

Board Meeting Minutes

Scheduled Meeting

USA Fencing Board of Directors

Saturday, July 6th at 6:00pm ET – Room B144-145, Columbus Convention Center

I. Call to Order

Present: David Arias, Donald Alperstein, Emily Bian (Treasurer), Peter Burchard, Lauryn DeLuca, Molly Hill, Kat Holmes, Mike Joo, Selina Kaing, Damien Lehfeldt, Amanda Nguyen, Andrea Pagnanelli, Abdel Salem, and Peter Barton (Parliamentarian).

Absent: Ben Bratton, Darryl Jacobs, and Nzingha Prescod.

USA Fencing Staff: Phil Andrews, Tabitha Chamberlain, Glen Hollingsworth, Christina Pachuta.

Conflict of Interest Disclosures: Donald Alperstein disclosed a potential conflict related to the Motion regarding the reduction in the number of Special Board Members on the Board as he currently sits in that position.

II. CEO, Operations & Financial Update (Mr. Andrews and Ms. Chamberlin)

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

- a. International Relations Committee Report ([Appendix A](#))
- b. Referee Commission Report ([Appendix B](#))
- c. Veterans Committee Report ([Appendix C](#))
- d. Election Committee Report ([Appendix M](#))

The Chair accepted the reports.

IV. Consent Agenda (Mr. Arias, as Chair)

- a. Approval of the minutes from the May 18, 2024 Board of Directors Meeting ([Appendix D](#))
- b. Approval of minutes from May 31, 2024 Board of Directors Meeting ([Appendix E](#))
- c. Approval of minutes of the June 2, 2024 E-mail Vote ([Appendix F](#))
- d. Approval of the Bylaw changes put forward for comment at the May 18, 2024 Board of Director's Meeting ([Appendix G](#))
- e. Appointment of Ethics Committee Chair ([Appendix H](#))

- f. Approval of Updates to the 2025 MAAPP ([Appendix I](#))
- g. Approval of updated Member and Spectator Codes of Conduct ([Appendix J](#) and [Appendix K](#))

Second: Kat Holmes

Result: Passed by voice vote subject to minor editorial changes to item (g).

V. New Business

Bylaw Amendments Recommended by Task Force on Committees & Resource Groups

MOTION 1 (Mr. Arias): That the following amendments to the USA Fencing Amended and Restated Bylaws effective as of February 17, 2024 (“Bylaws”), be approved for publication pursuant to Bylaw Section 14.2.a, and that they be considered for adoption at the next meeting of the Board following the required comment period.

1. That Section 12.4 of the Amended and Restated Bylaws concerning committee composition be reorganized and changed to read in its entirety as follows by removing the language stricken and by adding the language indicated red:

Section 12.4. Composition. All individuals serving on committees shall be members of the USFA in good standing who meet the qualifications for At-Large Directors, and unless otherwise provided in these Bylaws, may, but need not be, Directors.

- a. Athlete Representation. All committees shall include no less than one-third Athlete members selected by the Athlete Council who meet the qualifications required by Appendix II, as applicable. ~~Diverse representation on committees will be considered in the composition of each committee.~~ 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.

Rationale: USA Fencing seeks to embrace, promote, and have the advantage of diverse representation and participation. USA Fencing has also identified among its goals the advancement of para-fencing and para-fencers. These changes, proposed by the Committee Review Task Force, incorporate those objectives in the organization's Bylaws. Subsection a of the proposed revision to section 12.4 is merely organizational by creating a separate subsection addressing athlete representation, while the language stricken from the current formulation of the section is expanded and explicated in the subsequent subsections addressing gender and para-fencing representation. The latter is expanded to include individuals invested in para-fencing beyond athletes as a means of growing this element of USA Fencing. Subsection d is new and is intended to embrace and effectuate USA Fencing values such as those articulated in Bylaw Sections 7.2.l and 7.2.m and other Board adopted policies.

