AMENDED AND RESTATED BYLAWS

OF

# UNITED STATES FENCING FOUNDATION

(a Colorado Non-for-Profit Corporation)

November 10, 2026

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– OF –

UNITED STATES FENCING FOUNDATION

## RECITALS

UNITED STATES FENCING FOUNDATION (the "***Foundation***"), was formed on March 3, 1986 with the filing of its articles of incorporation with the state of Colorado, which have been amended and restated pursuant to Second Amended and Restated Articles of Incorporation dated November 10, 2026 (the "***Articles of Incorporation***").

WHEREAS, on November 10, 2026 (the "***Effective Date***"), the Foundation hereby adopts these amended and restated Bylaws, which restate, amend, and supersede all previous Bylaws of the Foundation, as previously amended and restated, in their entirety.

NOW, THEREFORE, in consideration of the provisions contained herein, the Board of Trustees hereby amend and restate these Bylaws in their entirety to read in full as follows:

## ARTICLE I.
## NAME AND STATUS

Section 1.1. Name. The name of the organization shall be the United States Fencing Foundation. The Foundation may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks or trademarks as may be appropriate to further its purposes, mission recognition and goals.

Section 1.2. Non-Profit Status. The Foundation shall be a non-profit organization incorporated and licensed pursuant to the laws of the State of Colorado. The Foundation shall be operated for charitable and educational purposes as set forth in its Articles of Incorporation. The Foundation shall operate consistently with and shall maintain a tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Code of 1986, including its Treasury Regulations, as amended from time to time (the "***Internal Revenue Code***").

## ARTICLE II.
## OFFICES

Section 2.1 Business Offices. The principal office of the Foundation shall be in the City of Colorado Springs, Colorado or such different place as the Board of Trustees may designate. The Foundation may have such other offices, either within or outside Colorado, as the Foundation's

trustees (each, a "***Trustee***" and, together, the "***Board of Trustees***") may designate or as the affairs of the Foundation may require from time to time.

Section 2.2 Registered Office. The registered office of the Foundation required by the Colorado Revised Nonprofit Corporation Act (the "***Act***") to be maintained in Colorado shall be as set forth in the Articles of Incorporation or reports filed with the Colorado Secretary of State. The Board of Trustees, subject to the approval of the Member (as defined herein) as set forth in Article II herein, may change the location of its registered office.

## ARTICLE III.
## VISION AND MISSION

Section 3.1 Vision and Mission. The Foundation is dedicated to supporting the pursuit of excellence for fencers at all levels through support of the United States Fencing Association, a Colorado not-for-profit corporation as it works to build champions and create a legacy for future generations of fencers.

## ARTICLE IV.
## MEMBER

Section 4.1 Class of Membership; Member. The Foundation shall have one voting member, the United States Fencing Association (the "***Member***"). The Member shall have all rights permitted by applicable law, including all rights and duties of the Member as may be set forth in these Bylaws.

Section 4.2 Termination of Membership. The membership of the Member in the Foundation shall be terminated only by: (a) resignation; (b) dissolution and liquidation of the Foundation; (c) dissolution and liquidation of the Member; or (d) by the entry of a decree or order for relief of the Member by a court of competent jurisdiction in any case involving the Member under any bankruptcy, insolvency or other similar law now or hereafter in effect by the appointment of a receiver, liquidator, assignee, custodian, trustee, sequestrator, or similar agent for the Member or for any substantial part of the Member's assets or property under such law.

Section 4.3 Rights of the Member. The Member shall have the right to attend all meetings of the Board of Trustees.

Section 4.4 Representation of Member. Any individual(s) duly authorized or designated by the Board of Directors of the Member to represent the Member at a meeting of the Foundation shall be authorized to represent the Member for purposes of such meeting. In the absence of a contrary designation, the chief executive officer of the Member (the "***Member CEO***") shall be deemed to represent the Member.

Section 4.5 Meetings of the Member. Meetings of the Member shall be held on such dates and at such times and places as determined by the Member.

Section 4.6 Addition of New Members. The Member shall be the sole member of the Foundation. Neither the Member nor the Board of Trustees may admit any person or entity as an additional member of the Foundation.

## ARTICLE V.
## BOARD OF TRUSTEES

Section 5.1 General Powers. The business and affairs of the Foundation shall be managed by or under the direction of the Board of Trustees, which may exercise all such powers of the Foundation and do all such lawful acts and things as are not prohibited by applicable law, by the Articles of Incorporation, or these Bylaws; *provided*, that at all times the Board of Trustees shall exercise such powers in a manner that is consistent with the Foundation's purposes as set forth in the Articles of Incorporation.

Section 5.2. Function of the Board of Trustees. The Board of Trustees shall focus on long-term objectives and impacts rather than on day-to-day management, which management shall be vested in an Executive Director. In fulfilling that role, the Board of Trustees shall perform the following specific functions, among others:

(a) implement procedures to orient new Trustees, to educate all Trustees on the business and governance affairs of the Foundation, and to evaluate Trustee performance;

(b) review and approve the Foundation's annual operating plans, budget, business plans, and corporate performance;

(c) prepare the Foundation's strategic plan in partnership with the Member;

(d) oversee the financial reporting process, including particular attention to compliance with specifically "earmarked"/ "restricted" contributions;

(e) oversee effective corporate governance;

(f) approve capital structure, financial strategies, borrowing commitments, and long-range financial planning;

(g) monitor the Foundation's assets to determine that they are being properly protected;

(h) monitor the Foundation's compliance with laws and regulations and the performance of its broader responsibilities;

(i) ensure that the Board of Trustees are properly structured and prepared to act in case of an unforeseen corporate crisis;

(j) ensure that the Foundation adopts and maintains policies and procedures that comply with the requirements of applicable law.

Section 5.3 Number; Election and Tenure; Qualifications.

