explicitly addresses this situation and specifies the penalty is in the 2nd group, which is consistent with other infractions that can be used to deny one's opponent the opportunity to score (e.g., t.55.2, prohibiting a deliberate touch not on the opponent).

August 1 is the start of the next fencing season and adopting the change now will provide over one month for the change to be publicized.

Proposed Rule Change: Penalty for Intentionally Dropping One's Weapon

USA Fencing is proposing a new rule that imposes a higher penalty on competitors who intentionally drop their weapon during active fencing. This change aligns the domestic rules with the international FIE rules, which took effect on January 1, 2024. If adopted, the new rule will be added to the USA Fencing Rules of Competition as follows:

t.56.11

A competitor who intentionally drops their weapon during the fencing phrase will be penalized as specified in Articles t.166 and t.170. However, a hit scored by the opponent is valid, provided the action began before the "Halt!" call.

This rule addresses a situation currently covered under the "interruption of the bout without valid reason" penalty but clarifies that intentionally dropping the weapon falls under a more serious infraction. The change moves this penalty to the 2nd group, consistent with other penalties that potentially deny one's opponent an opportunity to score (e.g., t.55.2, prohibiting a deliberate touch not on the opponent).

If adopted, the rule will take effect as of June 27, 2025.

Commented [BB1]: This text can easily be adapted to refer to an adopted rule for use after Board approval, rather than the current version, which describes a proposed rule change.

FAQ

1. What is the new penalty for a fencer dropping their weapon?

If a fencer intentionally drops their weapon during the fencing phrase, they will be penalized according to Articles t.166 and t.170 (2nd group; red card on each occasion).

2. When will this rule take effect?

The rule will be effective in USA Fencing domestic tournaments as of June 27, 2025. It is currently already in effect in FIE competitions.

3. What happens if the opponent scores a hit while a fencer has dropped their weapon?

The hit is valid, provided it was initiated before the referee called "Halt!"

4. Is intent required for this penalty?

Yes, the rule applies only if the weapon is intentionally dropped.

5. How do referees determine intent?

Referees will use their best judgment to assess whether the weapon was dropped intentionally. As with many aspects of refereeing fencing, referees are required to use their judgment.

6. What penalties are specified in Articles t.166 and t.170?

Article t.166 specifies that every offense in the second group is penalized by a **red card** (penalty touch). Article t.170 is the penalty chart that provides a convenient reference guide to infractions and their associated penalties.

7. Why is this change necessary?

This update brings the domestic rules into alignment with international FIE rules and clarifies penalties for this specific situation. Absent this rule, fencers who are in imminent danger of being hit could intentionally drop their weapon, thereby denying their opponent a scoring opportunity. With this rule change in place, doing so concedes the point, removing the potential incentive.

8. Will this penalty apply if a weapon accidentally drops or is knocked out of a fencer's hand by their opponent?

No, this penalty only applies if the weapon is intentionally dropped.

9. How does this change impact the flow of a bout?

The rules already contain a provision that the order "Halt!" be given if one of the competitors is disarmed (cf. t. 23.5) or cannot wield their weapon correctly (t.24). This rule ensures that dropping the weapon intentionally will result in a clear penalty, maintaining fairness and the integrity of the competition but does not introduce any new change to the flow of a bout.

10. Are there any changes to how referees will enforce this rule?

Referees will continue to use their judgment in determining whether dropping the weapon was intentional, but the rule clarifies the penalty and ensures consistency across domestic and international competitions.

MOTION: (Sponsor TBD): To adopt and implement for USA Fencing the “USA Fencing Policy for Dealing With Inactive and Non-Functional Divisions” developed by the Division Resource Group and attached to this Agenda as Appendix __.

RATIONALE: USA Fencing, and in particular its rank-and-file members and clubs, rely on the organization’s 67 geographical divisions to provide certain basic services, including local tournament sanctioning and supervision, classification reports, seeding protection at regional and national tournaments, tournament official development, and accurate financial and operational reporting. However, some divisions are unable to fulfill these functions due to an insufficient number of members or other impediments. Non-functional divisions not only deprive individual members and clubs within their boundaries of reasonably expected services and benefits, such divisions impose an administrative burden on the staff and potentially threaten USA Fencing’s legal and tax status.

The Division Resource Group has worked for several months to address these concerns, to devise means for individual and club members to receive the services and benefits they expect, and to protect USA Fencing operationally and legally. The attached proposed “USA Fencing Policy for Dealing With Inactive and Non-Functional Divisions” provides processes by which to determine whether divisions are non-functional; gives individual members and clubs the means to realize the services and benefits to which they are entitled; sets forth a method to return once non-functional divisions to good standing when they meet the criteria for doing so; and gives guidance to the staff for treatment of inactive divisions.

The attached policy has the support of the Division Resource Group and was formulated with input and acceptance by USA Fencing staff.

USA FENCING POLICY FOR DEALING WITH INACTIVE AND NON-FUNCTIONAL DIVISIONS

- I. A recognized division of USA Fencing will be designated as an “Inactive Division” if it meets the conditions set forth in Part II below. An Inactive Division may be returned to active status if and when it meets the conditions set forth in Part V below. USA Fencing will not remit or owe a share of dues to the Inactive Division, will not recognize anyone as an officer of the Inactive Division, will not recognize tournament results or ratings changes for locally organized events, and will not allow members to identify with the Inactive Division when seeding competitions.
- II. A division will be considered inactive if it meets any of the following criteria:
 - A. As of January 1 of the calendar year it has fewer than 25 individual members who belong to a class of membership that includes voting rights, without regard to whether the members have met other requirements for entitlement to vote; or
 - B. It fails to conduct elections of officers and an executive committee for a period of 13 months; or
 - C. It fails to file required reports with USA Fencing for two consecutive membership years; or
 - D. It fails to handle funds under its control in accordance with law or USA Fencing policy and fails to rectify any such failure within a reasonable time after being put on notice thereof; or
 - E. It fails in two consecutive seasons (a) to conduct any required qualification tournaments or (b) to submit a compliant required report of any qualifying tournament; or
 - F. The Board of Directors of USA Fencing by resolution finds the division to be noncompliant in any material respect with USA Fencing rules, mandates, policies, or procedures and declares it to be “Inactive” indefinitely or until stated conditions are satisfied.
- III. Treatment of Inactive Divisions.
 - A. Established boundaries remain of an Inactive Division, subject to action by the Board of Directors.

- B. Inactive Divisions need not comply with bylaws, file officer or financial reports, or use the Division Operating Guide and may not conduct any division or USA Fencing business or activities while considered inactive.
- C. Inactive Divisions may not host sanctioned tournaments and may not qualify athletes to USA Fencing competitions. However, a contiguous division with which a USA Fencing member club has affiliated under Section III.E. may sanction tournaments organized by such clubs at any venue within either the Inactive Division or the division with which the club has elected to affiliate.
- D. Individual members of Inactive Divisions whose membership category includes the right to compete may, subject to the provisions of section III.E.:
 - 1. Fence without division affiliation or
 - 2. Elect to join any division with boundaries contiguous to the Inactive Division¹, in which case:
 - a. The member shall be recognized as a member of the contiguous division for all competitive and administrative purposes, including, but not limited to, the rights to vote and stand for selection to an office or other role in the division; and
 - b. The member having chosen to join a contiguous division may not change division affiliation except in compliance with such USA Fencing requirements and procedures as apply to all other members of the contiguous division.
 - c. Members of Inactive Divisions that do not share a border with another division may elect to join any division in the same Region.
- E. Club members of Inactive Divisions may exist without division affiliation or, at their option, may elect to join any division with boundaries contiguous to the Inactive Division, but in such event all members who designate such club as their own will be recognized as members of the division that club has joined.
- F. A contiguous division adopted by a club or individual member of an Inactive Division under this procedure may not discriminate against that club or individual and shall treat that club or individual as a full member of the adopted division for all purposes.
- G. Members of Inactive Divisions who are not eligible to join a contiguous division or who choose not to do so retain the non-competitive member rights, including the right to vote in national elections and any insurance associated with their membership class.