2. That Section 12.7.b of the Amended and Restated Bylaws, concerning the Budget Committee, be amended to read in its entirety as follows by removing the language struck through and in red and by adding the language underlined and in red:

- b. Composition. The Budget Committee shall consist of ~~threesix~~ 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 ~~antwo~~ athletes who meets the qualifications required in Appendix II, one of whom shall be female and one of whom shall have qualified as a para-fencer. 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.

Rationale: The Committee Review Task Force believes that the Budget Committee as presently constituted does not provide the representation that will best facilitate its work and assure alignment with the Strategic Plan. The proposed amendment doubles the size of the Budget Committee from three to six voting members. It assures that the athletes represented on the committee, who are greatly affected by its work, include a para-fencer and at least one female. Note that an amendment to Section 12.4 proposed by the Committee Review Task Force

provides that for the purposes of populating committees and meeting diversity goals, non-binary individuals are to be considered to be of the gender with which they identify.

While the general recommendation is to enlarge the terms of committee members to two or four years, depending on the committee, the Task Force believes that due to the nature of the Budget Committee's work, it makes sense to preserve one-year terms for this group. To the extent continuity is desired, that can be accomplished by reappointing the Treasurer to that position and reappointing Directors or Special Board Members to subsequent terms on the Budget Committee.

3. That Section 12.9.b of the Amended and Restated Bylaws concerning Nominating Committee composition be reorganized and changed to read in its entirety as follows by removing the language stricken and by adding the language indicated red:

b. Composition. The Nominating Committee shall comprise six members of whom two athletes, who meet the requirements in Appendix II, shall be selected by the Athlete Council for two-year staggered terms and four shall be selected by the Board of Directors, with one drawn from each of the following groups for staggered two-year terms. The first selection of the Nominating Committee after the effective date of these Bylaws will provide that one-half of those selected shall have an initial one-year term and the other half will have an initial two-year term:

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

And that the first sentence of the concluding paragraph of the section be amended to read as follows:

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.~~ shall be a non-voting ex-officio member of the Nominating Committee.

Rationale: The proposed amendment effectuates two changes. The first replaces the existing position reserved for a past president or chair of the Board with a broader pool of candidates consisting of experienced At-large directors and past officers (President, Board Chair, and

Treasurer). Experience has proven that there may at times be two few past presidents and board chairs to fill the position appropriately and replaces that requirement with experienced serving or former At-large directors or past officers. The second change makes it clear that the CEO (or their designee) is not a member of the committee and does not participate except in a supportive role to the extent the Nominating Committee needs and requests.

4. That sections 12.18 and 12.19 of the Amended and Restated Bylaws regarding Terms of Service and Term Limits for committee members be reorganized and changed to read in their entirety as follows by removing the language struck through and in red and by adding the language underlined and in red:

Section 12.18. Terms of Service.

- a. Unless otherwise provided in these Bylaws and except for the Referees' Commission, appointed committee members shall serve terms approximating four years, from the date of the Annual Meeting of the Board of Directors nearest their appointment until the later of the succeeding Annual Meeting of the Board of Directors in the fourth calendar year thereafter or Elected committee members shall continue to serve until 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 12.19, 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 Referee's' Commission shall serve terms commencing on September 1 of the year in which they are selected and ending on August 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 12.19. Term Limits. Beginning with ~~the adoptions of these bylaws~~ 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) ~~one (1) year~~

terms consecutive years on a given committee, after which they are ineligible for service on that committee for a period of ~~two~~one (21) years. After ~~two~~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.

Rationale: The Committee Review Task Force recommends that committee member terms be lengthened and limited. Underlying that recommendation is the conclusion that annual appointments of committees, as is currently the case, is unduly burdensome on the Board and staff and that one-year terms are insufficient to orient new members to the committees' work and allow them to become effective contributors. By the same token, the Task Force believes that turnover in committee membership is essential for the introduction of new ideas and maintaining commitment, and for educating successors to leadership positions. The foregoing proposed amendments strike a balance between these objectives and provide for continuity by staggering the terms of committee members.

