



Fall Board Meeting- New York, NY
USA Fencing (United States Fencing Association, Inc.)

2025-10-24 13:00 - 14:00 MDT

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- Approval of the Minutes of the August 2, 2025 Meeting of the USA Fencing Board of Directors
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MOTION : To approve, following the 45-day member comment period, which has now been completed, 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.

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VI. Chair Election

VII. Reappointment of Treasurer

MOTION A: that Emily Bian be reappointed as Treasurer of the Board of Directors for USA Fencing, effective immediately.

Rationale: The Treasurer plays a critical role in overseeing the financial integrity of the organization, including budgeting, financial reporting, and ensuring compliance with fiscal policies. Emily has demonstrated the expertise and diligence necessary to maintain sound financial stewardship and provide effective oversight of the organization’s resources.

VIII. Reappointment of Parliamentarian

MOTION B: that Peter Barton be reappointed as Parliamentarian of the Board of Directors for USA Fencing, effective immediately.

Rationale: The Parliamentarian provides essential guidance on meeting procedures and ensures that board business is conducted in accordance with Robert’s Rules of Order and the bylaws. Peter brings experience and impartiality that will support orderly, fair, and efficient board deliberations.

IX. Reappointment of Secretary

MOTION C: that Jess Saxon be reappointed as Secretary of the Board of Directors for USA Fencing, effective immediately.

Rationale: The Secretary is responsible for maintaining accurate records of board proceedings, ensuring proper notice of meetings, and safeguarding official documents. Jess has shown a strong commitment to transparency, organization, and record keeping, which supports the board’s effectiveness and accountability.

X. Special Board Member Appointments.....118

MOTION D: To reappoint a Special Board Member and appoint a Special Board Member, the Board ought to select two names from the below for appointment to a two-year term.

- Donald Alperstein - Denver, Colorado. Re-appointment.
- Joe Inzerillo - New York City, New York. A lifetime Saber and foil Fencer originally from Chicago., an Emmy Award winner - Mr. Inzerillo professionally is currently the Chief Digital and AI Officer for Salesforce and has previously served as Chief Technology Officer or similar roles for SiriusXM, Major League Baseball, Disney, the Chicago White Sox. Mr. Inzerillo was a Sports Business Journal 40 under 40 recipient in 2009. Mr. Inzerillo founded BAMTech which became Baseball Advanced Media, and later sold the business to The Walt Disney Company. Mr. Inzerillo has served as the Co-Chair of the New York Gala for several years.
- Jeff Weber - New York City, New York. Mr. Weber is a current Vet60 Saber Fencer, having also Fenced Saber for Cornell University and coached the club team at Williams College in the 1980s. Mr. Weber recently returned to Fencing via the US Fencing Foundation where he now serves as a Trustee. Mr Weber has a significant career in Finance and recently retired as Chair of Fox Capital. Mr Weber is also a minority partner in the Milwaukee Bucks of the NBA, and spends significant time in film and Broadway show production as a producer.
- Roy Rodney Jr, Esq. - Houston, Texas. Roy Rodney Jr is the parent of Fencers Adam and Max Rodney who have competed for the United States as well as Alliance, Peter Westbrook Foundation and Fencers Club and serves as an advisor to The Ohio State University Fencing program. Professionally, Mr Rodney is founder of law firm Rodney Etter LLC, a diverse law firm based in Texas and Louisiana. Rodney specializes in contract law, unfair practices, and business torts and has an extensive history defending against injustice and intrusion of civil liberties. He has won the Louisiana State Bar Association Pro Bono Award, the National Bar Association's Presidents Award amongst many accolades across his legal career.

Rationale: The Nominating Committee has been tasked with making recommendations to the Board of Directors for potential candidates for the role of Special Board Member, and has advanced these as individuals for the Board's consideration.

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XI. Independent Appointment.....121

MOTION E: To appoint an independent director to replace Marie Donoghue.

- Oscar Wong - Los Angeles, CA

Current Professional Role: Operating Partner at GoldHouse Ventures. Oscar Wong currently serves as an operating partner at Gold House, and also serves as an independent Director on the board of USA Curling. Wong graduated from Stanford University, where he befriended Alexander Massialas OLY and served on the Student Athletics Advisory Council. Wong also earned an MBA from The Wharton School at the University of Pennsylvania before serving in various roles at Google, Apple, Adobe and H&M.

- Bruce Mitchell - Denton, Texas

Current Professional Role: Founder & President, Resilient Networks. Bruce Mitchell is the Founder and President of Resilient Networks, and has spent a career in IT, and has served as the Chair of USA Curling and currently serves on the USA Curling nominating committee, and also serves on the Advisory Board of PointBank. Mitchell graduated from the University of Oklahoma where he was part of the Sailing team.

Rationale: To appoint one Independent who would be willing to serve the remainder of the two year term of Marie Donoghue after resignation. These individuals have been recommended for the role by the USA Fencing Nominating Committee following a robust process.

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XII. Executive Session

Recess to Executive Session to discuss the outcomes of the CEO Performance and Compensation Review



CONFLICT OF INTEREST POLICY

OF

USA Fencing

DO NOT COMPLETE THIS DISCLOSURE STATEMENT. STARTING IN AUGUST 2021 ALL DISCLOSURES WILL BE COMPLETED ELECTRONICALLY.

SECTION 1. PURPOSE

USA Fencing is committed to sustaining an ethical workplace free of conflicts of interest and perceived conflicts of interest. All Decision Makers, as defined in Section 2 below, have the responsibility to administer the affairs of **USA Fencing** honestly and prudently, and to exercise their best care, skill, and judgment for the sole benefit of **USA Fencing**. Decision Makers shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with **USA Fencing** or knowledge gained therefrom for their personal benefit. The interests of the organization must be the first priority in all **USA Fencing** decisions and actions.

To implement these requirements, **USA Fencing** requires that any of its Decision Makers recognize, disclose, and attempt to avoid activities or investments that involve, might appear to involve, or could result in an actual or potential conflict of interest. While all actual or potential conflicts must be disclosed, that alone does not disqualify an individual from serving **USA Fencing**. Whether an actual or potential conflict is disqualifying depends on the particular circumstances.

A “**Conflict of Interest**” or “**Conflict**” exists when a Decision Maker acts individually, or as part of a committee, on behalf of **USA Fencing** or in connection with a transaction to which **USA Fencing** is a party, where the Decision Maker’s actions or relationships present the potential for improper personal gain or advantage, or for an adverse effect on the interests of **USA Fencing**, or where the Decision Maker’s actions or relationships create the appearance that the Decision Maker may not be able to put **USA Fencing’s** interests first. A “**conflict of interest**” also exists in the context of athlete or team selection when a Decision Maker participates in a selection decision that involves or impacts an athlete with whom the Decision Maker has a direct or indirect relationship, or when a Decision Maker participates in a benefits or services allocation decision that directly impacts the Decision Maker. This policy does not provide an exhaustive list of every possible circumstance that might give rise to a conflict of interest, but provides examples of situations that create conflicts of interest as a guide to the types of transactions (a “**transaction**” is any contract, transaction, agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a grant or loan, or the establishment of any other financial relationship with **USA Fencing**) and/or relationships that can create conflicts of interest.