¹ In the case of Alaska, the Western Washington and Oregon Divisions shall be considered as contiguous and in the case of Hawaii, the Central California, Southern California, Orange Coast and San Diego Divisions shall be considered as contiguous.

- H. Any funds held by an Inactive Division shall be transferred to the USA Fencing National Office, and together with all funds in the possession of USA Fencing and allocated to the Inactive Division shall be held by USA Fencing on behalf of the Inactive Division. If the Inactive Division does not return to active status within two fiscal years of being declared inactive, all such funds shall become part of the USA Fencing general fund and shall not thereafter come under the control or use of the Inactive Division.
- I. The USA Fencing membership records of members who affiliate with a contiguous division shall reflect membership in the affiliated division. The membership records of members who do not affiliate with a contiguous division shall indicate that the member is unaffiliated with any division.

IV. Return to active status.

A division will no longer be considered inactive and will be returned to active status in good standing at the beginning of the membership year or on the first business day of the calendar year when the following conditions exist:

- A. More than 25 members who belong to a class of membership that includes voting rights, without regard to whether the members have met other requirements for entitlement to vote, reside within or belong to clubs located within the established boundaries of the Inactive Division; and
- B. Two USA Fencing member clubs are located within the division boundaries; and
- C. Members of the Division (acting alone or with the assistance of USA Fencing)
 - 1. Conduct elections of officers and executive committee members; and
 - 2. Adopt approved Bylaws and Division Operating Guide; and
 - 3. File for the then current season all reports required by USA Fencing; and
 - 4. Demonstrate proper handling of funds under its control and appropriate financial controls; and
 - 5. Demonstrate the ability to conduct required qualifying tournaments.
- D. If the Inactive Division was so designated by resolution of the USA Fencing Board of Directors, members of the Inactive Division demonstrate compliance with any conditions established by the Board of Directors for the return to active status.

In addition, the following principles apply:

- E. A division seeking return to active status and good standing may request assistance from USA Fencing with and during the process of satisfying the foregoing requirements.
- F. Upon a division's return to active status, the following shall occur:
 - 1. The memberships of the clubs and individuals who opted to affiliate with a contiguous division shall be returned to the reactivated division.
 - 2. All funds held by USA Fencing pursuant to Section III.H. and not transferred to USA Fencing's general fund thereunder shall be transferred to control of the reactivated division.



Jun 7 Scheduled USA Fencing Board Meeting

Minutes

USA Fencing (United States Fencing Association, Inc.)
6/7/2025 10:00 AMMDT

Attendance

Present:

Members: Phil Andrews (remote), Peter Barton (remote), Emily Bian (remote), Jade Burroughs (remote), Lauryn Deluca (remote), Jackie Dubrovich (remote), Andrey Geva (remote), Molly Hill (remote), Kat Holmes (remote), Selina Kaing (remote), Damien Lehfeltdt (remote), Andrea Pagnanelli (remote), Maria Panyi (remote), Scott Rodgers (remote), Abdel Salem (remote), Jess Saxon (remote)

Guests: Tabitha Chamberlin

Absent:

Members: Marie Donoghue

I. Zoom Access Information

Zoom Link: <https://us02web.zoom.us/j/83306629685?pwd=KRmqWHoRN7qqmZKcWG3bqw8Km1c33t.1>

Password: 390067

II. Call to Order (Presenters: Damien Lehfeltdt)

- Roll Call
- General Announcements
- Opening Remarks - Chair
- Moment of Remembrance
 - Rinaldo A. Campana Sr.
- Conflict of Interest Declaration
 - Mr. Lehfeltdt declared a conflict of interest with respect to referee pay and highlighted the same on behalf of Dr. Salem OLY-EGY and Ms. Panyi, and highlighted a pre-disclosed Conflict of Interest for Dr. Scott Rodgers PLY in respect of the Para Fencing funding area of the budget.
 - Mr. Alperstein raised that according to Robert's Rules of Order, an individual may vote for budgets, a recusal is not therefore necessary.
 - Ms. Hill stated the Ethics Committee had advised to recuse.

III. CEO, Operations & Financial Reports (Presenters: Phil Andrews, Tabitha Chamberlin)

The CEO & Director of Finance gave a report to the Board that highlighted the current state of the organization, including the impacts on the organization of the House vs. NCAA report, highlighting macro environment uncertainty in respect of the coming financial year and highlighting strategic plan progress, increased membership renewals, webcasting, TV coverage developments and the overall financial health of the organization.

IV. Committee, Resource Groups, and Task Force Updates (as applicable) (Presenters: Damien Lehfeldt)

- Governance Task Force
- Paralympic Development Resource Team
- Budget Committee
- Hall of Fame Committee
- Referee Commission
- International Relations Committee
- Coaches Committee
- Tournament Committee
- Veterans Committee
- Ethics Committee

Motion to Amend: To enter a revised Governance Task Force Report. Motion by Damien Lehfeldt, Seconded by Molly Hill.

Result: Passed by voice vote.

Motion: To Accept the reports of USA Fencing Committees. Motion: Damien Lehfeldt, Second: Molly Hill

Result: Passed by voice vote.

 [Paralympic RT Board Report 5.12.25.pdf*](#)

 [HoF Committee Report - May 2025.pdf*](#)

 [GTF Report for 6 7 25 Meeting.pdf*](#)

 [Report of the USA Fencing Budget Committee v2.pdf*](#)

 [6-7 Referees Commission BOD Report June 2025.pdf*](#)

 [6-7 Coaching Committee Report June BOD meeting.pdf*](#)

 [IRC BoD Update 2025-05v2.pdf*](#)

 [TC Meeting Minutes Board - May 2025.docx.pdf*](#)

 [6-7 Ethics Committee.pdf*](#)

 [6-7 Vet Chair Report 2025 - Revised.pdf*](#)

 [Draft Minutes - Apr 15.pdf*](#)

 [Draft Minutes - May 24.pdf*](#)

V. Consent Agenda (Presenters: Damien Lehfeldt)

1. Approval of the minutes from the 15 April 2025 and 24 May 2025 Board of Directors Meetings.
2. To appoint Jessica Saxon Esq. as the Secretary of USA Fencing.
 1. **Rationale:** Ms. Saxon has taken the post in the organization previously held by Ms. Pachuta, this motion aligns her responsibilities to those previously undertaken by Ms. Pachuta. Ms. Saxon holds a JD from Rutgers School of Law and is registered to practice law in the State of New Jersey.
3. To approve the 2025-2026 Operations Plan of USA Fencing, as attached.
4. To approve the revised USA Fencing Financial Policy, as attached.
5. To approve the revised Charter of the USA Fencing Coaching Committee, as attached.