(a) Number. The Board of Trustees shall consist of not fewer than seven (7) and no more than twenty-one (21) voting Trustees as may be established by resolution of the Board of Trustees: The Board of Trustees shall include at least the following:

(i) Three (3) individuals, appointed and elected by the Board of Trustees in accordance with the provisions of Section 5.3(b) below, and approved by the Member, acting through the Member's CEO or Board of Directors, as appropriate, on the basis that such individuals have demonstrated a sufficiently strong commitment to the mission and support of the Member to warrant their inclusion as Trustees.

(ii) Three (3) individuals serving *ex officio*, consisting of (A) the Treasurer of the Board of Directors of the Member; (B) the Member CEO; and (C) the Chair of the Member's Board of Directors (together the "***Ex-Officio Directors***"), *provided* that such Ex-Officio Directors shall not count towards any quorum requirements and shall not have any voting rights available to Trustees. The Ex-Officio Directors shall serve as liaison to Member; and

(iii) One (1) USOPC 10 Year Athlete (as defined in the Bylaws of the USOPC, as amended from time to time), who shall have full voting rights.

(b) Election. Individuals considered for election to the Board of Trustees pursuant to Section 5.3(a)(i) above shall be elected as follows: The Nominating and Governance Committee (as defined in Section 8.4) shall review any and all identified potential Trustees pursuant to the provisions of Section 8.4. Upon the recommendation of the Nominating and Governance Committee, the chair of the Nominating and Governance Committee shall forward nomination(s) in writing (which writing may occur via electronic mail) to the Board of Trustees for consideration. Such writing shall include, in the case of each nomination, the name of the nominee(s) being considered as a potential Trustee, the reasons such individual's nomination is being supported, the proposed commencement of such Trustee's term on the Board of Trustees, and any other information the Nominating and Governance Committee considers pertinent to the nomination. Upon approval by a majority of the Board of Trustees and by the Member, acting through the Member's CEO or Board of Directors, as appropriate, the

individual(s) proposed by the Nominating and Governance Committee shall take office.

(c) Tenure. The term of each Trustee shall be for four (4) years, except that each Special Trustee designation shall have a term of one (1) year and may be renewed annually; *provided*, that all terms shall expire at the end of a fiscal year, and accordingly, a Trustee's term may be for a period of less than four (4) years in the event such Trustee's term commenced after the beginning of a fiscal year. Each Trustee so elected and designated shall hold office until the earlier of the expiration of his/her term, death, resignation or removal. No decrease in the number of Trustees shall have the effect of shortening the term of any incumbent Trustee. While the Board of Trustees may elect and the Member may approve Trustees to the Board of Trustees at any time during the year, in general the Board of Trustees and the Member shall endeavor to elect and approve individuals to the Board of Trustees with terms to commence at the beginning of a fiscal year. Trustees duly appointed or elected upon the recommendation of the Nominating and Governance Committee may serve two (2) consecutive terms, subject to the approval of the Nominating and Governance Committee and the Member prior to the second term. Additionally, upon the recommendation of the Nominating and Governance Committee and with the approval of the Member, acting through the Member's CEO or Board of Directors, as appropriate, Trustees who have served as an Officer or on a Committee or Working Group (together, the "***Leadership Positions***") may serve a third consecutive term. For purposes of determining term limits, a Trustee's appointment and service to fill a vacancy or new position for less than two years shall not be considered a term.

(d) Qualifications. Each Trustee must be a natural person at least eighteen years of age. Trustees should have the highest personal values, judgment, integrity, an understanding of athletic competition and the Olympic and Paralympic ideals, and relevant experience in key business, financial, and/or other challenges that face the sport of fencing. Trustees shall have a high level of experience and capability in board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications and/or sport. An individual is ineligible to be elected to the Board of Trustees if such individual has any Safe Sport violation or any violation of the USA Fencing Screening and Background Check Policy. Trustees need not be residents of Colorado.

Section 5.4 Vacancies. Any vacancy occurring with respect to a Trustee shall be filled, at the sole discretion of the Board of Trustees and the Member, acting through the Member's CEO or Board of Directors, as appropriate, and upon the recommendation of the Nominating and Governance Committee, pursuant to the process set out in Section 5.3(b), with such Trustee so elected holding office for the balance of the unexpired term associated with the vacancy on the Board of Trustees being filled by such vote, and shall otherwise hold office until the earlier of his/her death, resignation or removal. Any vacancy resulting from an increase in the authorized number of

Trustees pursuant to Section 5.3(a) shall be filled pursuant to the process set forth in Section 5.3(b), with any such Trustee so elected holding office for a term of office as set forth in Section 5.3(c) unless the Board of Trustees determines to assign a shorter term such that the expiration of the term associated with such increase in the number of Trustees shall coincide with the expiration of the terms of the other Trustees then serving on the Board of Trustees, and shall otherwise hold office until the expiration of his/her term or his/her earlier death, resignation or removal.

Section 5.5 Resignation; Removal.

(a) Resignation. A Trustee may resign from the Foundation at any time by delivering written notice of resignation to the Executive Director. Any such resignation shall be effective at the time specified therein, but no earlier than the date on which the written notice of resignation is received by the Executive Director. The acceptance of a resignation shall not be necessary to make it effective.

(b) Death and Incapacity. A Trustee shall be deemed to have resigned in the event of such Trustee's incapacity as determined by a court of competent jurisdiction; a Trustee shall be deemed to have resigned upon such Trustee's death.

(c) Involuntary Removal. A Trustee may be involuntarily removed at any time with cause upon the express recommendation of the Member, acting through the Member's CEO or Board of Directors, as appropriate, or by unanimous vote of the Board of Trustees including approval of the Executive Director.

Section 5.6 Meetings.

(a) Annual Meeting. Unless directed otherwise by the Member, the Board of Trustees shall hold at least one meeting annually, at such time and place as determined by the Chair(s) (as defined herein), or at such other time and place, either within or outside Colorado, as otherwise determined by the Member, for the purpose of electing and designating Trustees and/or Officers (as defined herein), or for transacting other business as may be deemed necessary.

(b) Special Meetings. Special meetings of the Board of Trustees may be called by or at the request of the Chair(s) of the Board of Trustees, the Executive Director, or by the Member. The person(s) authorized to call special meetings of the Board of Trustees may fix the time and place, either within or outside Colorado, for holding any special meeting of the Board of Trustees called by them.