SECTION 2. DECISION MAKERS

This Conflict of Interest Policy is applicable to all **USA Fencing** Decision Makers. The term “Decision Makers” includes, but is not limited to, members of the **USA Fencing** Board of Directors (the Board of **USA Fencing**), officers (not including division officers), committee members, hearing panel members, task force members, working group members, resource team members, members of all committees, and employees or volunteers of **USA Fencing**. Any hearing panel members empowered to resolve grievances (e.g., **USA Fencing’s** Grievance and Discipline Committee) must disclose any potential conflicts pursuant to this policy. To ensure no hearing panel member empowered to

investigate potential violations and/or resolve grievances has a conflict of interest, additional provisions are provided in USA Fencing's Grievance and Discipline Compliant and Hearing Procedures.

SECTION 3. AREAS IN WHICH CONFLICTS MAY ARISE

Conflicts of interest may arise in the relations of Decision Makers with any of the following third parties: (1) Persons or entities supplying goods and services to **USA Fencing**; (2) Persons or entities from whom **USA Fencing** leases property and/or equipment; (3) Persons or entities with whom **USA Fencing** is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities or other property; (4) Competing or affinity organizations; (5) Donors and others supporting **USA Fencing**; (6) Agencies, organizations, and associations which affect the operations of **USA Fencing**; (7) Family members, friends, close associate, and other employees; or (8) Other situations where a Decision Makers' personal interests reasonably conflict with the interests or concerns of USA Fencing. A "**Family Member**" is defined as a spouse, domestic partner, parent/grandparent, parent/grandparent of spouse/domestic partner, child or child of a spouse/domestic partner, sibling or the sibling of a spouse/domestic partner, other blood relative or the blood relative of a spouse/domestic partner of a Decision Maker; (9) club members or teammates. If a Decision Maker or other disclosing individual has any question as to whether a relationship or activity may create a conflict of interest, a disclosure should be made and the advice sought from the Ethics Committee.

To provide illustrative examples, a potential conflict of interest might exist the situations described below. This list is f not intended to be exhaustive or determinative of whether a conflict exists. But it is a listing of the types of circumstances in which disclosure would be appropriate to avoid even a perception of a conflict:

- 1) A Decision Maker or a Family Member owning stock or holding debt or other proprietary interests in any third party dealing or potentially dealing with **USA Fencing**.

EXAMPLE: When a **USA Fencing** resource team member owns an interest in a company seeking to enter into a contract to provide consulting services to **USA Fencing**.

- 2) A Decision Maker or a Family Member owning a business, being employed by, or providing goods or services under a provider, contractor, or consulting agreement, to or for a business that provides goods or services to **USA Fencing**, the USOPC, or any other NGB.

EXAMPLE: When **USA Fencing** is contemplating entering into an agreement for consulting services from a committee member of **USA Fencing**.

- 3) A Decision Maker or a Family Member holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with **USA Fencing**.

EXAMPLE: When a **USA Fencing** board member's wife is the CEO of a company negotiating a contract to provide services to **USA Fencing**.

- 4) A Decision Maker or a Family Member receiving remuneration for services with respect to individual transactions involving **USA Fencing**.

EXAMPLE: When a **USA Fencing** resource group gets paid a commission if **USA Fencing** enters into a particular contract with a third party.

- 5) A Decision Maker or a Family Member using **USA Fencing's** time, personnel, equipment, supplies, or goodwill for anything other than **USA Fencing**-approved activities, programs, and purposes.

EXAMPLE: When a **USA Fencing** employee uses a **USA Fencing** vehicle for a personal road trip.

- 6) A Decision Maker or a Family Member soliciting or receiving personal gifts, loans, gratuities, or discounts from third parties in violation of **USA Fencing's** Gift & Entertainment Policy. No personal gift of money or a cash equivalent should ever be accepted.

EXAMPLE: When a company trying to obtain a contract to provide services to **USA Fencing** offers a \$100 gift certificate to a **USA Fencing** board member who would be voting on whether **USA Fencing** should execute the contract in question.

EXAMPLE: Asking for box seats to a sporting event because of your position on **USA Fencing's** Nominating Committee.

EXAMPLE: Accepting tickets to an NFL game worth \$250 from a business seeking to obtain a contract to provide landscaping services for **USA Fencing** headquarters.

- 7) A Decision Maker or a Family Member acting as an agent, representative, or consultant to a business whose interests may conflict with the interests of **USA Fencing**.

EXAMPLE: When a **USA Fencing** Division Officer agrees to promote another NGB in negotiations with potential sponsors or licensees.

EXAMPLE: When the spouse of a **USA Fencing** board member works for or is a decision maker in an organization that competes with **USA Fencing** or that provides services to an organization that competes with **USA Fencing**.

- 8) A Decision Maker or a Family Member having a business relationship with a sponsor, supplier, licensee, or vendor of **USA Fencing** (for a current list of **USA Fencing** sponsors, suppliers, and licensees, go to <https://www.usafencing.org/sponsors>).

EXAMPLE: When a family member provides legal services to one of **USA Fencing's** sponsors.

- 9) A Decision Maker or a Family Member awarding **USA Fencing** business to, or provide favorable treatment to, a business owned or controlled by a volunteer, family member, or personal friend.

EXAMPLE: Awarding a contract to provide landscaping services for **USA Fencing** headquarters to a family member's landscaping business.

- 10) A Decision Maker or a Family Member participating and/or voting within a discretionary selection committee for **USA Fencing** when the individual has a relationship with an athlete who is potentially impacted by the selection procedures (e.g., as coach, trainer, parent, etc.)

EXAMPLE: Participating in a decision to select an athlete on **USA Fencing's** team for World Championships or major international competition when Decision Maker is athlete's current coach or family member.

- 11) A Decision Maker or a Family Member drafting selection procedure for protected competition when the individual, family member, teammate or clubmate, could benefit directly or indirectly from the selection method.

EXAMPLE: The athlete representative assisting with drafting, voting on, and/or signing the procedures is also competing for a spot on the team for which the procedures are written.

- 12) A Decision Maker or a Family Member having activities or interests, whether direct or indirect, that interfere with or influence, or have the potential to interfere with or influence, a Decision Maker's responsibilities on behalf of **USA Fencing** or to undermine the interests of **USA Fencing**.

EXAMPLE: A **USA Fencing** Tournament Committee member has a significant client who owns or operates a facility being considered as the host of a **USA Fencing** event.