The Bylaws prescribe two-year staggered terms for members of the Audit Committee, Election Committee, Nominating Committee, and Ethics Committee. The proposed amendments do not change that. At present, the Board governs the terms and elections of Referee Commission members. All other committees are appointed annually. The proposed amendment to Section 12.18 prescribes four-year staggered terms for all committees for which other arrangements are not specified in the Bylaws. Provision is made for interim appointments to fill vacancies in the committee membership. Terms would run approximately four years, from the Annual Meeting of the Board closest to a member's appointment until the Annual Meeting four calendar years later. The Budget Committee is expected to be the subject of another proposed amendment that will revise the composition of that committee and provide for the terms of its members.

The terms of Referee Commission Members are not stated in the Bylaws and have been set by the Board at four years since the inception of the Commission. This amendment would codify that system and provide for the election of approximately one-half of the Commission in each even-numbered year.

The current Bylaws limit committee member terms to eight years, and the proposed amendment to Section 12.19 does not change that. It does, however, change the waiting period after a member "ages out" before they are eligible for reappointment from two years to one, and it allows the Board to make exceptions in cases where a position requires special expertise or other qualification that justifies the continued service of a member beyond the standard eight years.

Second: Damien Lehfeltd

Motion to bifurcate Motion 1 into two parts to consider Sections 1-3 and Section 4 separately (Ms. Hill)

Second: Peter Burchard

Result: Passed by voice vote

Result of vote to pass Section 1-3 as written: Passed by voice vote

Motion to split Section 4 into two parts to consider an amendment to term length and exceptions to term limits separately (Ms. Hill)

Second: Damien Lehfeltd

Result: Passed by voice vote

Motion to amend Section 4 to reduce term length for committee members from 4 years to 2 years (Ms. Hill)

Second: Kat Holmes

Result: Passed by voice vote

Motion to approve Section 4 with the amended term length

Result: Passed by voice vote

Motion to amend Section 4 to remove the power of the Board to provide an exception to term limits (Ms. Hill)

Second: Damien Lehfeltd

Motion Withdrawn (Ms. Hill and Mr. Lehfeltd)

Motion to approve all remaining portions of Section 4

Result: Passed by voice vote with one opposition

Special Elections

MOTION 2 (Ms. Hill): That the following prospective amendments to Section 7.6 of the USA Fencing Amended and Restated Bylaws be approved for publication pursuant to Bylaw Section 14.2.a, and that this amendment be considered for adoption at the next meeting of the Board following the required comment period:

That Section 7.6 be amended to read in its entirety as follows:

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. **Where an At-Large Director has 50% or more of their term remaining, an exception shall be made where instead of appointment, the balance of the term shall be filled by a special election using the processes described elsewhere in these bylaws. The percentage of the term remaining shall be determined based on the calendar date on which the seat was vacated, rounded to the nearest integer percentage. Between the time of the resignation and the special**

election, the Board may choose to appoint an interim At-large Director. The vacated term to be completed by a Director appointed or elected pursuant to this section shall not be counted for the purposes of term limits.

Rationale: In some unexpected cases, an At-Large seat can be vacated before its term expires. Given that these seats are intended to provide a voice directly elected by the membership, this amendment would allow for a special election to fill any vacated seats. This will be run “as expeditious[ly] as possible” by the Election Committee according to the pre-existing Section 9.9c. However there will still be a lot of work involved and running an election takes time (the past few years the process has ranged from 6 to 8 months), so to ensure that the seat doesn’t sit too empty for too long, the Board may appoint an interim Director. However in cases with less time remaining in the term, the effort and time required to run a special election become more of a burden, hence allowing for a full appointment if 49% or less of the term is remaining. The percentage of the term has been based on when the seat is vacated and not by the date of the special election so that this provision cannot be used to manipulate whether a vacated seat is appointed or elected.