Motion to Amend: To enter a revised Coaches Committee Charter (available on the Committees page of the USA Fencing website). Motion by Molly Hill, Seconded by Lauryn DeLuca PLY.

Result: Passed by voice vote.

Motion: To Approve the Consent Agenda. Motion: Damien Lehfeltdt, Second: Lauryn Deluca PLY

Result: Passed by voice vote, with one opposed.

 [USA Fencing 2025-26 Ops Plan.pdf*](#)

 [1Coaches Committee Charter REVISED.pdf*](#)

 [USA Fencing 2025-26 Ops Plan.pdf*](#)

 [1Financial Policies and Procedures. 2025.pdf*](#)

VI. New Business

- A. Budget Approval (Presenters: Damien Lehfeltdt, on recommendation of the Budget Committee, Guests: Emily Bian, Tabitha Chamberlin, Phil Andrews)

Motion A1: To approve the 2025-2026 Budget of USA Fencing, less the elements with respect to Referee Pay and Paralympic Athlete Funding.

Motion: Damien Lehfeltdt, Second: Maria Panyi

Result: Passed by Voice Vote.

Motion A2: To approve the 2025-2026 Budget of USA Fencing, with respect to Referee Pay. (Mr. Lehfeltdt, Dr. Salem OLY-EGY, Ms. Panyi & Ms. Hill have declared a conflict of interest).

Motion: Damien Lehfeltdt, Second: Abdel Salem OLY-EGY

Result: Passed by Voice Vote

Motion A3: To approve the 2025-2026 Budget of USA Fencing, with respect to Paralympic Athlete Funding. (Dr. Rodgers PLY has declared a conflict of interest).

Motion: Damien Lehfeltdt, Second: Lauryn Deluca PLY

Result: Passed by Voice Vote

Rationale: The budget of USA Fencing expresses the allocation of resources in support of the operation of the organization and 2024-2028 Strategic Plan. The Budget Committee has approved this budget for recommendation to the Board of Directors.

 [Report of the USA Fencing Budget Committee v2.pdf*](#)

 [Budget 25-26 for board approval .xlsx*](#)

 [USFA Budget Narrative 25-26.pdf*](#)

- B. Proposal for Bylaw Amendment I - Board Chair (Presenters: Damien Lehfeltdt, on behalf of the Governance Task Force, Guests: Molly Hill, Kat Holmes, Jackie Dubrovich, Lauryn Deluca, Jade Burroughs, Marie Donoghue)

Motion: To publish to the USA Fencing membership for a 45 day comment period with the Board of Directors recommendation for approval, the proposed bylaw amendments (listed below and with red strikethroughs and green annotations as part of a full draft of the proposed bylaw amendments in the appendices) that will allow any voting member of the Board of Directors to become Chair. All proposed bylaw changes have been reviewed by the USOPC and our legal team.

- From section 6.1.b: "...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. The Chair of the Board of Directors shall be elected from among the voting members 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.”

- From section 6.2.a: “...Once a new Chair of the Board is so approved, the former Chair will continue to serve any remainder of their term as a Director.”
- From section 6.2.c: “The Chair of the Board’s term in office is subject to and not greater than their term as a Director, including limits placed thereon in these Bylaws...”
- Section 6.3.a.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 a Director who meets the qualifications of the office of Chair of the Board.”
- From Section 10.6: “...The person holding the position of Chair of the Board of Directors continues to serve as a Director unless removed from the Board itself in compliance with Section 10.3 of these Bylaws.”

Rationale: Today, only At-Large directors may serve as Board Chair. The proposal would allow any voting director — elected, appointed or athlete — to be considered for this important leadership role, broadening the talent pool from five to twelve Directors. In addition it aligns USA Fencing with a best practice followed by about 80 percent of other NGBs (as opposed to only being one of two limiting the position to At-Large Directors), strengthening the sport’s credibility with sponsors, donors, and the U.S. Olympic & Paralympic Committee.

Motion: Damien Lehfeldt, Second: Kat Holmes OLY

Result: Passed by Voice Vote.

 [GTF Bylaw Proposed Amendments.pdf](#)*

- C. Proposal for Bylaw Amendment II - Board Composition (Presenters: Damien Lehfeldt, on behalf of the Governance Task Force, Guests: Molly Hill, Kat Holmes OLY, Jackie Dubrovich OLY, Lauryn Deluca PLY, Jade Burroughs, Marie Donoghue)

Motion: To approve the proposed bylaw amendments (listed below and with red strikethroughs and green annotations as part of a full draft of the proposed bylaw amendments in the appendices) to restructure the composition of the Board to four (4) Athlete Directors, four (4) At-Large Directors directly elected by the membership, and four (4) At-Large Directors appointed by the Board of Directors, at least two (2) of whom must meet requirements for independence outlined in the bylaws. All proposed bylaw changes have been reviewed by the USOPC and our legal team. The relevant bylaw changes are as follows:

- From section 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...”
- Added to Section 7.4:
 - 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.
 - 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.
- From Section 7.6.c: “...Two (2) At-Large Directors shall be elected and two (2) At-Large Directors shall be appointed in year two of the Quadrennium and two (2) At-Large Directors shall be elected and two (2) At-Large Directors shall be appointed in year four of the Quadrennium...”
- Added to Section 7.22: “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.”

- Renaming Article IX “ELECTIONS AND APPOINTMENTS”
- Added to Section 9.3.a:
 - “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.
 - 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.”
- From Section 12.9.b.iv: “Current or past Independent Directors or appointed At-Large Directors who meet the definition of “independent” as set out above.”

Rationale: Currently our Board is composed of four (4) Athlete Directors, five (5) elected At-Large Directors, and three (3) appointed Independent Directors. The Governance Task Force’s new proposal offers a balance of expertise, maintains a strong athlete voice, and allows for flexibility to add directors with critical skills as needed to keep the Board agile and effective. The proposed changes are supported by the Nominating Committee. Additionally, the Nominating Committee has begun work updating and codifying the application and nomination process for transparency and standardization, regardless of the outcome of this motion.

Motion: Damien Lehfeltdt, Second: Jade Burroughs.

Result: Motion to lay the motion on the table until such time as the Governance Task Force can discuss further with appropriate stakeholders, to include membership and volunteer leaders in our community.

Motion to Lay on the Table: Lauryn Deluca PLY, Second: Jackie Dubrovich OLY

Result: Motion Tabled, motion approved by voice vote, with one abstention.

Ms. Panyi left the meeting after this motion.

Mr. Barton joined the meeting after this motion.