(c) Presence and Participation. Trustees may participate in any meeting by means of video and/or telephone conference or any similar communications by which all persons participating can simultaneously communicate with each other. Such participation shall constitute presence in person at the meeting.

(d) Notice. Notice of each meeting of the Board of Trustees stating the place, day, and hour of the meeting shall be given to each Trustee at the Trustee's business or residential address (i) at least five (5) days and no more than sixty (60) days prior thereto by the mailing of written notice by first class, certified or registered mail; (ii) at least two (2) days and no more than sixty (60) days prior thereto by personal delivery of written notice; or (iii) at least two (2) days and no more than sixty (60) days prior thereto by telephone, facsimile, electronic mail, or other form of wire or wireless communication. The Executive Director or Secretary will use best efforts to provide each Trustee with a draft agenda at least fourteen (14) days before each meeting and a final agenda at least five (5) days before each meeting. At any meeting of the Board of Trustees, any Trustee may add an item to the agenda from the floor. The method of notice need not be the same as to each Trustee. If mailed, such notice shall be deemed to be given when delivered by courier as evidence by delivery receipt. If transmitted by telephone, facsimile, electronic mail, or other form of wire or wireless communication, such notice shall be deemed to be given when the transmission is received. Any Trustee may waive notice of any meeting before, at, or after such meeting. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, except where a Trustee objects at the beginning of the meeting or promptly upon arrival to the transaction of any business because the meeting is not lawfully called or convened. A Trustee may also object to consideration of a specific agenda item because notice or supporting materials for that item were not provided sufficiently in advance, without objecting to the entire meeting. Such objection must be raised before consideration of that item, and attendance or participation in other business shall not constitute a waiver of that objection. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Trustees need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute.

(e) A Trustee who is present at a meeting of the Board of Trustees at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Trustee's dissent shall be entered in the minutes of the meeting, or unless the Trustee shall file a written dissent to such action with the Secretary before the adjournment thereof or shall forward such dissent by registered mail to the Secretary (as defined herein) immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Trustee who voted in favor of such action during the meeting in which the vote was conducted.

(f) Quorum and Voting.

(i) At any meeting of the Board of Trustees, a quorum shall exist for the transaction of all business if they are present at such meeting a majority of the Trustees then in office.

(ii) A majority of the votes cast at a meeting of the Board of Trustees, duly called and at which a quorum is present, shall be the act of the Board of Trustees and shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, unless the concurrence of a greater proportion is required for such action by the Act, the Articles of Incorporation, or these Bylaws. Trustees may not vote or otherwise act by proxy. If, at any meeting of the Board of Trustees, there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum shall be present. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 5.7 Action Without a Meeting.

(a) Any action required or permitted to be taken at a meeting of the Board of Trustees or any Committee thereof may be taken without a meeting if written notice is transmitted to each Trustee or Committee member, and the number of Trustees or Committee members necessary under Section 5.7(b) to take such action sign and deliver to the Executive Director a written consent to take such action and it is not revoked pursuant to Section 5.7(d). Each Trustee or Committee member who delivers such written consent to the Executive Director described in this Section 5.7(a) or who fails to respond or vote shall be deemed to have waived the right to demand that action not be taken without a meeting. The written notice required by this Section 5.7(a) must state: (i) the action to be taken; (ii) the time by which the Trustees or Committee members must respond; (iii) that failure to respond in the required time will have the same effect as abstaining in writing and failing to demand that action not be taken without a meeting; and (iv) any other matters the Board of Trustees or applicable Committee determines to include.

(b) Action is taken under this Section 5.7 only if the total consents received in favor of such action equals or exceeds the minimum number of affirmative votes that would be necessary to take such action at a meeting at which all of the Trustees or Committee members then in office were present and voted.

(c) No action taken pursuant to this Section 5.7 shall be effective unless written consents describing the action taken and otherwise satisfying the requirements of Section 5.7(a) signed by all Trustees or Committee members, as applicable, and not revoked pursuant to Section 5.7(d), are received by the Executive Director. Any such consent may be received by the Executive Director by facsimile, electronic mail, or other form of wire or wireless communication providing the Foundation with a complete copy of the document, including a copy of the signature on the document.

(d) Any Trustee or Committee member who has signed a consent pursuant to Section 5.7(c) may revoke such consent by a writing signed and dated by the Trustee or Committee member, as applicable, describing the action and stating that such prior consent with respect thereto is revoked, if such writing is received by the Executive Director before the deadline to respond as set out in the notice.

(e) Action taken pursuant to this Section 5.7 has the same effect as action taken at a meeting of the Board of Trustees or Committee, as applicable, and may be described as such in any document.

(f) All signed written instruments necessary for any action taken pursuant to this Section 5.7 shall be filed with the minutes of the meetings of the Board of Trustees or Committee, as applicable.

(g) Any written notice contemplated by this Section 5.7 may be transmitted or received by facsimile, electronic mail, or other form of wire or wireless communication.

Section 5.8 Compensation. Trustees, Officers, and Committee members shall not receive compensation for their services as such, *provided* the reasonable expenses of Trustees in attendance at meetings of the Board of Trustees may be paid or reimbursed by the Foundation. Trustees, Officers and Committee members shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Foundation or the Member in any other capacity.

Section 5.9 Diverse Perspectives. The Foundation will be sensitive to the desirability of diversity at all levels of the sport of fencing. Anyone involved in activities related to the Foundation will encourage diverse perspectives supported by meaningful efforts to accomplish that goal. Trustees shall encourage open discussion and favor the presentation of different views.