EXAMPLE: A Decision Maker serves on a hearing panel or appeal panel involving discipline against a member of the Decision Maker's club / team / family.

EXAMPLE: An athlete is the potential recipient of benefits or services that are being allocated by **USA Fencing** and participates in the allocation decision.

It shall be the continuing responsibility of all Decision Makers to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

SECTION 4. DISCLOSURE POLICY AND PROCEDURE

At each Board and Committee meeting, members shall disclose all potential conflicts of interests with subjects on the meeting agenda. All disclosed potential conflicts of interests shall be included in the meeting minutes as well as members who recuse themselves due to an actual or apparent conflict of interest.

In addition to the mandatory disclosures required from each Decision Maker under Section 9 and Section 10 of this policy, if any Decision Maker becomes aware of his or her own undisclosed or partially disclosed conflict of interest, such person should report the information to the Board, committee, task force, working group, or resource team that may be involved.

After disclosure of the conflict or potential conflict of interest and all material facts, and after any discussion with the interested person, the Board, committee, task force, working group, or resource team involved shall make an initial determination whether the conflict or potential conflict disqualifies the interested person from discussion and approval of such transaction. If any interested party disagrees with the initial determination, then he or she may refer the matter to the General Counsel and to the Ethics Committee for resolution. The initial determination by the Board, committee, task force, working group, or resource team shall be communicated to the affected parties by email, and documentation of the determination shall be included in the minutes or records of the Board, committee, task force, working group, or resource team.

If any Board, committee, task force, working group, resource team or individual has a good faith belief that a Decision Maker has a conflict of interest that has not been disclosed, that party or individual should notify **USA Fencing's** General Counsel and the Ethics Committee for resolution. No individuals shall retaliate against, or harass or intimidate, another party, or cause another person to do so, for making or raising actual or possible conflicts of interest.

If the matter is referred to the General Counsel and to the Ethics Committee and involves a transaction between **USA Fencing** and a Decision Maker (or a family member or business in some way related to a Decision Maker), the Ethics Committee shall decide

if a conflict of interest exists pursuant to Section 5 below, and if there are mitigating measures that could be implemented to permit **USA Fencing** to move forward with the transaction or activity in a manner that is free of conflicts. The Ethics Committee's decision will be shared with the Decision Maker. The Decision Maker must acknowledge in writing and comply as a condition of membership with the decision and direction provided by the Ethics Committee for managing the conflict.

Transactions with parties with whom a conflicting interest exists may be undertaken if the Ethics Committee has determined there are mitigating measures that may be implemented to alleviate concerns regarding the potential conflict of interest pursuant to Section 5 below or without notifying the General Counsel and Ethics Committee, if all of the following, at a minimum, are observed:

- 1) The conflicting interest is fully disclosed;
- 2) The person with the conflict of interest is excluded from the discussion and approval of such transaction; and
- 3) A competitive bid or comparable valuation exists.

With respect to the review of any disclosure by the Ethics Committee, the Ethics Committee shall communicate in writing or email delivered to the respective Board, committee, task force, working group, or resource team, and to any individual involved in the potential conflict, any action it has taken with respect to the disclosure including, but not limited to, a determination that no action is required, direction for managing the disclosed conflict, or prohibition of a conflicted transaction. Not later than seven days following delivery of the determination by the Ethics Committee to an affected individual, the individual must acknowledge in writing (a) any action in mitigation or management of the conflict required by the Ethics Committee and (b) any prohibition of any conflicted transaction, and further acknowledge that compliance with the required mitigation or prohibition is an express condition of the individual's continued membership in USA Fencing.

SECTION 5. PROCEDURES FOR ADDRESSING POSSIBLE CONFLICTS OF INTEREST WITH RESPECT TO TRANSACTIONS OR BUSINESS OF USA FENCING (See Standard Operating Procedures)

If a possible conflict of interest exists and is referred to the General Counsel and Ethics Committee with respect to a proposed transaction, promptly and before any decision is made regarding the proposed transaction, the proposed transaction shall be addressed as follows:

- 1) The interested person may make a presentation to the Ethics Committee, which may be convened virtually, regarding the transaction or arrangement involving the possible conflict of interest.

- 2) The Ethics Committee shall review alternatives to the proposed transaction or arrangement if presented to the Ethics Committee by the Board of **USA Fencing**, staff, or relevant committee.
- 3) After reviewing the presented information, the Ethics Committee shall apply the Conflicts of Interest Standard Operations Procedures to evaluate the potential conflict of interest. The Ethics Committee shall inform the Board of **USA Fencing** or committee whether there is a conflict of interest precluding **USA Fencing** from entering into the transaction or arrangement, or if there are mitigating measures that may be implemented to alleviate concerns regarding the potential conflict of interest.

SECTION 6. PROCEDURES FOR ADDRESSING POSSIBLE CONFLICTS OF INTEREST IN DRAFTING SELECTION PROCEDURES AND ATHLETE / TEAM DISCRETIONARY SELECTION

The following more particularized disclosure requirements and procedures apply in the context of drafting selection procedures and athlete/team discretionary selection decisions in an attempt to ensure that no individuals participating in the process have a conflict of interest that will impact their ability to make fair and unbiased decisions in the athlete or team selection process.

Any individual involved in the drafting of procedures (including the athlete representative) or on a discretionary selection committee (or similar group) must disclose to all of such committee or group members: all club and coaching affiliations of the Decision Maker and each member of the Decision Maker's family, any known parties that employ or are employed by Decision Maker and members of the Decision Maker's family, or any other circumstances that reasonably indicate a conflict or appearance of a conflict.

The Committee or group involved will first determine if a conflict exists. If there is any question or conflict concerning the Decision Maker's involvement in or voting on a matter, a report should be made to USA Fencing's General Counsel and to the Ethics Committee for clarification or resolution of any issue.

A resolution could be that the Decision Maker may participate fully, be barred from participating or voting, or a middle ground such as participating in the drafting of the procedures or be included in the discussions for discretionary selection of a team, but not take part in any sign-off, vote, or decision. For example, a national team coach or high performance director may provide information to the selection committee so long as such information is provided in a fair and unbiased manner and the committee member who disclosed the conflict of interest does not vote toward the final decision.