 [GTF Bylaw Proposed Amendments.pdf](#)*

- D. Bylaw Amendments III - Petitions (Presenters: Damien Lehfeltdt, on behalf of the Governance Task Force, Guests: Molly Hill, Kat Holmes OLY, Jackie Dubrovich OLY, Lauryn Deluca PLY, Jade Burroughs, Marie Donoghue)

Motion: To publish to the USA Fencing membership for a 45 day comment period with the Board of Directors recommendation for approval (listed below and with red strikethroughs and green annotations as part of a full draft of the proposed bylaw amendments in the appendices) to remove petitions as an alternative option for nomination to the ballot to be elected as an At-Large Director, and to replace it with a higher minimum number of candidates from the Nominating Committee as well as the ability for the Board of Directors to modify the slate of candidates by majority vote. All proposed bylaw changes have been reviewed by the USOPC and our legal team:

- Added to Section 9.3.a: “Candidates for At-Large Directors must be nominated by the Nominating Committee except as provided for in Section 9.3.a.iii”
- Added to Section 9.3.a:

- “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.
- All nominees must be announced by publishing the names of the nominees and any report issued by the Committee on the USFA website.”
- Removal of Sections 9.3.b, 9.3.c, and 9.4, all outlining the current petition process
- Removed from Section 9.5: “... 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.”

Rationale: Currently any member can petition to be added to the ballot for the election of an At-Large Director with the signatures of at least 1% of voting members from two regions and from 2% of clubs. Removing the petition pathway aligns USA Fencing with 73% of NGBs that rely solely on a slate directly from the Nominating Committee. To ensure a diverse set of options for the membership, these proposed changes include a mandate that the Nominating Committee include at least as many candidates for the number of seats plus two additional (n+2). There is also a provision for modification of the slate by a majority vote of the Board of Directors to act as a safeguard in case of an oversight by the Nominating Committee. Members still choose who wins these seats, but every name on the ballot will have been vetted for experience and strategic fit. These proposed changes are supported by the Nominating Committee.

Motion: Damien Lehfeltdt. Second: Molly Hill

Motion to Amend: Molly Hill, Second: Damien Lehfeltdt.

After further discussion the Governance Task Force has modified its proposal to maintain the petition process as it currently stands but to change the requirements to ensure that petitioned candidates have the broad support of the membership while maintaining a safeguard for the membership to use in case of an error or oversight of the Nominating Committee. To determine the threshold of 6% of members, the election results from the last election were analyzed. Maria Panyi received the most first-place votes with about 539 which is how 6% was selected. It is an achievable number that allows for an underdog candidate to collect signatures while ensuring that the candidate truly represents a significant portion of the membership.

Motion to Amend Result: Passes by Roll Call Vote, with two opposed.

Motion, as Amended, Result: Passes by Roll Call Vote, with two opposed.

 [GTF Bylaw Proposed Amendments.pdf*](#)

- E. Bylaw Amendments IV - Omnibus (Presenters: Damien Lehfeltdt, on behalf of the Governance Task Force, Guests: Molly Hill, Kat Holmes OLY, Jackie Dubrovich OLY, Lauryn Deluca PLY, Jade Burroughs, Marie Donoghue)

Motion: To publish to the USA Fencing membership for a 45 day comment period with the Board of Directors recommendation for approval additional proposed bylaw amendments in the appendices not already approved or rejected by the Board of Directors as part of motions considered earlier in this Agenda.

Rationale: The Governance Task Force reviewed the entirety of the bylaws for updates, alignment with NGB best practice, and opportunities for added flexibility, modernization, clarification, and simplification. All proposed bylaw changes have been reviewed by the USOPC and our legal team. Proposed changes include:

- Replacing references to the International Wheelchair and Amputee Sports Federation (“IWAS”) with Wordability Sport (“WAS”)
- Changing the window for eligibility of voters in elections from February 1st to sixty (60) days prior to when voting opens. This allows for flexibility in election dates and aligns with the most common window of eligibility across NGBs that hold direct elections.
- Replacement of references to the USOPC SafeSport Code to just the Safe Sport Code as the Center for SafeSport is no longer a part of the USOPC
- Re-organized officers and non-voting members of the board under one section (Section 6) for simpler and clearer understanding
- Explicitly designated the Chair of the Board as the equivalent of President in the eyes of the FIE and WAS per preferred international terminology.
- Added references to the USFF by-laws that declare the Chair, Treasurer, and CEO of USFA as non-voting members of the Board of Trustees
- Clarified that Treasurer, Parliamentarian, Secretary, and CEO are all advisory/ex officio members of the Board which guarantees access to meetings, in line with long-standing practice
- Mandated Background Check and Conflict of Interest form for all candidates for voting and non-voting positions of the Board per standard practice of other NGBs and to mitigate risk
- Amended Special Board Members’ duties to include addressing strategic needs of the Board and remove a reference (from when it was called “Vice-Chair”) to assisting the Chair in their role
- Set two (2) as the maximum number of Special Board Members to align Board size to industry best practices
- Clarified that there is no term limit for Secretary or Parliamentarian and that filling the role of Parliamentarian upon its vacancy is optional
- Added references to Resource Groups and Councils where appropriate, as many places just listed Committees and Task Forces.
- Added mandate that no voting Director may be an employee of the organization or have a contractual relationship with USFA unless reviewed and approved by the Ethics Committee with an exception for tournament staff. This is a codification of existing practice and precedence by the Ethics Committee.
- Cleaned up list of requirements for independence, including condensation and simplification. Per the suggestion of the USOPC, “fencing entity affiliated with USFA” was changed to be more broadly written as “sport family entity of fencing” and added a clause to allow the Nominating Committee wiggle room as there is a difference between being functionally and definitionally independent.
- Removed the mandate that any Amateur Fencing Organization give USFA a reciprocal seat as it is not compliant with legal and USOPC requirements
- Added a clause about the timeline for appointing Directors in case of vacancy as this was previously not explained
- Removed Transition section from last major by-law change now that this transition has already happened
- Removed outdated references to officers directly elected by the membership
- Updated removal clause to be compliant with Colorado state law, mandating that directors may only be removed by the group that elected or appointed them. Also noted that how a Director votes is not cause for removal or not being re-nominated unless it violates USA Fencing policy - this clause is common in many by-laws.

- Eliminated requirement for meetings of the membership as it has not been used in recent memory and no longer is functional in a modern organization of over 40,000 members
- Codified existence and role of Board and Staff Liaisons to committees
- Removed outdated clause that all Election Committee meetings being public.
- Explicitly noted the existing optionality of Chairs for Resource Groups
- Explicitly noted the existing optionality of athletes on Councils
- Removed unnecessary secondary reference to the date of effect of the bylaws (it's already at the top of the bylaws)
- Clause allowing for a shorter membership review period for bylaw changes in case of an emergency need especially for legal compliance. This change was made per the advice of legal counsel. A need for a two-thirds (2/3) majority vote of the Board is included to ensure that this shorter window is only used in rare emergency cases
- Removal of outdated allowance for amendments by the membership petition. This aligns USA Fencing with 81% of NGBs that only allow amendments by the Board of Directors or an equivalent body
- Assorted typos and grammar changes, renumbering sections, etc.

Motion: Damien Lehfeltdt, Second: Molly Hill.

Motion to Amend: Molly Hill, Second: Kat Holmes OLY

To remove redundant the annual membership meeting mention (Section 6.1), add notice to membership to the bylaws, written or verbal (Section 7.10), keeping election meetings public Annual Membership Meeting - remove mention of it in 6.1c, Keep Election committee meetings public (section 9.7), Added operational and financial updates to membership meetings in section 7.10(11): "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. There shall be updates presented at each Regular Meeting regarding operations and finances (either written or verbal), and the Chair may also provide an update."

Motion to Amend Result: Passed by Voice Vote, with two abstentions.