Section 5.10 Trustee Give/Get Requirement. Each Trustee, excluding those serving as athlete representatives, shall be required to contribute or raise an annual amount established by the Board of Trustees for each year (the "Give/Get Requirement"). The Board of Trustees may establish and revise the Give/Get Requirement annually by resolution without amendment of these Bylaws. This requirement shall not apply to Trustees serving as of the Effective Date of these Bylaws, who shall be grandfathered under the previous terms. The Give/Get Requirement is intended to ensure that all Trustees are actively engaged in supporting the financial health of the Foundation. Failure to meet the Give/Get Requirement may result in review by the Nominating and Governance Committee and potential removal from the Board of Trustees, subject to the procedures set forth in Section 5.5.

Section 5.11 Special Trustee Provision. Notwithstanding any other provision in these Bylaws, a Trustee who is designated as a "Special Trustee" by the Board of Trustees, with the approval of the Member, shall be exempt from the Give/Get Requirement set forth in Section 5.10. The designation of a Special Trustee shall be based on extraordinary contributions to the Foundation

or the sport of fencing, as determined by the Board of Trustees in consultation with the Member. Each Special Trustee designation shall have a one-year term and may be renewed annually by the Board of Trustees with the approval of the Member.

Section 5.12 Elimination of Household Trusteeships. Effective as of the Effective Date of these Bylaws, each seat on the Board of Trustees shall be held by a single individual, and the concept of a "Household Trusteeship" is hereby eliminated. Each Trustee shall have one vote, and no Trustee position may be shared or divided among multiple individuals. This change is intended to streamline decision-making and ensure accountability at the individual level.

## ARTICLE VI.
## CHAIR EMERITUS

Section 6.1 Chair Emeritus. With the approval of the Member and upon the recommendation of the Nominating and Governance Committee, a "***Chair Emeritus***" may be appointed by the Board of Trustees in the same manner in which Trustees are elected pursuant to Section 5.3(b). Chair Emeritus members may serve four (4) year renewable terms for as long as they remain active in the work of the Foundation and may end their term at any time. A Chair Emeritus shall be entitled to receive notice of, and to attend all meetings of the Board of Trustees, but shall not in fact be a Trustee, shall not be entitled to vote, shall not be counted in determining a quorum, and shall not have any of the duties or liabilities of a Trustee under any applicable law.

Section 6.2 Eligibility. In order to be considered for designation as a Chair Emeritus, a person must be a current Trustee in the last year of his or her term or former member of the Board of Trustees who:

(a) has served the Board of Trustees with distinction;

(b) has held a Leadership Position;

(c) has made or continues to make significant contributions to the Foundation;

(d) completed the term(s) for which he or she was appointed; and

(e) participated in one (1) or more Foundation activities beyond meetings of the Board of Trustees in each year of service.

## ARTICLE VII.
## HONORARY TRUSTEE

Section 7.1 Honorary Trustees. Upon the recommendation of the Executive Director and Board of Trustees and with the approval of the Member, an individual may be designated as an "***Honorary Trustee***" for a four (4) year period, which may be extended for an additional four (4) year period

by approval of the Member. An Honorary Trustee shall be entitled to receive notice of and to attend all meetings of the Board of Trustees, but shall not be considered a member of the Board of Trustees. An Honorary Trustee shall not be entitled to vote, shall not be counted in determining a quorum, and shall not have any of the duties or liabilities of a Trustee under any applicable law.

Section 7.2 Eligibility. Individuals considered to serve as an Honorary Trustee shall be among those whom the Board of Trustees and the Executive Director determine (a) to have demonstrated their exceptional commitment to the Member and/or the sport of fencing over time or otherwise have supported Member; (b) that their presence will enhance the efforts of the Foundation to support Member; and/or (c) are individuals who have competed in the Olympic Games, Paralympic Games, and/or Fencing World Championships and who have a background and reputation that will enable them to substantially assist the Foundation in its fundraising efforts, including through their active participation in fundraising events held or sponsored by the Foundation or the Member.

## ARTICLE VIII.
## COMMITTEES

Section 8.1. Committees. Subject to the prior written approval of the Member, acting through the Member's CEO or Board of Directors, as appropriate, the Board of Trustees may, by a resolution adopted by a majority of the Trustees present at a meeting at which a quorum is present, appoint from among the Trustees and Officers, and from appropriate representatives of Member, members to serve on one or more committees (each a "***Committee***"), for such purposes and with such permitted powers as the Board of Trustees may provide, except that no such Committee(s) shall have or exercise the authority of the Board of Trustees (or of any Committee established under these Bylaws) in the management of the Foundation, and no Committee, shall have the power to amend the Articles of Incorporation or these Bylaws, except as provided in this Article VIII. The delegation of authority to any Committee shall not operate to relieve the Board of Trustees or any Officer from any responsibility imposed by law. The Chair(s) of the Board of Trustees, in consultation with the Executive Director and Board of Trustees, may appoint a Committee member to serve as Committee Chair of any Committee of the Board within this Article. A Trustee so appointed shall serve as the chair of each Committee until his/her term as a Trustee expires or until the earlier of such Trustee's death, resignation or removal. Written approvals contemplated in this Section 8.1 may be sent by telephone, facsimile, electronic mail, or other form of wire or wireless communication.

At any meeting of a Committee, a quorum shall exist for the transaction of its business if there are present at such meeting at least fifty percent (50%), of the duly appointed Committee members. Each such Committee shall maintain minutes of its activities and records of attendance of its members and shall report to the Board of Trustees on its activities as appropriate.

The Committees established by Section 8.2, Section 8.3, and Section 8.4 shall be permanent committees of the Foundation (the "***Standing Committees***") and shall be established by these Bylaws.

Section 8.2. Executive Committee. A Committee of the Foundation shall be the "***Executive Committee***," consisting of at least three (3) and no more than seven (7) Trustees, with all such Executive Committee members appointed annually by the Chair(s) and the Member, acting through the Member's CEO or Board of Directors, as appropriate, in consultation with the Board of Trustees. The Executive Director shall serve as staff liaison to the Executive Committee, participating in all Executive Committee meetings, but shall have no voting rights and not count towards any quorum requirements. When the Board of Trustees is not in session, the Executive Committee shall have and may exercise all of the powers of the Board of Trustees, except to the extent, if any, that such authority shall be limited by these Bylaws or by resolution of the entire Board of Trustees. Notwithstanding the foregoing or anything to the contrary contained herein, neither the Executive Committee nor any other Committee shall have any of the following powers: to amend the Articles of Incorporation or these Bylaws, alter any restriction imposed on grant funds within Section 5.1, fill vacancies on the Board of Trustees other than through the process set out in Section 5.3(b), remove any Trustee, create any Committees, or dissolve the Corporation.