SECTION 7. VIOLATIONS OF THE CONFLICTS OF INTEREST POLICY

- 1) If the disinterested members of the Ethics Committee have reasonable cause to believe a Decision Maker has failed to disclose actual or possible

conflicts of interest, the Ethics Committee shall promptly inform the Decision Maker of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- 2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the disinterested members of the Ethics Committee determine the Decision Maker has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and/or corrective action. The Decision Maker will be notified of the disciplinary and/or corrective action in writing. Decision Makers may appeal any such disciplinary and/or corrective action. Any such appeal must be commenced by notice emailed to the Board or to any committee or commission designated by the Board and General Counsel no later than 10 business days of being notified of the disciplinary and/or corrective action in writing. Any such appeal shall be conducted on the record of the Ethics Committee, and not by a hearing de novo. The Decision Maker shall have the right to present argument to the Board/committee/commission, but not new evidence, in connection with the appeal. The Board/committee/commission may, in its discretion, hear from the Ethics Committee. The Board/committee/commission may affirm, reject or modify the disciplinary and/or corrective action by a majority or 2/3 vote, depending on the nature of the disciplinary and/or corrective action and as provided in the USA Fencing Bylaws. The Board's/committee's/commission's decision shall become final and effective when transmitted via email to the Decision Maker. Applicable disciplinary sanctions may be further appealed through arbitration pursuant to Chapter 13 of the Athlete Handbook.
- 3) While any such failure to disclose an actual or possible conflict of interest is under investigation, the Decision Maker shall be precluded from engaging in further decisions of **USA Fencing** that bear any relation whatsoever to the matter that is the subject of the actual or possible conflict of interest.

SECTION 8. RECORDS OF PROCEEDINGS

For any meeting or portion of a meeting of the Ethics Committee involving an allegation of a violation of the Conflict of Interest Policy, the minutes of the meetings shall contain:

- 1) The names of the persons who were found to have a connection with an actual or possible conflict of interest, the nature of the conflict of interest, any action taken to determine whether a conflict of interest was present, and the Ethics Committee's decision as to whether a conflict of interest in fact existed.

- 2) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, or selection process, the content of the discussion (including, but not limited to, an analysis of the fairness and reasonableness of the transaction or arrangement in question, or the fairness of having the individual participate in the selection process), including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 9. BIENNIAL CONFLICT OF INTEREST DISCLOSURE STATEMENTS

Each Decision Maker shall biennially sign and submit to the Ethics Committee and **USA Fencing's** General Counsel a statement, substantially in the form attached hereto, in which such person affirms that he or she:

- 1) Has received a copy of the conflicts of interest policy;
- 2) Has read and understands the policy;
- 3) Has agreed to comply with the policy, and
- 4) Understands that **USA Fencing** is a charitable organization and that, in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes. The disclosure statements shall be reviewed by the Ethics Committee. If the Ethics Committee determines that a possible conflict of interest exists and still needs to be addressed, the procedures in Section 4 and 5 shall apply.

Any actual, perceived, or potential conflict of interest should be disclosed in the biennial statement.

Any new **USA Fencing** employee shall submit a conflict of interest disclosure statement within 14 days of their hiring by **USA Fencing**. Any other new Decision Maker shall submit a conflict of interest disclosure statement by the earlier of 14 days after their appointment or their first **USA Fencing** Board, committee, task force or hearing panel meeting. In no event shall a Decision Maker participate in any decisions to commit **USA Fencing** to a proposed transaction, hearing, or athlete or team selection procedures prior to submission of the mandatory conflict of interest disclosure statement. Where such new conflict of interest disclosures are required, the Ethics Committee shall periodically review such submissions rather than waiting for the next biennial review period to arrive.

The **USA Fencing** national office shall maintain copies of all Biennial Statements submitted under Section 9 and 10 for not less than seven (7) years.

SECTION 10. PERIODIC STATEMENTS / UPDATES

Each director, officer, committee member, task force member, hearing panel member, and employee shall update their biennial disclosure as necessary, including based upon any new developments that change any information previously submitted in the previously submitted biennial disclosure, and submit to the Ethics Committee a signed statement describing any new potential conflicts of interest as soon as practicable after becoming aware of such potential conflict of interest.

SECTION 11. ADDITIONAL INFORMATION

USA Fencing's Ethics Committee can be contacted with any questions about this policy by sending an email to ethicscommittee@usafencing.org.

USOPC General Resources

For Athletes With Questions Regarding This Conflict of Interest Policy:

The Athlete Ombudsman provides cost-free, independent and confidential advice regarding athlete rights; resolving disputes or grievances; and any sport rule, policy, or process, including NGB-athlete agreements, codes of conduct or team selection procedures. The Athlete Ombudsman can also help athletes connect with legal counsel or mental health resources if needed. Athletes may contact the Athlete Ombudsman at:

PHONE: (719) 866-5000

EMAIL: ombudsman@usathlete.org

WEBSITE: www.usathlete.org

For Individuals With Questions Regarding Conflicts of Interest:

For additional resources, individuals may visit the USOPC Integrity Portal here: usopc.ethicspoint.com

DO NOT COMPLETE THIS DISCLOSURE STATEMENT. STARTING IN AUGUST 2021 ALL DISCLOSURES WILL BE COMPLETED ELECTRONICALLY.

USA FENCING CONFLICT OF INTEREST DISCLOSURE STATEMENT

I, _____, am a member of **USA Fencing** and serve in the following role(s):

- Board of Directors
- Committee Member
Please specify which committee(s) _____
- Task Force Member
Please specify which task force(s) _____
- Working Group Member
Please specify which task force(s) _____
- Resource Team Member
Please specify which task force(s) _____
- Hearing Panel Member
Please specify which hearing panel(s) _____
- Employee
- Volunteer
- Selection Committee
- Other

I affirm:

- I have received the **USA Fencing** Conflict of Interest Policy (the “Policy”).
- I have read and understand the Policy.
- I agree to comply with the Policy.
- I understand that **USA Fencing** is a charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Note: This disclosure statement also requires you to provide information with respect to certain other parties that are related to you and may have an interest in the transaction. These persons are called “affiliated persons” and include, but are not limited to:

- a) *Your family members as defined in the USA Fencing Conflict of Interest policy;*

- b) *Any corporation or organization of which you are a board member, an officer, a partner, participate in management or are employed by, or are, directly or indirectly, a debt holder or beneficial owner of any class of equity securities (other than ownership of less than two percent of the equity interests in any publicly traded securities); and*
- c) *Any trust or other estate in which you have a substantial beneficial interest or as to which you serve as a trustee or in a similar capacity.*

I do not have any conflicts of interest to disclose.

True

False

Sport and Community Involvement

*Please note all sport and **USA Fencing** community involvement. Please state the obvious – even if your involvement is widely known, be sure to note it here to be certain that any conflicts are up front and easier to deal with.*

- I or my affiliated person(s) own, operate or work at a business that is involved in our sport
- I or my affiliated person(s) am actively participating in our sport as a competitor, official, coach or other type of participant

1. Please state the following:

a. name of each fencing club of which you, or any affiliated persons, are a member:

b. name of your fencing coach, and the coach of any affiliated persons

2. Do you or an Affiliated Person own stock or hold debt or other proprietary interests in any third party dealing or who may potentially deal with **USA Fencing**?

YES

NO

NOT SURE

If yes, or if you are not sure, please provide the following information:

Who Holds, or May Hold the Proprietary Interest?