Motion, as Amended, Result: Passed by Voice Vote, with two abstentions.

 [GTF Bylaw Proposed Amendments.pdf*](#)

F. Site Selection Policy (Presenters: Damien Lehfeltdt, Guests: Phil Andrews)

Motion: To approve the amended site selection policy of USA Fencing.

Rationale: USA Fencing has taken the approach that events must be safe, secure and enjoyable for all USA Fencing members. This adjustment to the policy seems to simplify, clarify and optimize how USA Fencing approaches event awards. The DEIB Committee has seen the policy and approved its' content.

Motion: Damien Lehfeltdt, **Second:** Scott Rodgers PLY

Result: Passes by Voice Vote

 [6-7 USA Fencing Event Site Selection .pdf*](#)

G. Red Flag Background Check Hearing Panel (Presenters: Molly Hill, Guests: Jess Saxon, Phil Andrews)

Motion: To appoint the following group of Board Members (to consist of one at-large board member, one Independent board member and one athlete) to hear background check appeals, per the Background Check Policy of USA Fencing - 3 voting members are required.

- Molly Hill (At-Large)
- Dr Scott Rodgers PLY (Athlete)
- Marie Donoghue (Independent)

Reserve: Andrea Pagnanelli (Independent), Jackie Dubrovich (Athlete), Andrey Geva (At-Large). Appeals will be scheduled with the above members in mind. However the rest of the Board of Directors will receive the meeting invitation and may attend if desired and vote if they are a voting member of the Board, but will not be obligated to attend nor will it count towards their meeting attendance requirements.

Such a group shall not apply when a hearing is held as part of a full USA Fencing Board meeting that has been duly scheduled for a reason other than such a hearing.

Rationale: In order to be more efficient with the majority of board member's time, and to allow USA Fencing to deal with appeals in an efficient manner, appointing a sub group, by scheduling with fewer people, allows for an expedited approach to hearing such appeals.

Motion: Molly Hill, Second: Damien Lehfeltdt.

Result: Passes by Voice Vote

H. National Anthem Policy (Presenters: Damien Lehfeltdt)

Motion: Per the recommendation of the USA Fencing Tournament Committee, upon the request of the USA Fencing Board of Directors, to adopt the National Anthem Policy of USA Fencing in respect of National Events, as attached.

Rationale: The USA Fencing Board of Directors requested the USA Fencing Tournament Committee to work to devise an appropriate National Anthem policy for the organization, the result of that work is now before the board for approval.

Motion: Damien Lehfeltdt, Second: Kat Holmes OLY

Result: Passed by Voice Vote.

 [USA Fencing National Anthem Policy.docx.pdf*](#)

VII. Executive Session

Motion to Enter Executive Session: Damien Lehfeltdt, Second: Molly Hill.

Result: Passed by voice Vote.

Summary of Executive Session:

The Board of Directors heard a red flag background check hearing panel, and discussed 3rd party external support in respect of alleged Board Conduct and Communications issues.

VIII. Adjournment

Motion to Adjourn from Executive Session and Adjourn the Meeting: Damien Lehfeltdt, Second: Kat Holmes OLY

Result: Passed by voice vote, meeting adjourned.

*[Board Book](#)

Michael Chapman Biography

Michael is a member of the Corporate, Tax & Transactions Service Line, where he has developed extensive experience in the sports law arena. Michael focuses his practice on the world of athlete safety and SafeSport compliance, including the Protecting Young Victims from Sexual Abuse and SafeSport Authorization Act of 2017. Prior to joining Shumaker, Michael worked in the compliance department of the U.S. Center for SafeSport, where he served as an advisor to national governing bodies in the Olympic movement and helped develop auditing procedures to enforce SafeSport requirements.

Michael advises sports organizations on:

- Policies and processes
- Independent investigations
- Internal audits regarding policy enforcement and SafeSports compliance
- Laws and policies, including those issued by the U.S. Olympic and Paralympic Committee and the U.S. Center for SafeSport

Michael's love of sports extends outside of the office, where he enjoys participating in and watching sports and collecting sports cards.

EDUCATION

J.D., The Ohio State University Moritz College of Law

M.B.A., Sports Administration, Ohio University

B.A., Business Administration, Ohio University

PROFESSIONAL ASSOCIATIONS

- Seneca County Habitat for Humanity, Board Member

BYLAWS
UNITED STATES FENCING ASSOCIATION
AMENDED AND RESTATED

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

TABLE OF CONTENTS *(page numbers will be updated)*

ARTICLE I NAME, ORGANIZATION AND JURISDICTION	2
ARTICLE II PURPOSES	3
ARTICLE III FISCAL YEAR; FINANCES	4
ARTICLE IV MEMBERSHIP	5
ARTICLE V FEES AND DUES	7
ARTICLE VI OFFICERS AND NON-VOTING MEMBERS OF THE BOARD SECRETARY	7
ARTICLE VII BOARD OF DIRECTORS	11
ARTICLE VIII ATHLETE COUNCIL	20
ARTICLE IX ELECTIONS AND APPOINTMENTS	21
ARTICLE X REMOVAL OF OFFICERS, MEMBERS OF THE BOARD, AND COMMITTEE MEMBERS	24
ARTICLE XI MEETINGS OF THE MEMBERSHIP	26
ARTICLE XII COMMITTEES AND COUNCILS	27
ARTICLE XIII INDEMNIFICATION	37
ARTICLE XIV EFFECTIVE DATE AND AMENDMENTS	38
ARTICLE XV IRREVOCABLE DEDICATION OF ASSETS	39
ARTICLE XVI ARBITRATION	40
APPENDIX I	40
APPENDIX II	40

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 ~~I~~WAS.

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, ~~F~~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, ~~F~~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 ~~F~~WAS, if applicable or referred by USADA. In addition, Athletes agree to submit to drug testing by the FIE, ~~F~~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(1) 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. ~~*moved to section 6.2*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, ~~I~~WAS 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. ~~*Moved below to 6.2*~~~~Special Board Members. The Board of Directors may, from time to time and in its discretion, appoint one or more Special Board Members, subject to majority approval of Directors present and voting. 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.~~

e. **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.

moved from section 6.1 **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 ~~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 ~~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.

~~*moved to section 6.2* 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 meet the requirements for independence as outlined in Section 7.4.b.iv.

- i. 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, and this decision shall be published with the call for nominations preceding the election cycle for member-elected Directors. 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.~~
- ii. 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.
- iii. 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 or added by valid petition per Section 9.3.
- iv. ~~No person may serve as an Independent Director who, within the two years preceding their nomination:~~ 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 family fencing entity of fencing 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 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.

- v. 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.

~~e. At-Large Directors. There shall be five (5) At-Large Directors. All At-Large Directors shall be voting members of the USFA in good standing and shall be elected by the~~

~~membership.~~

- d. 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.
- e. 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.~~7~~**8**. **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.~~8~~**9**. **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.~~9~~**10**. **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.~~10~~**11**. **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. There shall be updates presented at each Regular Meeting regarding operations and finances (either written or verbal), and the Chair may also provide an update.