Second: Damien Lehfeltdt

Motion Withdrawn (Ms. Hill & Mr. Lehfeltdt)

Virtual Board Meetings

MOTION 3 (Mr. Lehfeltdt): That the following amendments to the USA Fencing Amended and Restated Bylaws effective as of February 17, 2024 (“Bylaws”), be approved for publication pursuant to Bylaw Section 14.2.a, and that they be considered for adoption at the next meeting of the Board following the required comment period.

Section 7.10. 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 in-person upon~~ with not less than thirty (30) days’ notice.

Rationale: The existence of virtual meeting tools grants the flexibility to hold meetings remotely as needed while not losing an iota of productivity in doing so. Section 7.10 as written provides too much rigidity when it comes to the Board’s ability to hold meetings remotely. Instituting this clause would save the membership potential money.

Motioner’s Note: The above proposed bylaw amendment has been read and supported by our incoming colleagues Mr. Geva and Ms. Panyi.

Second: Kat Holmes

Result: Passed by roll call vote with 6-yes, 2-no, and 1-abstention

Independent Directors

MOTION 4 (Mr. Lehfeltd): That the following amendments to the USA Fencing Amended and Restated Bylaws effective as of February 17, 2024 (“Bylaws”), be approved for publication pursuant to Bylaw Section 14.2.a, and that they be considered for adoption at the next meeting of the Board following the required comment period.

To amend Section 7.4b of the bylaws as follows:

Independent Directors. There shall be ~~three (3)~~ two (2) Independent Directors. All Independent Directors shall be individuals who meet the qualifications and are selected as specified in this Subsection 7.4.b.

Rationale: The US Olympic and Paralympic Committee only requires one Independent Director. This recommendation was set forth by the Gender Equity Task Force.

That Section 7.6.b be amended to read in its entirety as follows:

Independent Directors. Independent Directors shall serve two-year terms commencing on the first day of September and ending on the last day of August. ~~One~~ ~~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.

Rationale: The US Olympic and Paralympic Committee only requires one Independent Director. This recommendation was set forth by the Gender Equity Task Force.

Motioner’s Note: The above proposed bylaw amendment has been read and supported by our incoming colleagues Mr. Geva and Ms. Panyi.

Second: Lauryn Deluca

Motion to table (Mr. Lehfeltd)

Second: Peter Burchard

Result: Passed by voice vote

Board SafeSport and Conflict of Interest Requirement

MOTION 5 (Mr. Lehfeltd): That the following amendments to the USA Fencing Amended and Restated Bylaws effective as of February 17, 2024 (“Bylaws”), be approved for publication pursuant to Bylaw Section 14.2.a, and that they be considered for adoption at the next meeting of the Board following the required comment period.

Section 7.5. Qualifying Affirmation, SafeSport, and Conflicts 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.

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.

Rationale: All Committee members, referees, coaches, volunteers, etc. are required to have a SafeSport clearance in order to participate. It is important that we, the Board hold ourselves to the same standards.

Motioner's Note: The above proposed bylaw amendment has been read and supported by our incoming colleagues Mr. Geva and Ms. Panyi.

Second: Peter Burchard

Result: Passed by voice vote

Board Meeting Recordings

MOTION 6 (Mr. Lehfeldt): That the following amendments to the USA Fencing Amended and Restated Bylaws effective as of February 17, 2024 (“Bylaws”), be approved for publication pursuant to Bylaw Section 14.2.a, and that they be considered for adoption at the next meeting of the Board following the required comment period.

To amend Section 7.14 of the bylaws as follows:

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 web site 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.

All meetings open to the public shall be recorded and posted online to the organization's video channel at the discretion of the National Office for the public's consumption within thirty (30) days of the Board meeting. The Chair reserves the right to request the recording be paused when absolutely necessary.

Rationale: In the spirit of transparency and providing additional information for the general membership's consumption to complement the published minutes, it is recommended that recordings of the Board's Zoom calls in public session be posted.