ME

AFFILIATED PERSON

BOTH

If someone else, who is that person/organization?

If someone else, how is this person or organization related to you?

What is the Proprietary Interest(s) held or that may be held?

3. Do you or an Affiliated Person own a business, maintain a primary or secondary job, or provide goods or services under an agreement by which the outside business provides goods or services to **USA Fencing**, the USOPC, or another NGB in the past year?

YES

NO

NOT SURE

If yes, or if you are not sure, please provide the following information:

ME AFFILIATED PERSON BOTH

If an affiliated person or both, who is that person or organization?

What goods or services have been or are to be purchased from the NGB in the past year?

6. Do you or an Affiliated Person hold office, serve on the board, participate in management, or are otherwise employed (or formerly employed) with a third party dealing with **USA Fencing**?

YES NO NOT SURE

If yes, or if you are not sure, please provide the following information:

Who held office, served on the Board, participated in management or was otherwise employed (for formerly employed) with a third party (including other NGBs) dealing with **USA Fencing**?

ME AFFILIATED PERSON BOTH

If an affiliated person or both, who is that person or organization?

What role(s) and/or organization(s) were you or your affiliated persons involved with?

What dealing(s) did the organization(s) noted above have with **USA Fencing**?

7. Please indicate whether you or any of your affiliated persons had any direct or indirect interest in any business transaction(s) in the past year to which **USA Fencing** was or is a party.

YES NO NOT SURE

If yes, or if you are not sure, please provide the following information:

Who is the person or organization that you believe there may give rise to a conflict of interests?

ME

AFFILIATED PERSON

BOTH

If an affiliated person or both, who is that person/organization?

What is the nature of the potential conflict you or the affiliated person may have?

Would you like to be contacted by a member of the USA Fencing Ethics Committee to discuss questions or comments about this declaration or to discuss the Conflict of Interest policy further?

YES

NO

16. Do you have anything not covered in the questions above that you wish to disclose?

17. Would you like to be contacted by a member of USA Fencing Ethics Committee to discuss questions or comments about this declaration or to discuss the Conflict of Interest Policy?

YES

NO

I HERBY CONFIRM that my responses to the above questions are complete and correct to the best of my information and belief. I agree that if I become aware of any information that might indicate that this disclosure is inaccurate or that I have not complied with this policy, I will notify the board or committee Chairperson or General Counsel (as applicable) immediately.

Signature

Date

Reviewed by the Ethics Committee Date: _____

Determined no potential conflicts of interest need to be addressed

Potential conflicts were addressed in the following manner:

USA Fencing – Standard Operating Procedures for Conflicts of Interest Review

I. INTRODUCTION

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

A COI is any situation where personal interests could improperly influence decisions made regarding USFA interests or business. Section 12.10 of the Bylaws requires the Ethics Committee to review COI disclosures for “actual, apparent and potential conflicts of interest” and to provide advice to the USFA Board regarding issues relating to them. USFA’s COI Policy is found within the Bylaws and grants flexibility to the Ethics Committee regarding how it provides this advice.

The longstanding practice of the Ethics Committee allows for a range of responses depending on the nature and severity of the conflict. This flexible framework ensures that responses are tailored to the specific circumstances of each case while maintaining fairness and protecting the integrity of USFA ’s governance.

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

II. FRAMEWORK FOR GATHERING DISCLOSURES AND REVIEWING THEM

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

A. Step 1: COI Disclosure

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

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

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

B. Step 2: Initial Review

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

C. Step 3: Conflict Level Assessment

Review Protocols: The Ethics Committee will conduct a full evaluation of all COI Disclosure Forms, paying special attention to any items flagged in the preliminary review. The Ethics Committee will apply the standardized COI categories found in Section III to categorize each conflict.

The Ethics Committee will consider not only the nature of the relationship or interest but also the specific decision-making role of the discloser, the potential for influence, and the appearance of impropriety.

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

D. Step 4: Mitigation Plan (if applicable)

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

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

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

F. Step 6: Documentation and Recordkeeping

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

III. FRAMEWORK OF RESPONSES TO CONFLICTS OF INTEREST

These procedures apply to all decision makers, including but not limited to board Members, Committee Members, officers, employees, and volunteers required to complete a COI Disclosure Form. The Ethics Committee stresses that it is up to the Board, and individual Members of the Board, to take concrete actions regarding any COIs. The role of the Ethics Committee is to identify, investigate, and disclose potential or actual conflicts of interest and to provide a recommendation to the Board. After any recommendation is made, it is up to the Board to take action under the Bylaws.

Further, because the ultimate responsibility for handling COIs under the Bylaws is reserved for the Board, the Board has the option to take action under the Bylaws even if a COI becomes apparent after the biennial review process has been completed or in advance of any action or report by the Ethics Committee.

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

A. Minor COI Issues

1. Level 1: Determination That No Action Is Required

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

Example Situations:

- A Board or Committee Member, or officer or employee, has a child who participates in local fencing tournaments but is not involved in Board decisions affecting that child.

- A Board or Committee Member, or officer or employee, purchases fencing gear for his or her own use from a vendor who also sells equipment at North American Cups.
- A Board or Committee Member, or officer or employee, volunteers at a fencing club that occasionally interacts with USFA but has no decision-making power over funding or policy matters affecting that club.
- A Board or Committee Member, or officer or employee, works in a sporting-related company that has no financial ties to USFA.
- **Rationale:** These circumstances do not meet the threshold of an actual or apparent conflict under the USFA Bylaws and therefore require no further action.
- **Action:** Retention of record documenting that there is no conflict.

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

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

Example Situations:

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

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

B. Moderate Conflicts

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

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

Example Situations:

- A Board Member's child is nationally ranked at a high level and may qualify for international team selection and related funding.
- A Board or Committee Member, or officer or employee, previously worked for a vendor that recently submitted a bid for a USFA contract, though the member has no current ties to the vendor.
- A Board or Committee Member, or officer or employee, is married to someone who actively coaches at North American Cups.
- An employee has a relative who works at a USFA vendor partner, but the scope of the employee's job is unlikely to put the employee in a position of being able to steer any business to the vendor or to interact with it in any way.
- **Rationale:** The potential COI does not justify recusal or other restrictions but is significant enough to be disclosed to the full Board for awareness and accountability.

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

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

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

Example Situations:

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

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

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

C. Severe Conflicts

1. Level 5: Recommendation of Recusal from Specific Matters

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

Example Situations:

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

Rationale: Recusal from relevant discussions and votes is a standard remedy to protect both the decision-making process and the credibility of the organization, as well as the conflicted person as well. The affected individual would be restricted from participating in any deliberations or votes related to the conflict or receiving confidential information relating to the same. Where an employee is involved, the Ethics Committee will include a

proposal regarding how the employee can perform his or her duties while being firewalled from certain topics that present a COI.