Section 7.~~11~~**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.~~12~~**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.~~13~~**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.~~14~~**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.~~15~~**17. 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. — *moved to Section 6.2* **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.~~18~~²⁰. **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.~~19~~²¹. **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 7.2423. **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 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. 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.~~
 - 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 July 1 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. Any candidates put forth by the Nominating Committee for appointment from the general membership that are not successfully chosen by the Board of Directors may be added to the ballot for election at the discretion of the Nominating Committee by March 1.
 - 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 Petition. Additional candidates may be nominated by petition for positions to be directly elected by the membership, provided that:
 - i. The prospective candidate submits an application and fully participates in the standard nomination process; and
 - ii. The prospective candidate identifies the position for which they seek selection and meet the qualifications of that position; and
 - iii. Prior to or simultaneously with the submission of supporting petitions, the prospective candidate shall have in writing indicated their willingness to serve, completed a background check, submitted conflict of interest disclosures, and acceded to the Qualifying Affirmation prescribed in these Bylaws; and
 - iv. The petitions submitted in support of the prospective candidate include

subscriptions from no fewer than 6+% of voting members in good standing who have among them named ~~no fewer than two~~ all separate regions and 42% of separate officially recognized clubs as their primary affiliation and whose identity and intent are not reasonably subject to doubt. ~~There must be a minimum number of signatures from each region no fewer than 6% of the minimum threshold of overall signatures (e.g. if 6% of voting members in good standing would be 100 signatures, then there must be at least 6 signatures from each region).~~ The number of required total and regional 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

- c. 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 9.5. 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, ~~completed background check, conflict of interest disclosures,~~ 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 9.76. 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 website. Candidates for office or their designated representatives may attend such meetings at their own expense.

Section 9.~~8~~**7. 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.~~9~~**8. 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~~**9. 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~~**10. 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~~**11. 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~~**12. 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 an undisclosed conflict of interest, advancing the undisclosed conflict of 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; (vi) 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, Parliamentary, 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 Parliamentary~~ 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.~~
- ~~e. 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.~~
- ~~a. 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.~~
- ~~b. 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 12.1.2. **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 12.3. **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 12.4. **Composition.** All individuals serving on committees shall be members of the USFA in good standing who meet the qualifications for [elected](#) 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 ~~42.8~~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 ~~42.9~~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. A maximum of two voting members of the Nominating Committee may be current members of the Board of Directors. The composition of the four voting members selected by the Board of Directors must be as follows: ~~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 as least four years' service on the Board or~~, a current or former officer ~~with similar experience~~, or a current or former member of a Committee, Resource Group, or Council, who have at least four years of service in said position;
 - 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. ~~Someone who meets the independent requirements outlined in Section 7.4.b.iv, including but not limited to c~~Current or past Independent Directors or independent At-Large Directors.

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 whose ~~position on the Board of Directors would be up for re-nomination by the Nominating Committee 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 or reappointment is not disqualified from service. ~~Such determination of eligibility or renouncement and subsequent resignation or removal shall take place by September 1 before the relevant election or appointment.~~ 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 9.109 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 31st 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 XII ~~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 ~~13~~ 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 XV~~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

MOTION X (Mr. Lehfelddt, on behalf of Governance Task Force): To approve the proposed bylaw amendments (listed below and as part of a full draft of the proposed bylaw amendments in **Appendix X** with changes in blue) to restructure the composition of the Board to four (4) Athlete Directors, four (4) At-Large Directors directly elected by the membership, and four (4) At-Large Directors appointed by the Board of Directors, at least two (2) of whom must meet requirements for independence outlined in the bylaws. In addition the composition requirements of the Nominating Committee would change to achieve greater independence from the Board of Directors primarily through a maximum number of voting members of the Committee that can be current members of the Board. The Board composition changes have been reviewed by the USOPC and our legal team. The relevant bylaw changes are as follows:

- From section 7.4.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 meet the requirements for independence as outlined in Section 7.4.b.iv....”
- Added to Section 7.4:
 - 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.
 - 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 or added by valid petition per Section 9.3.
- From Section 7.4:
 - “The Nominating Committee will determine whether a position for an appointed At-Large Director shall be filled by an independent individual or from the general membership, and this decision shall be published with the call for nominations preceding the election cycle for member-elected Directors. 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...”
 - ~~“No person may serve as an Independent Director who, within the two years preceding their nomination:~~ To be independent, within the two years preceding their nomination no person may serve who...”
 - 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 ~~I~~WAS in connection with their position as an ~~At-Large Independent~~ Director and any reimbursement of expenses related thereto.
- Removed from Section 7.4: ~~“At-Large Directors. There shall be five (5) At-Large Directors. All At-Large Directors shall be voting members of the USFA in good standing and shall be elected by the membership.”~~

- Removed from Section 7.6: “~~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.~~”
- From Section 7.6.c: “...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 (2) At-Large Directors shall be elected and two (2) At-Large Directors shall be appointed in year four of the Quadrennium...”
- Added to Section 7.21: “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.”
- Renaming Article IX “ELECTIONS AND APPOINTMENTS”
- Added to Section 9.3.a:
 - “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.
 - 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 July 1 of the calendar year in which the selections are to take place.”
- From Section 9.3.a: 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. Any candidates put forth by the Nominating Committee for appointment from the general membership that are not successfully chosen by the Board of Directors may be added to the ballot for election at the discretion of the Nominating Committee by March 1.
- From Section 9.11: “**Method of Selecting Elected At-Large Directors.** The elected At-Large Directors...”
- From Section 12.9.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. A maximum of two voting members of the Nominating Committee may be current members of the Board of Directors. The composition of the four voting members selected by the Board of Directors must be as follows: ~~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 as least four years’ service on the Board or,~~ a current or former officer ~~with similar experience,~~ or a current or former member of a Committee, Resource Group, or Council, who have at least four years of service in said position;

- 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. Someone who meets the independent requirements outlined in Section 7.4.b.iv, including but not limited to ~~c~~Current or past Independent Directors or independent At-Large Directors.
- From Section 12.9: "...No person may serve on the Nominating Committee whose position on the Board of Directors would be up for re-nomination by the Nominating Committee ~~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 or reappointment is not disqualified from service. Such determination of eligibility or renouncement and subsequent resignation or removal shall take place by September 1 before the relevant election or appointment..."

Rationale: Currently our Board is composed of four (4) Athlete Directors, five (5) elected At-Large Directors, and three (3) appointed Independent Directors. The Governance Task Force's new proposal offers a balance of expertise, maintains a strong athlete voice, and allows for flexibility to add directors with critical skills as needed to keep the Board agile and effective. The proposed changes are supported by the Nominating Committee. Additionally, the Nominating Committee has begun work updating and codifying the application and nomination process for transparency and standardization, regardless of the outcome of this motion.

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

In the full set of by-laws with proposed changes, the green and red represent the motions passed at the June 7th meeting and the blue represents the changes proposed in this motion. This is to help track separate member comment periods.

During the Board of Directors meeting on February 15, 2025, Mr. Salem proposed a motion related to individuals who were deemed to have “Moderate Conflicts” by the Ethics Committee. In response, the Ethics Committee submitted a statement explaining their process, clarifying that “[they do] not see these as being conflicts that should prevent these individuals from participating in a meaningful way in their respective roles,” and suggesting a modification to the motion. Said response can be viewed as part of the minutes for said meeting. The motion was subsequently withdrawn.