Motioner's Note: The above proposed bylaw amendment has been read and supported by our incoming colleagues Mr. Geva and Ms. Panyi.

Second: Kat Holmes

Motion to amend to clarify that the use of the term "discretion" in the second to last sentence is meant to refer to the type of video channel used to post the meetings (Mr. Lehfeldt)

Second: Peter Burchard

Result: Passed by voice vote

Result on Motion as amended: Defeated by roll call vote 2-yes, 6-no, and 1-abstention

Special Board Members

MOTION 7 (Mr. Lehfeldt): That the following amendments to the USA Fencing Amended and Restated Bylaws effective as of February 17, 2024 ("Bylaws"), be approved for publication pursuant to Bylaw Section 14.2.a, and that they be considered for adoption at the next meeting of the Board following the required comment period.

To amend Section 6.1d of the bylaws as follows:

Special Board Members. The Board of Directors may, from time to time and in its discretion, appoint ~~one or more~~ **no more than two (2)** Special Board Members, subject to majority approval of 8 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.

Rationale: Under the current bylaws, there is no limit to the number of Special Board Members appointed by the Board. In order to keep the composition of the Board tight and meetings

streamlined, it is recommended to cap the number of special board members to no more than two.

Motioner's Note: The above proposed bylaw amendment has been read and supported by our incoming colleagues Mr. Geva and Ms. Panyi.

Motion not taken up.

Member of Honor Award

MOTION 8 (Mr. Lehfeldt): To create a new USA Fencing “Member of Honor” award issued by the Board of Directors to recognize outstanding and exceptional volunteer members of the USA Fencing community for their significant contributions, dedication, and service to the sport of fencing.

This award acknowledges those who have made a lasting impact on the sport through their volunteer efforts, leadership, mentorship, and promotion of the values and spirit of fencing.

No more than two (2) individuals may receive this award during a USA Fencing fiscal year. Any member of the Board of Directors may submit a nomination for this award, which must be approved by the Board via a 2/3 supermajority vote. The following criteria should be considered when assessing a Member of Honor candidate:

- **Leadership:** Served in various leadership roles within USA Fencing, including, but not limited to: Board roles (national and divisional), committee roles, commission roles, and successfully guided the organization through significant milestones and challenges.
- **Mentorship:** Actively mentored fencers, coaches, and officials, fostering a supportive and inclusive environment that has enabled the growth and development of countless individuals within the sport.
- **Promotion of Fencing:** Worked tirelessly to promote the sport of fencing at the local, national, and international levels, advocating for the sport's inclusion and recognition.
- **Volunteerism:** Dedicated countless hours as a volunteer, contributing their time and expertise to ensure the success of various fencing programs, competitions, and initiatives.
- **Advocacy and Ethics:** Upheld and promoted the highest standards of ethics and sportsmanship within the fencing community, serving as a role model for athletes and peers alike.

A new “Member of Honor” page will be created on USA Fencing’s website, with location to be determined by the USA Fencing Communications staff.

Rationale: The “Member of Honor” is a prestigious distinction offered by the Federation Internationale D’Escrime (FIE) that seeks to “...celebrate the heroes of fencing, past and present...and pay tribute to them for their exceptional performances and contribution to the sport of fencing throughout the century.”

By acknowledging these exceptional members, the award aims to highlight the importance of volunteerism, mentorship, and ethical conduct in advancing the sport. It serves not only to honor individual achievements but also to inspire others to strive for excellence and commitment to the values that define USA Fencing. This award plays a crucial role in fostering a strong, supportive, and vibrant fencing community, ensuring the continued growth and success of the sport.

Second: Kat Holmes

Result: Passed by voice vote

Social Media Policy

MOTION 9 (Mr. Arias, as Chair): To approve the USA Fencing Social Media Policy attached as [Appendix L](#).