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

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

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

Example Situations:

- A Board or Committee Member, or officer or employee, has repeatedly failed to disclose conflicts, even after being advised of disclosure obligations.
- A Board or Committee Member, or officer or employee, arranges for USFA to enter into a contract with a company he or she secretly owns or controls, without disclosing the ownership interest.
- A Board or Committee Member, or officer or employee, accepts personal payments or gifts from a vendor in exchange for awarding contracts or favorable treatment.
- A Board or Committee Member, or officer or employee, has submitted a false or materially misleading conflict-of-interest disclosure and refuses to update it or to provide full and clearly material information.
- A Board or Committee Member, or officer or employee, has taken steps that threaten imminent harm to USFA interests or has been entirely derelict in carrying out his or her USFA responsibilities.

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

* * *

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

All decisions of the Ethics Committee will be documented and, where appropriate, reported to the Board. All conflicts, level 3 and above, will be posted on the USA Fencing website for the duration of each person's tenure to ensure oversight and institutional integrity. The Ethics Committee will review these COI Standard Operating Procedures biennially to ensure alignment with the Bylaws and any organizational changes.

USA Fencing Records and Document Retention Policy

I. Purpose

The purpose of this Records and Document Retention Policy (“Policy”) is to ensure that records and documents necessary for the operations of USA Fencing and compliance with applicable laws and regulations are adequately maintained, safeguarded, and appropriately destroyed when no longer needed.

II. Scope

This Policy applies to all records and documents, regardless of format (paper, electronic, or other media), created, received, or maintained by USA Fencing and its directors, officers, employees, volunteers, and agents. This policy is effective as of the below referenced date, therefore, any record/documents maintained before such time are not subject to the relevant policy.

III. Administration

The Chief Executive Officer (or designee) shall be responsible for administering this Policy, including implementing procedures, training staff, and ensuring compliance. Questions regarding retention periods or document destruction should be directed to the CEO.

IV. Document Retention Schedule

USA Fencing will retain records according to the following schedule unless otherwise required by law or litigation hold:

Document Retention Schedule

<u>Category</u>	<u>Description</u>	<u>Retention Period</u>
Governing Documents	Articles of Incorporation, Bylaws, IRS exemption letters, and amendments	Permanent
Board & Committee Materials	Board and committee meeting minutes, agendas, resolutions	Permanent
Financial Records	Audited financial statements, general ledgers	Permanent
Financial Records	Bank statements, deposit slips, canceled checks	7 years

Financial Records	Accounts payable & receivable records	7 years
Tax Records	IRS Form 990s and supporting schedules	Permanent
Tax Records	Payroll tax records, other filings	7 years
Legal & Contracts	Contracts, leases, cases	Active + 7 years
Legal & Contracts	Legal correspondence	Permanent or 7 years
Personnel Records	Employment applications, personnel files	7 years after termination
Personnel Records	Payroll records, timesheets	7 years
Insurance Records	Policies	Permanent
Insurance Records	Claims files	7 years after resolution
Development/Fundraising	Donor records, grant agreements, (all signed gift agreements should be saved to donor file in fundraising database)	7 years
Event & Program Records	Registration records, waivers	4 years
SafeSport Records	Reports, resolutions	10 years or per US Center rules
Membership Documents	Annual membership waiver/code of conduct	7 years
Electronic Communications	Significant emails	According to category
Ethics Conflict of Interest	Forms	7 years
Routine Correspondence	Routine correspondence & notes	3 years
Digital Communications	Website: Final governance pages (bylaws, selection procedures)	Permanent
Digital Communications	Website: news/event pages	7 years
Digital Communications	Social media: posts and public comments	Archive
Digital Communications	Social media: Direct Messages	7 years
Slack	Messages	7 years

V. Superseded Documents

Any documents that are superseded shall have a 7-year retention period.

VI. Definitions

A significant email is any electronic communication, including its attachments and related threads that 1) documents official business activities, decisions, or transactions, 2) communicates policies, procedures, or strategic guidance that impact operations or compliance, 3) contains information required for legal or contractual purposes, 4) relates to project initiatives or issues that have business value, 5) involves communications with external parties that establish commitments, terms, or key understandings.

VII. Electronic Documents & Backup

Records maintained electronically must be stored in a secure and reliable system that ensures accessibility during the retention period. Regular backups must be performed. Electronic records are subject to the same retention schedule as paper documents.

VIII. Suspension for Legal Holds

In the event of litigation, government investigation, or audit, document destruction must be suspended immediately upon notice (“Litigation Hold”) from legal counsel or the CEO. Employees must preserve all potentially relevant records until the Litigation Hold is lifted.

IX. Document Destruction

After the expiration of the applicable retention period, documents should be destroyed in a manner that protects confidentiality (e.g., shredding paper, securely deleting electronic files). The CEO (or designee) shall oversee the destruction process.

X. Compliance

If any other policy speaks to a different timeline, this policy shall supersede. Failure to comply with this Policy may result in disciplinary action. USA Fencing prohibits destruction of records with the intent to obstruct a pending or foreseeable investigation or legal proceeding.

XI. Review & Amendments

This Policy shall be reviewed at least every three years by the Audit Committee and updated as necessary to comply with legal requirements and best practices.

Version | Date | Description | Author
1.0 | October 24, 2025 | Final draft | Jessica Saxon



August 2 Special Meeting - Called by Chair

Minutes

USA Fencing (United States Fencing Association, Inc.)
8/2/2025 10:00 AMMDT

@ Zoom

Attendance

Present:

Members: Phil Andrews (remote), Peter Barton (remote), Tabitha Chamberlin (remote), Lauryn Deluca (remote), Jackie Dubrovich (remote), Andrey Geva (remote), Molly Hill (remote), Kat Holmes (remote), Selina Kaing (remote), Damien Lehfeldt (remote), Maria Panyi (remote), Scott Rodgers (remote), Abdel Salem (remote), Jess Saxon (remote), Donald Alperstein (remote)

Absent:

Members: Emily Bian, Jade Burroughs, Marie Donoghue, Andrea Pagnanelli

I. Zoom Dial In Details

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

II. Call to Order (Presenters: Damien Lehfeldt)

- Roll Call
- General Announcements
- Opening Remarks – Chair
-None in the interest of time
- Moment of Remembrance
-Meredith Delgado
- Conflict of Interest Declaration

A moment of silence was observed in respect of Fencing community luminary, Meredith Delgado.

III. Consent Agenda (Presenters: Damien Lehfeldt)

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

Motion by Damien Lehfeldt: Motion to approve the June 29, 2025 Meeting Minutes.

Motion second: Jackie Dubrovich

Result: Passed by voice vote.

IV. Financial & Operations Update (Presenters: Phil Andrews, Tabitha Chamberlin)

The CEO and Director of Finance both gave brief updates focusing on the financial health of the organization.