The Ethics Committee recognizes the need for improved clarification and documentation around its processes. Therefore this spring the Ethics Committee committed to the creation of a standard operating procedures (“SOP”) document. This was delayed during a changeover in staff but the committee proactively provided a report to the Board of Directors for their June 7th meeting including a timeline of 90 days for completion. During a meeting on Thursday, June 26, 2025 the Ethics Committee approved an internal SOP document which has been sent to the Board of Directors for their reference.

For the Board of Directors meeting on June 28, 2025, Mr. Salem has re-introduced his motion from the February meeting around “Moderate Conflicts.” In response, the Ethics Committee would like to direct Board members to its previous responses including the statement submitted for the February meeting, the committee report submitted for the June 7 meeting, and the new internal SOP document.

USA Fencing – Standard Operating Procedures for Conflicts of Interest Review

I. INTRODUCTION

The U.S. Fencing Association (“USFA”) is committed to the highest standards of ethics, transparency, and integrity in all of its operations. As part of this commitment, the Ethics Committee plays a key role in reviewing disclosures and potential conflicts of interest (“COIs”) involving USFA Board Members, Committee Members, USFA Officers, employees, and other affiliated individuals. The goal of the Ethics Committee is to preserve stakeholder trust by managing actual, potential, or perceived COIs in a consistent and proportionate manner.

A COI is any situation where personal interests could improperly influence decisions made regarding USFA interests or business. Section 12.10 of the Bylaws requires the Ethics Committee to review COI disclosures for “actual, apparent and potential conflicts of interest” and to provide advice to the USFA Board regarding issues relating to them. USFA’s COI Policy is found within the Bylaws and grants flexibility to the Ethics Committee regarding how it provides this advice. The longstanding practice of the Ethics Committee allows for a range of responses depending on the nature and severity of the conflict. This flexible framework ensures that responses are tailored to the specific circumstances of each case while maintaining fairness and protecting the integrity of USFA’s governance.

To provide better transparency to the USFA Board and Members, the Ethics Committee has determined it is appropriate to provide a written summary of how it handles various levels of COIs. These COI Standard Operating Procedures are intended to provide a standardized process for identifying, categorizing, and managing conflicts of interest during disclosure and review, as a means of ensuring transparency, maintaining integrity, and mitigating risk across all USFA matters.

II. FRAMEWORK FOR GATHERING DISCLOSURES AND REVIEWING THEM

This section outlines the structured process for collecting, reviewing, assessing, and documenting potential COIs. The framework is designed to ensure timely disclosure, consistent evaluation, appropriate mitigation, and long-term documentation, in line with USFA ethical standards and compliance obligations.

A. Step 1: COI Disclosure

Annual Submission Requirement: All individuals in decision-making roles – defined as USFA Board Members, Committee Members, officers, employees, or others with the ability to influence material decisions – are required to complete a COI Disclosure Form on an annual basis.

Due Date: Completed COI Disclosure Forms must be submitted no later than August 31st of each calendar year. If a requirement is added for advance completion of COI Disclosure Forms by prospective Board Members, then the SOPs will be amended to reflect any such change. If necessary, such as for newly appointed Board or Committee Members, or onboarded new officers or employees, the Ethics Committee can solicit and evaluate COI Disclosure Forms at other times.

Update Requirements: In addition to the annual submission, individuals must promptly submit an updated COI Disclosure Form when a new potential conflict arises, it appears that a previously submitted form is inaccurate or incomplete, or circumstances materially change.

B. Step 2: Initial Review

The Director of Member Safety & Organizational Compliance, or other staff liaison to the Ethics Committee as may be appointed, shall conduct a preliminary review of all submitted COI Disclosure Forms to ensure completeness and clarity and to flag items that appear to need special review by the Ethics Committee. Items to consider flagging include: (1) any forms with incomplete or vague answers; (2) disclosed relationships or interests that may indicate a potential COI; (3) information that is publicly known or otherwise known to indicate that a COI Disclosure Form is incomplete or misleading; or (4) persons who had COIs flagged in a prior year.

C. Step 3: Conflict Level Assessment

Review Protocols: The Ethics Committee will conduct a full evaluation of all COI Disclosure Forms, paying special attention to any items flagged in the preliminary review. The Ethics Committee will apply the standardized COI categories found in Section III to categorize each conflict. The Ethics Committee will consider not only the nature of the relationship or interest but also the specific decision-making role of the discloser, the potential for influence, and the appearance of impropriety.

Documentation of Determination: For each evaluated disclosure, the Committee will record: (1) the assigned conflict level; (2) the rationale for the determination; and (3) whether mitigation, recusal, or removal is recommended.

D. Step 4: Mitigation Plan (if applicable)

Where the Ethics Committee determines that the COI requires some type of mitigation, the Ethics Committee will prepare a mitigation plan containing specific actions to reduce or eliminate the risk of improper influence for presentation to the Board. For long-term or ongoing conflicts, the mitigation plan should include a schedule for periodic re-evaluation (e.g., annually or upon change in circumstances).

E. Step 5: Recusal or Termination Recommendation (if applicable)

Where the Ethics Committee determines that the COI is serious enough to warrant recusal or termination, the Ethics Committee will prepare a COI report detailing the circumstances that create a severe COI, why recusal or termination is recommended, and the scope of any recusal recommended to eliminate the COI.

F. Step 6: Documentation and Recordkeeping

All disclosure forms, supporting documents, conflict level determinations, and approved mitigation plans shall be preserved for a minimum of five years from the date of submission or resolution, whichever is later.

III. FRAMEWORK OF RESPONSES TO CONFLICTS OF INTEREST

These procedures apply to all decision makers, including but not limited to board Members, Committee Members, officers, employees, and volunteers required to complete a COI Disclosure Form.

The Ethics Committee stresses that it is up to the Board, and individual Members of the Board, to take concrete actions regarding any COIs. The role of the Ethics Committee is to identify, investigate, and disclose potential or actual conflicts of interest and to provide a recommendation to the Board. After any recommendation is made, it is up to the Board to take action under the Bylaws. Further, because the ultimate responsibility for handling COIs under the Bylaws is reserved for the Board, the Board has the option to take action under the Bylaws even if a COI becomes apparent after the annual review process has been completed or in advance of any action or report by the Ethics Committee.

The Ethics Committee may make one or more of the following determinations, based on its assessment of the facts, the level of risk presented, and the application of the Bylaws requirements:

A. Minor COI Issues

1. Level 1: Determination That No Action Is Required

Overview: This outcome applies to COI situations involving minor or routine relationships that do not create a meaningful risk of bias or undue influence. These are typically too trivial, too remote, or too attenuated to raise any concern about undue influence, favoritism, or harm to USFA or its interests. They clearly fall outside the scope of actionable conflicts and are treated as routine background relationships or interests.

Example Situations:

- A Board or Committee Member, or officer or employee, has a child who participates in local fencing tournaments but is not involved in Board decisions affecting that child.
- A Board or Committee Member, or officer or employee, purchases fencing gear for his or her own use from a vendor who also sells equipment at North American Cups.
- A Board or Committee Member, or officer or employee, volunteers at a fencing club that occasionally interacts with USFA but has no decision-making power over funding or policy matters affecting that club.
- A Board or Committee Member, or officer or employee, works in a sporting-related company that has no financial ties to USFA.

Rationale: These circumstances do not meet the threshold of an actual or apparent conflict under the USFA Bylaws and therefore require no further action.