Section 8.3. Finance Committee. A Committee of the Foundation shall be the "***Finance Committee***," consisting of at least three (3) and no more than seven (7) members. The members of the Finance Committee shall be appointed annually by the Chair(s) of the Board of Trustees and the Member, acting through the Member's CEO or Board of Directors, as appropriate, in consultation with the Board of Trustees, from among the Trustees; provided that at all times the Chair(s) of the Board of Trustees and the Treasurer of the Board of Directors shall be Members of the Finance Committee Member. The Treasurer of the Foundation shall serve as head of the Finance Committee, participating in all Finance Committee meetings, but shall have no voting rights and count towards any quorum requirements if they are the same individual as the Member's Treasurer. The director of finance for Member shall serve as the staff liaison to the Finance Committee, participating in all Finance Committee meetings, but shall have no voting rights and not count towards any quorum requirements. The Finance Committee shall (a) oversee the accounting and financial reporting processes of the Foundation and the review of the Foundation's financial statements; (b) be responsible for overseeing the management of endowment funds, if any, as defined in 11.2 (c) below, maintained by and with the Foundation or under agreement with the United States Olympic & Paralympic Endowment (the "***USOPCE***"); (c) retain an independent auditor and review and discuss the results of annual audits with the independent auditor; (d) review with the independent audit the scope and planning of the audit and annually evaluate the performance and independence of the independent audit; (e) utilize and implement the same investment and financial management policies as may, from time to time, be adopted by the audit committee of Member (collectively, the "***Finance Policies***"). Notwithstanding the foregoing or anything to the contrary contained herein, all voting members of the Finance Committee shall owe the same fiduciary duties to the Foundation as such Committee members would owe the Foundation as Trustees. The Finance Committee shall meet no less than two (2) times per year.

Section 8.4 Nominating and Governance Committee. A Committee of the Foundation shall be the "***Nominating and Governance Committee***," consisting of at least three (3) and no more than seven (7) Trustees, with all such Committee members appointed annually by the Board Chair(s) and Executive Director in consultation with the Board, with the approval of the Member; provided that at all times the Member CEO or his/her designee shall be a member of such committee. The Executive Director of the Foundation shall serve as staff liaison to the Nominating and Governance Committee, participating in all Committee meetings, but shall have no voting rights and not count towards any quorum requirements. The Nominating and Governance Committee shall oversee the search for individuals qualified to become Trustees and recommend potential Trustees for consideration. The Nominating and Governance Committee shall consider the needs of the Board of Trustees, including the needed skills, qualifications, and experience of current Trustees and diversity of the Board of Trustees overall, and shall provide the Board of Trustees with a slate of proposed candidates for vote pursuant to Section 5.3(b), above. The Nominating and Governance Committee shall recommend whether a Trustee shall be retained to serve a second term (or third in the instance of Trustees who have held Leadership Positions) or whether that Trustee position shall be opened to be filled by a new Trustee. The Nominating and Governance Committee may elect not to fill a vacancy on the Board of Trustees. At the request of the Board of Trustees, the Nominating and Governance Committee shall work with the Chair(s) and Executive Director to develop and implement an appropriate orientation program for new Trustees and continuing education of existing Trustees. In addition, the Nominating and Governance Committee shall recommend that the Board of Trustees consider amendments to these Bylaws pursuant to Article XV, as appropriate. Finally, the Nominating and Governance Committee may conduct other activities as may be requested or assigned by the Board of Trustees or as set forth in these Bylaws.

Section 8.5. Procedures. All Committees established by the Board of Trustees and the Standing Committees, shall follow such procedures as the Board of Trustees may determine and shall promptly report any actions taken to the Board of Trustees Chair(s) and to the Executive Director of the Foundation.

## ARTICLE IX.
## WORKING GROUPS

Section 9.1 Working Groups. From time to time, the Chair(s), in consultation with the Executive Director, and subject to the approval of the Member, acting through the Member's CEO or Board of Directors, as appropriate, may determine that working groups (each a "***Working Group***") are necessary to assist the Foundation in performing its respective functions and obligations within its mission and may approve the creation of such ***Working Group***s as deemed appropriate. Any Working Groups so established shall have a staff liaison assigned to the Working Group, together with a Trustee as lead, who shall report to the Executive Committee and/or Board of Trustees, as appropriate, on the purpose and status of the Working Group's activities. The Trustee leading such Working Group may select additional members from amongst the Board of Trustees or other donors to the Foundation and shall establish such procedures, guidelines, and oversight of such

Working Groups as deemed necessary to ensure accountability for performance. The Trustee leading such Working Group shall consult with the Chair(s) and Executive Director before finalizing an individual's inclusion in the Working Group. A Working Group may be dissolved by the Chair(s), with the approval of the Member, acting through the Member's CEO or Board of Directors, as appropriate. No Working Group shall have or exercise the authority of the Board of Trustees or of any Committee established under these Bylaws in the management of the Foundation, and no Working Group shall have the power to act on behalf of the Board of Trustees. The delegation of a purpose or goal of the Board of Trustees to a Working Group shall not operate to relieve the Board of Trustees or any Director from any responsibility imposed by law.

## ARTICLE X.
## OFFICERS

Section 10.1 Number and Qualifications. The appointed officers of the Foundation (the "***Officers***") shall consist of up to two (2) chairs (each a "***Chair***"), one (1) vice-chair (the "***Vice-Chair***"), one (1) secretary (the "***Secretary***"), one (1) treasurer (the "***Treasurer***"), and one (1) president (the "***Executive Director***"). The Executive Director shall be qualified on an *ex-officio* basis as set forth at Section 10.7(e). All Officers must be natural persons who are eighteen years of age or older and be approved by the Member, acting through the Member's CEO or Board of Directors, as appropriate. One person may simultaneously hold more than one Officer position, *provided* that no person may simultaneously serve as (a) the Chair and Vice-Chair; or (b) the Chair and Secretary.

