



August 2 Special Meeting - Called by Chair

USA Fencing (United States Fencing Association, Inc.)

Saturday, August 2, 2025 at 10:00 AM MDT to Saturday, August 2, 2025 at 12:00 PM

MDT

Zoom

Agenda

I. Zoom Dial In Details

<https://us02web.zoom.us/j/83444642062>

II. Call to Order

Presenter: Damien Lehfeltd

- Roll Call
- General Announcements
- Opening Remarks - Chair
- Moment of Remembrance
-Meredith Delgado
- Conflict of Interest Declaration

III. Consent Agenda

Presenter: Damien Lehfeltd

- Approval of the Minutes of the June 29, 2025 Meeting of the USA Fencing Board of Directors

IV. Financial & Operations Update

Presenters: Phil Andrews, Tabitha Chamberlin

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

Presenter: Damien Lehfeltd

- Parents Council Meeting Notes
- Committee and Resource Group Attendance & Names to Review

VI. Old Business

A. Motion to Reconsider

Presenter: Lauryn Deluca

MOTION TO RECONSIDER

Bylaw Amendment Publication - Board Composition

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 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:

- o 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.

- o 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:

- o “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...”

- o “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...”

- o 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:

- o “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.

- o 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 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;

2. 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;

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

4. 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.

B. Petition Process

Presenter: Andrey Geva

Motion: To amend the Election-Petition Bylaw proposal that retains the petition pathway but raises the signature threshold to 6 percent of eligible voting members and directs the Nominating Committee to present at least two more candidates than open seats (the $n + 2$ rule) for the following petition process:

The USA Fencing membership's candidate for the At-Large Director position must gather at least 150 USA Fencing members to submit their names, membership numbers and signatures on a specially designed online election page (or site). This way, the Election Committee can easily verify the legitimacy of the submitted names and candidates do not have to collect handwritten signatures at tournaments. We all live in the 21st century where most petitions, signatures, documents, etc. are submitted online.

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

C. USFA Transgender & Non-Binary Policy Triggered

Presenter: Andrey Geva

Motion A: To amend USA Fencing's updated "Transgender and Non-Binary Athlete Eligibility Policy" to match the Executive Order and USOPC requirements. Following the EO biological male and biological female athletes should compete in the men's and women's categories, respectively. Mixed competition should be allowed in local and regional non-designated competitions that do not contribute to earning regional or national points.

Rational: The USOPC at their last board meeting has updated their Athlete Safety Policy to require NGBs to follow the Executive Order, and are now requiring each NGB to update their Athlete Safety and Transgender policies to follow the EO.

VII. New Business

A. Bylaw Amendment Adoption - Chair Eligibility

Presenter: Damien Lehfeltdt

Motion: To approve the proposed bylaw amendments 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 6.3.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 6.3.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 6.4.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.

B. Bylaw Amendment Adoption - Petition Process

Presenter: Damien Lehfeltdt

Motion: To approve the proposed bylaw amendments that will change the threshold of petitions submitted from 1% to 6% for the election of an At-Large Director.

Proposed changes include:

- Section 9.3, c iii: "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 separate regions and 2% of separate officially recognized clubs as their primary affiliation and whose identity and intent are not reasonably subject to doubt."

Rationale: 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. 6% 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.

C. Bylaw Amendment Adoption - Omnibus

Presenter: Damien Lehfeldt

Motion: To approve the proposed bylaw amendments not already approved or rejected by the Board of Directors as part of motions considered.

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.

- To remove redundant the annual membership meeting mention (Section 6.1)
- Add notice to membership to the bylaws, written or verbal (Section 7.10)
- 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."

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.

VIII. Good and Welfare

A. Next Meeting: October 24, 2025 - New York City NY

IX. Recess to Executive Session (If Required)