



USFA Board Meeting

USA Fencing (United States Fencing Association, Inc.)

Saturday, December 6, 2025 at 10:00 AM MST to Saturday, December 6, 2025 at 1:00 PM MST

Online

Agenda

I. Zoom Dial In Details

https://us02web.zoom.us/webinar/register/WN_zemRr1dtTBmHOe6DtPhCzA

II. Call to Order

Presenter: Scott Rodgers

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

III. Consent Agenda

Presenter: Scott Rodgers

1. Approval of the Minutes of the October 24-26, 2025 Meeting of the USA Fencing Board of Directors
2. Annual COI Disclosure
3. As the service of Mr. Stephen Hess, Esq., concludes, to thank and commend Mr. Hess service to the organization.
4. Per the recommendation of the Hall of Fame Committee, to approve that FIE World Champions and WPF World Champions are automatically admitted to the Hall of Fame after a 3-year retirement period, defined as 3 years since their last competitive bout in an international tournament.
5. **Motion (Mr. Rodgers at the request of Donald Alperstein as liaison to the Referees' Commission):** To appoint Lindsay Stapleton (USA Fencing member number 100099575) to fill the vacancy in the Referees' Commission Vice-Chair of Domestic Referee Development (Grassroots) resulting from the resignation of the incumbent vice chair. Ms. Stapleton shall serve for the remainder of the vacated term.
RATIONALE: Charles Astudillo, who was elected in 2024 to serve as Referees' Commission Vice-Chair of Domestic Referee Development (Grassroots), has resigned, leaving a vacancy in the position. Unlike members of other committees who are chosen by appointment, Vice-Chairs of The Referees' Commission are elected for four-year

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

IV. CEO, Operational & Financial Reports

Presenters: Phil Andrews, Tabitha Chamberlin

V. Committee Updates

- Coaching Committee Report
- Hall of Fame Committee Report

VI. Strategic Plan Focus Topic

- College/NCAA

VII. Discussion Topics

- One Logo
- Budget Update

VIII. Old Business

A. Composition Motion

Presenter: Damien Lehfeldt

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

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

Given the increased number of appointments in this new governance model, it is important that the Nominating Committee shifts to a model that is more independent from the Board of Directors. Member feedback was key in this regard and led to the Board of Directors

tabling any composition changes for further development. A meeting was held with the Governance Task Force and the Nominating Committee that led to the proposed changes in the composition of the Nominating Committee, most notably a maximum number of voting members of Nominating Committee that can be current members of the Board of Directors. This number has been set as two to ensure that current Board members do not compose a majority of the voting members of Nominating Committee.

1. Motion to Amend

Presenter: Andrey Geva

Board Composition: Amend the Board Composition Bylaw by adopting the principle that at least 50% or more of the board members should be elected by the membership.

Below are examples of different board composition ideas to discuss:

- 6 At-Large Directors elected by members, 4 Athlete Directors elected by athletes, and 2 Independent Directors appointed by the committee and approved by the board. - 7 At-Large Directors elected by members, 4 Athlete Directors elected by athletes, and 1 Independent Director appointed by the committee and approved by the board. - 12 board members elected by the membership.

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

B. Petition Motion

Presenter: Damien Lehfeldt

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

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

1. Motion to Amend

Guest: Andrey Geva

Petition Process:

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

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

C. Omnibus Motion

Presenter: Damien Lehfeldt

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

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

- Clarifying that there is no term limit for Secretary or Parliamentarian and that filling the role of Parliamentarian upon its vacancy is optional
- Adding references to Resource Groups and Councils where appropriate, as many places just listed Committees and Task Forces.
- Adding mandate that no voting Director may be an employee of the organization or have a contractual relationship with USFA unless reviewed and approved by the Ethics Committee with an exception for tournament staff. This is a codification of existing practice and precedence by the Ethics Committee.
- Cleaning up list of requirements for independence, including condensation and simplification. Per the suggestion of the USOPC, "fencing entity affiliated with USFA" was changed to be more broadly written as "sport family entity of fencing" and added a clause to allow the Nominating Committee wiggle room as there is a difference between being functionally and definitionally independent.
- Removing the mandate that any Amateur Fencing Organization give USFA a reciprocal seat as it is not compliant with legal and USOPC requirements
- Adding a clause about the timeline for appointing Directors in case of vacancy as this was previously not explained

- Removing Transition section from last major by-law change now that this transition has already happened
- Removing outdated references to officers directly elected by the membership
- Updating removal clause to be compliant with Colorado state law, mandating that directors may only be removed by the group that elected or appointed them. Also noted that how a Director votes is not cause for removal or not being re-nominated unless it violates USA Fencing policy - this clause is common in many by-laws.
- Eliminating requirement for meetings of the membership as it has not been used in recent memory and no longer is functional in a modern organization of over 40,000 members, replaced with mandated operational and financial updates at each Regular Meeting
- Codifying existence and role of Board and Staff Liaisons to committees
- Explicitly noting the existing optionality of Chairs for Resource Groups
- Explicitly noting the existing optionality of athletes on Councils
- Removing unnecessary secondary reference to the date of effect of the bylaws (it's already at the top of the bylaws)
- Adding clause allowing for a shorter membership review period for bylaw changes in case of an emergency need especially for legal compliance. This change was made per the advice of legal counsel. A need for a two-thirds (2/3) majority vote of the Board is included to ensure that this shorter window is only used in rare emergency cases
- Removing outdated allowance for amendments by the membership petition. This aligns USA Fencing with 81% of NGBs that only allow amendments by the Board of Directors or an equivalent body
- Correcting assorted typos and grammar changes, renumbering sections, etc.

IX. New Business

A. Independent Nominating Committee

Presenter: Andrey Geva

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

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

B. FIE revised Transgender Policy

Presenter: Andrey Geva

Motion 2, FIE revised Transgender Policy:

To amend USA Fencing's updated "Transgender and Non-Binary Athlete Eligibility Policy" to align with the recent FIE Congress updates regarding the new definition for the Women's

Category: “Only people who are female sex at birth and have not started female-to-male hormone treatment will be eligible to compete in the women’s category.”

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

X. Executive Session

XI. Adjournment