Section 10.2 Election and Term of Office. The Foundation shall select its Officers from among the Board of Trustees in the first quarter of all odd years. The Nominating and Governance Committee shall identify candidates for these positions and present them to the Foundation per the Nominating and Governance Committee's standard operating procedure for selection. The Member, acting through the Member's CEO or Board of Directors, as appropriate, shall approve the Foundation's officer selection. All Officers shall be selected without regard to race, ethnicity, color, religion, national origin, gender, sex, sexual orientation, or ablebodiness.

Section 10.3 Compensation. Officers shall not receive compensation for their services as Officers, but they may be reimbursed for reasonable expenses incurred by them in the course of performing their duties, subject to approval by the Board of Trustees and presentment of appropriate vouchers. Officers shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Foundation or the Member in any other capacity. However, no payment of compensation (or payment or reimbursement of expenses) shall be made in any manner so as to result in the imposition of any liability under either Section 4941 or Section 4958 of the Internal Revenue Code. No compensation shall be paid to any government official as defined in Section 4946(c) of the Internal Revenue Code.

Section 10.4 Removal. Any Officer may be removed by the Board of Trustees or the Member at any time with or without cause, subject to Section 10.7(e) below, as the case may be, and any

rights or obligations under any existing contracts between the Officer and the Foundation will terminate immediately upon such Officer's removal. Appointment of an Officer shall not in itself create contract rights.

Section 10.5 Resignations; Vacancies. Any Officer may resign at any time by giving written notice to the Chair(s) or to the Executive Director. An Officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the Board of Trustees, or by any Officer or Committee to which such authority has been delegated by the Board of Trustees, for the unexpired portion of the term. If a resignation's effective date is later than the date that it is furnished to the Foundation, then the Board of Trustees may permit the Officer to remain in office until such effective date and may fill the pending vacancy before the effective date with the provision that the successor does not take office until the effective date, or the Board of Trustees may remove the Officer at any time before the effective date and may fill the resulting vacancy.

Section 10.6 Term and Term Limits. The term of office of the Chair(s), Vice Chair, Treasurer and Secretary shall be two years. Newly elected Officers shall take office immediately. The Officers shall hold office until their successor is elected and qualified, or until their earlier resignation, removal, incapacity, disability or death. The Board of Trustees should nominate and elect a successor Officer, at the latest, by the end of the term of the Officer, to ensure that a successor Officer is able to take office immediately upon the end of the prior Officer's term. If an Officer resigns, is removed from office, is incapacitated or disabled, or dies prior to the end of his/her term, then the Board of Trustees shall nominate and elect a successor Officer within sixty (60) days of the date of the Officer's resignation, removal, incapacity, disability or death, or, at the latest at the next Trustee meeting. A Trustee may not serve as an Officer for more than four (4) years. If a Trustee's position as a Trustee terminates, their position as an Officer shall also terminate.

Section 10.7 Authority and Duties. Officers shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Trustees or these Bylaws, except that in any event each Officer shall exercise such powers and perform such duties as may be required by law:

(a) Chair(s). The Chair(s) shall: (i) set all meetings and meeting agendas; (ii) preside at all Trustee meetings; (iii) see that all Trustee commitments, resolutions and oversight are carried into effect; and (iv) exercise such powers and perform such other duties from time to time that may be assigned by the Board of Trustees and approved by the Member, acting through the Member's CEO or Board of Directors, as appropriate. The Chair(s) shall also serve as the Board of Trustee's primary fundraising liaison(s) to the Member Development staff Foundation staff. The Chair(s)' leadership shall be evidenced by personal philanthropic commitment and interactions to raise private philanthropic dollars for the benefit of the Member, within the Foundation's mission.

(b) Vice Chair. At the request of the Chair(s), or in the Chair(s)'s absence or inability or refusal to act, the Vice-Chair may perform the duties of the Chair(s) and when so acting shall have all the powers of and be subject to all the restrictions on the Chair(s). The Vice-Chair shall assist the Chair(s) and shall perform such duties as may be assigned to the Vice-Chair by the Chair(s), by the Board of Trustees or the Executive Director. In addition to these duties and all other Trustee obligations, the Vice-Chair shall participate in succession planning for the Board of Trustees.

(c) Treasurer. The Treasurer shall: (i) have oversight of the financial affairs of the Foundation, including preparation of the annual budget; and (ii) in general, perform all duties incident to the office of Treasurer. Recognizing the significance of the Treasurer in financial matters, the Treasurer shall have a financial background enabling them to fulfill the duties of the Treasurer. The Treasurer may also be the then active treasurer of Member's board of directors, *provided* in such case the Treasurer shall not have a vote.

(d) Secretary. The Secretary shall: (i) keep the minutes of the meetings of the Board of Trustees and ensure that such meeting minutes are published to the Foundation website; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and (iii) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Chair(s), the Executive Director, or the Board of Trustees.

(e) Executive Director. The individual then holding the highest title of the Member's development team staff shall be the Executive Director of the Foundation. In the event such individual ceases to be an employee of the Member, he/she will automatically cease to be the Executive Director of the Foundation. Subject to the direction and supervision of the Board of Trustees, the Officers and the Member, the Executive Director shall: (i) have general and active control of the affairs and business of the Foundation and general supervision of its agents and employees; (ii) see that all orders and resolutions of the Board of Trustees are carried into effect; and (iii) perform all other duties incident to the office of Executive Director and as from time to time may be assigned to the Executive Director by the Chair(s), the Board of Trustees, or the Member.

Section 10.8 Surety Bonds. The Board of Trustees may require any Officer or agent of the Foundation to execute to the Foundation a bond in such sums and with such sureties as shall be satisfactory to the Board of Trustees, conditioned upon the faithful performance of such person's duties and for the restoration to the Foundation of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the Foundation.