Rationale: USA Fencing wishes to encourage the responsible use of social media platforms as a medium for our community to interact with each other and with the organization in a positive manner. This policy provides that individuals engaging in unacceptable, harassing, threatening, or otherwise inappropriate comments on social media against fellow members of USA Fencing may be subject to disciplinary action.

Second: Kat Holmes

Motion Withdrawn (Mr. Arias and Ms. Holmes)

Motion to amend the agenda to add a motion for a bylaw amendment which would adjust the Athlete Representative appointments to coincide with recent changes to the USOPC Team USA Athlete Commission Elections (Mr. Arias)

Second: Kat Holmes

Result: Passed by voice vote

New Motion (Ms. Holmes): That the following amendments to the USA Fencing Amended and Restated Bylaws effective as of February 17, 2024 (“Bylaws”), be approved for publication pursuant to Bylaw Section 14.2.a, and that they be considered for adoption at the next meeting of the Board following the required comment period.

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. 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.

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.

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. Parafencing Representatives. Two Parafencing Representatives, one from each gender, shall be selected by all parafencers who are qualified to serve as specified in Section 1.e below.~~

~~iv-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.

Rationale: The USOPC’s recent change to its’ Team USA Athlete Commission elections will mean that USA Fencing will be now be electing 1 representative and 1 alternate for able-bodied fencing and 1 representative and 1 alternate for parafencing. This is an increase from previous elections in which only 1 representative and 1 alternate were elected total. These proposed changes will allow for the two elected Team USA Athlete Commission (1abled-bodied and 1 para) to be automatically appointed as Athlete Representatives on the Board of Directors. This change also ensures that 2 parafencing individuals are guaranteed seats on the Athlete Council as a result of their election to the Team USA Athlete Commission removing the need to have a specific Parafencing Representative category on the Athlete Council.

Second: Peter Burchard

Result: Passed by voice vote with 7 or more directors voting yes

Motion to amend the agenda to add a motion for a bylaw amendment which would allow Athlete Representatives to be eligible for the Board Chair position (Ms. Deluca)

Second: Kat Holmes

Result: Defeated by roll call with 5-yes and 4-no. A majority of all voting Board members (7) is needed to permit an amendment to the agenda.

VI. Good and Welfare

Next meeting will be the Annual Meeting and Board Retreat to take place in Salt Lake City September 13–15, 2024

Motion to Adjourn to Executive Session (Mr. Arias)

Second: Damien Lehfeldt

Result: Passed by voice vote

Executive Session Adjourned

Scheduled Meeting Adjourned

Reporting Dates of Committees & Resource Teams

Committee/RT	Date of Last Report	Report This Meeting	Board Liaison
Referee Comm.	7/6/24	Yes	Donald Alperstein
Hall of Fame Comm.	12/16/23	No	Peter Burchard
Audit Comm.	5/18/24	No	Aimee Rice
Ethics Comm.	5/18/24	No	Darryl Jacobs
Budget Comm.	5/18/24	No	Emily Bian
Election Comm.	7/6/24	Yes	Darryl Jacobs
Nominating Comm.	2/17/24	No	Amanda Nguyen
DEIB Comm.		No	Darryl Jacobs
IR Comm.	7/6/24	Yes	(Temp) David Arias
SEMI Comm USA	10/22/22	No	Damien Lehfeltd
Tournament Comm	2/17/24	No	Peter Burchard
Veterans Comm.	7/6/24	Yes	Abdel Salem
Club and Member RG		No	David Arias
Division RG	5/18/2024	No	David Arias
Mar/Comm RG	5/18/24	No	Darryl Jacobs
Parafencing RG	5/18/24	No	Lauryn Deluca
FenceSafe RG	5/18/24	No	Nzingha Prescod
Sports Medicine RG		No	Kat Holmes
Youth Development RG	5/18/24	No	(Temp) David Arias
Sports Performance RG		No	Kat Holmes
Coaching Advisory RG	12/16/23	No	Ben Bratton
Data Science RG	12/16/23	No	Kat Holmes