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

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

 [USAF Parents Council 2025 05 28.pdf](#)

 [USAF Parents Council 2025 01 22.pdf](#)

 [USAF Parents Council 2025 02 19.pdf](#)

 [USAF Parents Council 2025 03 26.pdf](#)

 [USAF Parents Council 2025 04 25.pdf](#)

 [USAF Parents Council 2025 07 16.pdf](#)

 [2025-2026 Committee & Resource Groups.xlsx](#)

Motion by Damien Lehfeltdt: Motion to Accept the Committee and Resource Group Reports.

Motion second: Molly Hill

Result: Passed by voice vote.

Need reports from DEIB and Nominating Committee. Sports Medicine indicated they did not meet this year.

VI. Old Business

A. Motion to Reconsider (Presenters: 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 (3) 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.

Motion by Lauryn Deluca: Motion to Reconsider Board Composition.

Motion second: Molly Hill

Result: Motion passes by roll call vote. Roll call vote: Yes-5 (Deluca, Hill, Holmes, Rodgers, Lehfeldt) No-2 (Geva, Salem) Abstain-1 (Panyi).

Note: Jackie Dubrovich had to leave the meeting.

B. Petition Process (Presenters: 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.

Motion by Andrey Geva: Motion to amend the Election-Petition Bylaw proposal.

Motion second: Maria Panyi

Result: Motion fails by roll call vote. Roll call vote: Yes-3 (Geva, Salem, Panyi) No-5 (Deluca, Hill, Holmes, Rodgers, Lehfeldt)

Note: Jackie Dubrovich returned to the meeting.

C. USFA Transgender & Non-Binary Policy Triggered (Presenters: 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.

Motion by Andrey Geva: Motion to amend USA Fencing's updated "Transgender and Non-Binary Athlete Eligibility Policy"

Motion second: Maria Panyi

Result: Motion fails by roll call vote. Roll call vote: Yes-1 (Geva) No-7 (Deluca, Dubrovich, Hill, Holmes, Panyi, Rodgers, Lehfeldt) Abstain-1 (Salem)

VII. New Business

A. Bylaw Amendment Adoption - Chair Eligibility (Presenters: Damien Lehfeldt)

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.

Motion by Damien Lehfeldt: Motion on Chair Eligibility

Motion second: Maria Panyi

Motion by Damien Lehfeltd: Motion to Table Motion on Chair Eligibility to September 20th Meeting

Motion second: Abdel Salem

Result: Motion passes by voice vote.

B. Bylaw Amendment Adoption - Petition Process (Presenters: Damien Lehfeltd)

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.

Motion by Damien Lehfeltd: Motion on Petition Process

Motion second: Lauryn Deluca

Motion by Damien Lehfeltd: Motion to Table Motion on Petition Process to September 20th Meeting

Motion second: Abdel Salem

Result: Motion passes by voice vote.

C. Bylaw Amendment Adoption - Omnibus (Presenters: Damien Lehfeltd)

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.

Motion by Damien Lehfeltd: Motion for Omnibus

Motion second: Jackie Dubrovich

Motion by Damien Lehfeltd: Motion to Table Motion on Omnibus to September 20th Meeting

Motion second: Abdel Salem

Result: Motion passes by voice vote.

VIII. Good and Welfare

A. Next Meeting: September 20, 2025 (Zoom)

IX. Recess to Executive Session (If Required)

Motion by Damien Lehfeltd: Motion to Adjourn.

Motion second: Lauryn Deluca

Result: Motion passes by voice vote.

USA Fencing – Parent Council 2025-2026

August 19, 2025

Attendees

- Phil Andrews
- Greg Husisian
- Maria Panyi
- Heather Shankwiler

Topics

Planning for the 2025-2026 season

- October 25, 2025: USA Fencing Board retreat in NYC. Opportunity to share parent perspective.
 - Greg should be able to attend; Heather is a maybe.
- Committee members - to be appointed in October at the board retreat/join committees in November
- Open item: Mailing list for fencing parents – and starting communications
 - Rather than relying on social, finding additional ways to reach parents with reminders, resources and other content
- Content development with primarily parent audience (based off of success of Summer National panels)
 - Subject matter experts: Like hearing from Olympic and college fencers (proof that they “made it”), parents of college and Olympic fencers, college coaches
 - Record a “conversation with Hadley” - 10 minutes or less
 - What I should have known series (with additional interviewees, vary by person, by weapon, by location)
 - At Y10 level
 - At Y12 – Y14 levels

- At Cadet
 - At Junior
 - At Div1
 - Before your...
 - First regional (September?)
 - “Fence up” for the first time
 - Your first NAC (October?)
 - Your first Div1
 - Your first international
 - How should I understand the points system
 - Regional – and patches?
 - National point list
 - And what about letter ratings?
- When thinking college fencing – and options
 - Debunking the myth: no “typical path”
 - Step one: College Fair at Summer Nationals
 - “Good fit” – team and academics
 - Fencer & student goals
 - Enlightening your high school & opening support
 - Setting up your College Connect profile
 - Club v. NCAA team
 - Talking with coaches
 - Campus visits
 - Academic planning – SAT, ACT, etc.
 - Working with a coach – or on your own?
- What a parent should know
 - For youth fencing
 - For cadet
 - For junior
 - Planning for college
 - Parafencing
 - Balance participation, expectations and growth
 - Elementary/middle school
 - High school
 - Camps – local, regional, college or international?
 - Working with your coach
 - Physical

- Mental/ Resiliency

Follow up/Next Steps

- Phil – to work with Brad and Nicole to determine highest priority topics, what can be recorded at October NAC and beyond
- Determine if a mailing list is ready for gathering based on renewals, define first newsletter and cadence (bi-monthly? Quarterly? Tied to release prior to NAC?)
- USA Fencing board meeting – share logistics with Greg

Look forward to regrouping in September.

Black Card Review Group
2023-2024 End-of-Season Review
Submitted to USA Fencing's Board of Directors
5 September 2025

Per [USA Fencing's Black Card Policy](#), the Black Card Review Group (BCRG) met via Zoom on September 3rd, 2025, to conduct our annual review of both given and rescinded Black Cards. The group also discussed our current policies and procedures, both in terms of the issuing of Black Cards and the BCRG itself. A summary of our discussion is below.