## ARTICLE XI.
## FOUNDATION RESPONSIBILITIES AND OBLIGATIONS

Section 11.1 Foundation Role and Limitations. The role of the Foundation is to fundraise and support the Member. Consistent with such role, the Foundation will develop, and submit to Member for approval and funding, strategic plans for optimizing long term fundraising success. Unless expressly authorized and approved in advance and in writing by the Member, neither the Foundation nor any person acting on behalf of the Foundation shall (a) hire, retain or terminate any employees; or (b) independently create or seek to establish or protect any trademarks (including, but not limited to, ones incorporating in whole or in part any marks of Member).

Section 11.2 Application of Contributed Funds; Restricted Gifts; Endowment.

(a) Unless funds contributed to the Foundation are subject to an agreed-upon restriction, designation or limitation, all funds contributed to the Foundation are to be used for programmatic expenses of the Member. Other than to apply no more than a reasonable and necessary portion of any such funds to enable the Foundation to provide for its regular, day-to-day operating expenses (including, but not limited to, any expenses incurred by the Foundation as to Member), all such reimbursement funds are to be turned over and granted to the Member on at least a quarterly basis. All such annual disbursements for grants are to be turned over and granted to the Member on an annual basis.

(b) The Foundation also may accept contributions, gifts, grants, bequests or devises that are designated, restricted or conditioned by the donor ("***Restricted Funds***"), *provided* that the designation, restriction or condition is consistent with the Foundation's general tax-exempt purposes. Any Restricted Funds may be accepted for special funds, purposes or uses, and such designations generally will be honored, *provided* that the Foundation shall reserve all right, title and interest in and to, and control over such Restricted Funds, and shall have authority to determine the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. In all events, the Foundation shall acquire and retain sufficient control over all Restricted Funds to assure that such funds will be used exclusively to carry out the Foundation's tax-exempt purposes of supporting the Member. Unless prohibited by the nature or requirements of the designation, restriction or other condition placed on any such Restricted Funds, all Restricted Funds are, subject to such designation, restriction or other condition, to be turned over and granted to Member on at least a quarterly basis, and more frequently upon the written direction of the Member to the Foundation.

(c) The Foundation may (i) allocate, retain, and invest a portion of the Unrestricted Funds or Restricted Funds received by the Foundation as an endowment of the Foundation for the sole and exclusive benefit of Member (hereinafter, "***Endowment Funds***"); or (ii) subject to any donor restrictions, contribute or otherwise transfer such Endowment Funds to the USOPCE for such entity to invest as an endowment for the sole and exclusive benefit of the Member. Any such Endowment Funds shall at all times be invested by the Foundation in a manner that is consistent with the Finance Policies, and in coordination with the

Finance Committee and appropriate officers and other personnel of the Foundation or the Member. Notwithstanding the actual annualized return derived by the Foundation on any such Endowment Funds, the Foundation shall, within thirty (30) days of the conclusion of its fiscal year, annually turn over and transfer to the Member, an amount at least equal to four percent (4%), unless another amount has been mutually agreed upon between the Member and Board of Trustees, of the average net assets of such Endowment Funds as calculated based upon the value of such Endowment Funds over the twelve (12) months ending with the third quarter of such fiscal year, *provided* such funds may only be used by the Member for programmatic expenditures.

## ARTICLE XII.
## INDEMNIFICATION

The Foundation shall indemnify, to the fullest extent permitted under and in accordance with the laws of the State of Colorado, any person who was or is made a party to, or was or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, by reason of the fact that such person is or was a Trustee, Officer, Committee member, Chair Emeritus, Honorary Trustee, employee, fiduciary, or agent of the Foundation against any obligation incurred with respect to such action, suit or proceeding to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses (including reasonable attorneys' fees) actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and reasonably believed (a) in the case of conduct in an official capacity with the Foundation, that such person's conduct was in the Foundation's best interests; (b) in all other cases, that such person's conduct was at least not opposed to the Foundation's best interests; and (c) in the case of any criminal proceeding, that such person had no reasonable cause to believe the conduct was unlawful. Notwithstanding the foregoing or anything to the contrary contained herein, the Foundation may not indemnify any person (x) in connection with an action, suit or proceeding by or in the right of the Foundation in which such person was adjudged liable to the Foundation; or (y) in connection with any other action, suit or proceeding charging that such person derived an improper personal benefit, whether or not involving action in an official capacity, in which action, suit or proceeding such person was adjudged liable on the basis that such person derived an improper personal benefit. Indemnification pursuant to this Article XII in connection with an action, suit or proceeding by or in the right of the Foundation is limited to reasonable expenses incurred in connection with the action, suit or proceeding. Any repeal or modification of this Article XII shall be prospective only and shall not adversely affect any right or protection of a trustee, officer, employee, fiduciary and agent of the Foundation under this Article XII, as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Article XII prior to such repeal or modification. Notwithstanding any other provision of these Bylaws, the Foundation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the Foundation as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any

liability under either section 4941 or section 4958 of the Internal Revenue Code. The Foundation may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Article XII.

## ARTICLE XIII.
## STANDARDS OF CONDUCT

Section 13.1 Discharge of Duties. Each Trustee shall discharge his/her duties as a Trustee, including the Trustee's duties as a member of a Committee, and each Officer with discretionary authority shall discharge the Officer's duties under that authority (a) in good faith; (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (c) in a manner the trustee or officer reasonably believes to be in the best interests of the Foundation.

Section 13.2 Reliance on Information, Reports, Etc. In discharging duties, a Trustee or Officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (a) one or more Officers or employees of the Foundation whom the Trustee or Officer reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, a public accountant or another person as to matters the Trustee or Officer reasonably believes are within such person's professional or expert competence; and (c) in the case of a Trustee, a Committee of which such Trustee is not a member, if the Trustee reasonably believes the Committee merits confidence. A Trustee or Officer is not acting in good faith if the Trustee or Officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 13.2 unwarranted.