Action: Retention of record documenting that there is no conflict.

2. Level 2: Determination That Additional Information Should Be Sought

Overview: This response is appropriate when a COI Disclosure Form appears incomplete, ambiguous, or inconsistent, requiring additional facts to assess the existence or severity of a conflict. This would include situations where information is publicly known that would indicate that a disclosure is incomplete or misleading as written. In this circumstance, the Ethics Committee may seek additional information in advance of notification of the Board, as a mechanism to try to resolve the issue without or in advance of any Board involvement.

Example Situations:

- A Board or Committee Member, or officer or employee, submits a disclosure that references a “business relationship” without explaining the nature or scope of that relationship.
- A conflict is disclosed only verbally or informally and is not documented in writing.
- A Board or Committee Member, or officer or employee, lists outside employment on a disclosure form but does not identify the employer or describe the duties performed.

Action: The Ethics Committee will request clarification or supplemental documentation from the disclosing party and may defer any final recommendation until a complete assessment can be made.

B. Moderate Conflicts

1. Level 3: Notification of a Potential Conflict to the Board, with a Recommendation of No Action

Overview: This middle-ground response applies to situations that are still relatively minor but may reasonably raise questions or merit disclosure to maintain transparency. These situations involve low-risk, attenuated, or probably immaterial connections. The purpose of the notification is to document that the matter was considered and resolved with transparency, reinforcing confidence in the ethics process.

Example Situations:

- A Board Member’s child is nationally ranked at a high level and may qualify for international team selection and related funding.
- A Board or Committee Member, or officer or employee, previously worked for a vendor that recently submitted a bid for a USFA contract, though the member has no current ties to the vendor.
- A Board or Committee Member, or officer or employee, is married to someone who actively coaches at North American Cups.
- An employee has a relative who works at a USFA vendor partner, but the scope of the employee’s job is unlikely to put the employee in a position of being able to steer any business to the vendor or to interact with it in any way.

Rationale: The potential COI does not justify recusal or other restrictions but is significant enough to be disclosed to the full Board for awareness and accountability.

Action: Retention of documentation showing rationale for conclusion; notification to Board and Committee (if relevant) of specific concerns, with rationale of why there is only a minimal potential conflict with no direct impact on USFA duties.

2. Level 4: Notification of a Potential Conflict to the Board, with a Recommendation of Action

Overview: This response represents a moderate level of concern and is to be used when a conflict is not inherently disqualifying or incompatible with continued involvement in organizational decisions but still warrants formal disclosure to the Board. These situations typically involve potentially material interests, personal relationships, or external activities that could give rise to an appearance of impropriety, divided loyalties, or future entanglements. While the risks can be managed through a mitigation plan, transparency and potential Board oversight or involvement are necessary for maintaining trust and credibility.

Example Situations:

- A Board or Committee Member, or officer or employee, also performs consultant work with a vendor, but not in a decision-making role.
- A Board member has a close relative who works with a business partner of USFA.

Rationale: The potential conflict does not justify recusal or other restrictions but is significant enough to be disclosed to the full Board for awareness and accountability.

Action: Retention of documentation showing rationale for conclusion; notification to Board and particular Committee (if relevant) of specific concerns with rationale of why there a mitigation plan is recommended; development and submission of mitigation plan.

C. Severe Conflicts

1. Level 5: Recommendation of Recusal from Specific Matters

Overview: This recommendation arises when the Ethics Committee determines that a person has a direct or perceived COI that could seriously compromise objectivity or appear to do so, leading to the potential to compromise his or her ability to act in the best interests of USFA. These situations involve actual, apparent, or potential conflicts of interest that, while not warranting removal or termination, still threaten the integrity of a specific decision or process if not addressed.

Example Situations:

- A Board or Committee Member, or officer or employee, is the principal or an employee of a fencing equipment company that provides services to USFA or submits bids for contracts.

- A Board or Committee Member, or officer or employee, is in a leadership position at a fencing club that is the subject of a disciplinary proceeding or has a personal or coaching relationship with an athlete that has an ongoing conduct investigation.
- A Board or Committee Member, or officer or employee, is a party to ongoing litigation against USFA.
- A Board or Committee Member, or officer or employee, has a financial stake in a company that provides accounting or auditing services to USFA.

Rationale: Recusal from relevant discussions and votes is a standard remedy to protect both the decision-making process and the credibility of the organization, as well as the conflicted person as well. The affected individual would be restricted from participating in any deliberations or votes related to the conflict or receiving confidential information relating to the same. Where an employee is involved, the Ethics Committee will include a proposal regarding how the employee can perform his or her duties while being firewalled from certain topics that present a COI.

2. **Level 6: Recommendation that the Board Take Steps to Remove the Member from the Board or Committee, or Terminate the Employment of the Officer or Employee**

Overview: This is the most serious response and is reserved for situations where the conflict is pervasive, unresolvable, or so serious that it undermines the individual's ability to fulfill fiduciary duties to USFA, such that there would be an irreconcilable conflict that is impossible to solve with recusal. Conflicts of interest that are so severe, willful, or damaging that they justify termination of a Board member or employee typically involve intentional misconduct, concealment, or serious breaches of duty or trust. These are situations where disclosure or recusal or disclosure would be inadequate to protect the organization.

An additional situation where this might arise is where a Board Member or Committee Member, or officer or employee, refuses to update a COI Disclosure Form or repeatedly continues to provide a misleading COI Disclosure Form, which in effect makes it impossible for the Ethics Committee or the Board to evaluate the extent of any conflict or the willingness of the person to take steps to mitigate the conflict to allow the person to conduct USFA business in accordance with all requirements in the Bylaws to proceed in the best interests of USFA free of conflicts. Where this arises, the willful failure to provide relevant information to allow consideration of the conflict can warrant a recommendation of removal or termination.

Example Situations:

- A Board or Committee Member, or officer or employee, has repeatedly failed to disclose conflicts, even after being advised of disclosure obligations.
- A Board or Committee Member, or officer or employee, arranges for USFA to enter into a contract with a company he or she secretly owns or controls, without disclosing the ownership interest.
- A Board or Committee Member, or officer or employee, accepts personal payments or gifts from a vendor in exchange for awarding contracts or favorable treatment.

- A Board or Committee Member, or officer or employee, has submitted a false or materially misleading conflict-of-interest disclosure and refuses to update it or to provide full and clearly material information.
- A Board or Committee Member, or officer or employee, has taken steps that threaten imminent harm to USFA interests or has been entirely derelict in carrying out his or her USFA responsibilities.

Rationale: In these rare cases, recusal is insufficient to protect the interests of the organization. Removal of the person or termination is recommended to prevent further risk and ensure that all Board Members or employees are acting in the best interests of USFA, as required by the Bylaws.

* * *

The Ethics Committee's ability to recommend responses across a spectrum, from no action to recommendations of recusal or removal, ensures that USFA can manage conflicts of interest in a principled, proportionate, and transparent manner. This tiered approach reflects the complexity of real-world relationships while preserving the USFA commitment to ethical governance.

All decisions of the Ethics Committee will be documented and, where appropriate, reported to the Board to ensure oversight and institutional integrity.

The Ethics Committee will review these COI Standard Operating Procedures annually to ensure alignment with the Bylaws and any organizational changes.