Section 13.3 Conflicts of Interest. In addition to any policies the Foundation may, from time to time, adopt as to conflicts of interest, as set forth in this Section 13.3, the following shall apply to certain conflicts of interest.

(a) Definitions. As used in this Section 13.3, "***Conflicting Interest Transaction***" means: a contract, transaction, or other financial relationship between the Foundation and a Trustee, Officer, or Committee member, or between the Foundation and a party related to a Trustee or Officer, or Committee member, or between the Foundation and an entity which a Trustee is a trustee or officer or Committee member or has a financial interest. For purposes of this Section 13.3, "party related to a Trustee or Officer or Committee member" shall mean a spouse, descendent, ancestor, sibling, spouse or descendent of a sibling, estate or trust in which the Trustee or Officer or Committee member a party related to such Trustee or Officer or Committee member has a beneficial interest, or an entity in which a party related to a Trustee or Officer or Committee member is a trustee, officer, Committee member, or has a financial interest.

(b) Prohibition Against Loans to Directors or Officers. No loans shall be made by the Foundation to its Trustees or Officers. Any Trustee or Officer who assents to or participates

in the making of any such loan shall be liable to the Foundation for the amount of such loan including any accrued interest thereon until repayment thereof.

(c) Voidability of Conflicting Interest Transactions. No Conflicting Interest Transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a member or by or in the right of the Foundation, solely because the Conflicting Interest Transaction involves a Trustee or Officer of the Foundation or a party related to Trustee, Officer, or an entity in which a Trustee is a trustee or officer or has a financial interest or solely because such Trustee or Officer is present at or participates in the meeting of the Board of Trustees or of a Committee that authorizes, approves, or ratifies the Conflicting Interest Transaction or solely because the Trustee or Officer's vote is counted for such purpose, if: (a) the material facts as to the Trustee's or Officer's relationship or interest and as to the Conflicting Interest Transaction are disclosed or are known to the Board of Trustees or the Committee, and the Board of Trustees or Committee in good faith authorizes, approves, or ratifies the Conflicting Interest Transaction by the affirmative vote of a majority of disinterested Trustees, even though the disinterested Trustees are less than a quorum; or (b) the Conflicting Interest Transaction is fair as to the Foundation.

(d) Approval of Conflicting Interest Transactions. Interested Trustees or Officers may be counted in determining the presence of a quorum at a meeting of the Board of Trustees or of a Committee which authorizes, approves, or ratifies a Conflicting Interest Transaction.

Section 13.4 Liability of Trustees for Unlawful Distributions.

(a) Liability to Foundation. A Trustee who votes for or assents to a distribution made in violation of the Act or the Articles of Incorporation shall be personally liable to the Foundation for the amount of the distribution that exceeds what could have been distributed without such violation if it is established that the Trustee did not perform the Trustee's duties in compliance with the general standards of conduct for directors set forth in Section 13.1.

(b) Contribution. A trustee who is liable under Section 13.4(a) for an unlawful distribution is entitled to contribution: (a) from every other Trustee who could be liable under Section 13.4(a) for the unlawful distribution; and (b from each person who accepted the distribution knowing the distribution was made in violation of the Act or the Articles of Incorporation, to the extent the distribution to that person exceeds what could have been distributed to that person without violating the Act or the Articles of Incorporation.

**Section 13.5 Conflicts of Interest Policy.** The Foundation shall adhere to the conflicts of interest policy as governed by the Ethics Committee of USA Fencing. All Trustees, Officers, and Committee members shall comply with the policies and procedures established by the Ethics Committee, which are designed to identify, disclose, and manage conflicts of interest in a manner

that upholds the integrity and reputation of the Foundation and USA Fencing. Any potential conflicts of interest must be disclosed to the Ethics Committee, and all Trustees, Officers, and Committee members shall submit a conflict of interest form in accordance with the Ethics Committee's policies and procedures. The Ethics Committee shall have the authority to review and address such conflicts in accordance with its established procedures. The Foundation shall ensure that all individuals subject to this policy are informed of their obligations and the procedures for compliance.

## ARTICLE XIV.
## MISCELLANEOUS

Section 14.1 Account Books, Minutes, Etc. The Foundation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Trustees and Committees. All books and records of the Foundation may be inspected by any Trustee, or that Trustee's authorized agent or attorney, for any proper purpose at any reasonable time.

Section 14.2 Fiscal Year. The fiscal year of the Foundation shall commence August 1 of each year and end on July 31 of the following year.

Section 14.3 Conveyances and Encumbrances. The assignment, conveyance or encumbrance or sale, exchange, lease or other disposition of any of the real property of the Foundation or all or substantially all of the other property and assets of the Foundation shall only be authorized by the Board of Trustees with the advance written approval of the Member if the purpose of such assignment, conveyance or encumbrance or sale, exchange, lease or other disposition of any of the real property of the Foundation or all or substantially all of the other property and assets of the Foundation complies with the purposes and restrictions on the powers of the Foundation set forth in the Articles of Incorporation.

Section 14.4 Execution of Instruments. All corporate instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such Officer or Officers or other person or persons as the Board of Trustees may from time to time designate.

Section 14.5 Trustees Not Deemed to "Trustees". None of the Trustees, Chair Emeritus, or Honorary Trustees, regardless of title, shall be deemed to be a "trustee" within the meaning given that term by trust law with respect to the Foundation or with respect to any property held or administered by the Foundation, including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

Section 14.6 Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 14.7 Definitions. Capitalized terms used but not defined herein shall have the meaning given to such terms in the Articles of Incorporation, the Act, or the amended and restated bylaws of Member dated April 16, 2023, all as amended from time to time, as applicable.

## ARTICLE XV.
## AMENDMENTS

These Bylaws may be amended, restated, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a majority vote of the Board of Trustees upon the recommendation of the Nominating and Governance Committee, which votes are cast at any meeting of the Board of Trustees, duly called and at which a quorum is present, *provided*, that no such amendment shall be adopted or become effective unless and until it has subsequently been approved and ratified by the Member, acting through the Member's CEO or Board of Directors, as appropriate.

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