Review of Recorded Cards for the Season

The group reviewed a spreadsheet of all the Black Cards reported to and recorded by the National Office during the 2024-2025 season, provided by Tanner Gonzales. A summary of the results is provided below:

- 47 total cards across all USA Fencing-sanctioned tournaments.
 - 6 Level 2 Black Cards were awarded
 - 2 were upheld following a Preliminary Review (carded individuals did not request a Formal Review and accepted the sanction)
 - 2 were upheld following a Formal Review
 - 1 was downgraded to Level 1 following a Preliminary Review
 - 1 card was not presented to the BCRG for review, as the carded individual was not a member of USA Fencing
 - 1 Black Card was issued and then rescinded
 - 1 Black Card was recorded erroneously (submitted for "failure to appear")
- Cards by Age:
 - 24 minors
 - 22 adults
 - 1 N/A (rescinded card)
- Cards by Recipient:
 - 5 coaches
 - 30 fencers
 - 12 spectators (10 identified as parents)
- Cards Awarded to Fencers:
 - 24 minors; 6 adults
 - Of the minor athletes, 9 cards were awarded to athletes under the age of 13
 - 32 in men's events; 11 in women's events

- 19 in foil; 16 in epee; 9 saber
- None of the fencers awarded a Level 1 Black Card received a second during their probationary period.

The 2024-2025 season saw just about the same number of regional and national events compared to the 2023-2024 season. The 2023-2024 season had 110 events, while the 2024-2025 season featured 109 (98 regionals, 9 national tournaments, and 2 IRCs). The overall number of black cards moved downwards slightly (46 versus 18). However, the 2024-2025 season saw a significant reduction in Level 2 cards, dropping from 8 to 5. As we saw a marked increase in Level 2 cards in the 2023-2024 season, this is a welcome trend. Another notable trend between seasons is the marked decrease in black cards awarded to coaches, decreasing from 12 to 5. As the overall number of cards remained the same, we did see a slight increase in cards awarded to athletes (from 27 to 30) and cards awarded to parents (from 8 to 10).

In the 2024-2025 season, the rationale for awarding black cards remained similar to previous seasons. Throwing of equipment remains a frequent reason for awarding a card (28% of all cards awarded), though this is somewhat less than last season (44% of all cards awarded). However, cards for verbal abuse or foul and disrespectful language remain sadly common.

As with the 2022-2023 and 2023-2024 seasons, we saw a significant number of Black Cards awarded to younger fencers, with a slight increase in the 2024-2025 season. This may be attributed to the overall demographics of USA Fencing (i.e., the number of minors relative to the total number of fencers) and the number of tournaments that allow for minor athletes (i.e., youth circuits compared to ROCs). This season, the National Office provided us with additional demographic information, which allowed us to note that of the 24 cards awarded to minor athletes, nine of those cards were awarded to fencers under the age of 13. This latter trend perhaps speaks larger cultural issue that we must address.

While 47 Black Cards were issued at USA Fencing-sanctioned events in the 2024-2025 season, we did note some positive trends. None of the fencers awarded a Level 1 Black Card received a second during their probationary period. We also noted a lack of repeat offenders among carded individuals and referees. We welcome the lack of cards for property damage, as well as a noted decrease in cards for physical violence against another person.

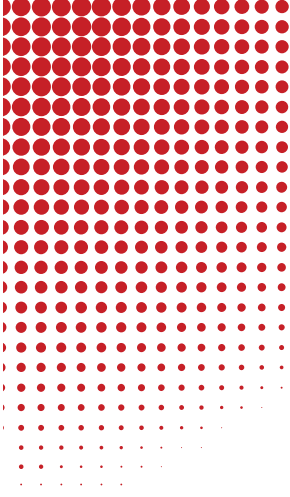
Discussion on Process and Procedures

The BCRG reviewed and confirmed our revised *Workflow and Process* document. The revisions to this document last season ensure that the work of the BCRG reflects and aligns with USA Fencing's [Complaint and Hearing Procedures](#). As always, we seek to balance transparency and fairness with efficiency and timeliness. Throughout our process, we ensure clear and consistent communication to all parties, especially the carded individuals and referees. This season, we were particularly timely in both our Preliminary Reviews as well as the handful of Formal Reviews.

Throughout the season, we struggled with the legibility of the black card forms as filled out by tournament officials. As the black card form is filled out by hand, Tanner Gonzales in the National Office must transcribe all of the information from these scanned PDFs into the tracking database. As a group, we discussed ways to improve the legibility of the form while balancing the ability of the referee to fill it out in a timely manner and to allow for the review of the form by multiple parties (e.g., head referee, bout committee chair, tournament committee member (NACs only)). We agreed to work with the National Office to create a version of the form that can be filled out on a computer. For national and regional events, we will ask that a station be set up on the bout committee stage to support this work. If tournament officials opt to fill in the form by hand, Tanner Gonzales may ask that they provide a more readable version before the card is accepted and recorded.

Another issue that arose this season is the challenge of addressing cards that are awarded to individuals who are not members of USA Fencing. Carded individuals who are not members can be difficult, if not impossible, to track down after the event. They are also not subject to the sanctions that we may choose to award members who violate the black card policy. The group engaged in a conversation regarding solutions or options and will provide some suggestions and thoughts to Jess Saxon in the National Office.

We are very grateful for Tanner Gonzales's continued support of this group and look forward to working more closely with Jess Saxon in the 2025-2026 season.

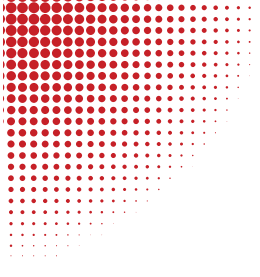


USA Fencing Hall of Fame Committee

Quarterly Report to the Board of Directors

Submitted by: Kamilla Gafurzianova, Chair

Date: October 2025



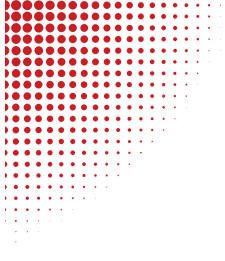
Overview

During this quarter, the Hall of Fame Committee focused on refining selection criteria, committee composition, and the framework for Hall of Fame activations at national events. The committee also reviewed the integration of veteran and parafencer representation, disciplinary eligibility, and potential realignment with the USOPC Hall of Fame induction cycle. These discussions continue to strengthen transparency, inclusivity, and alignment with USA Fencing's values and governance standards.

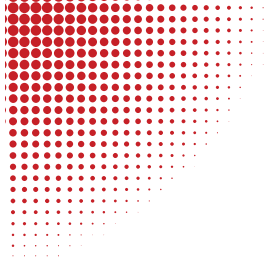


Committee Activities

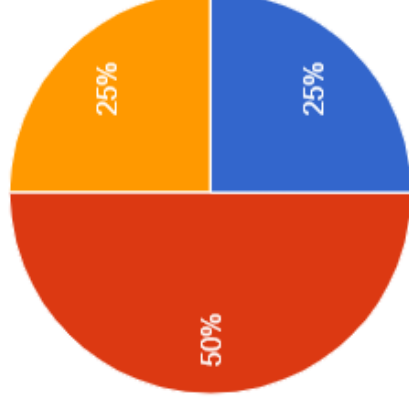
- 1 Committee Composition
- 2 Induction Criteria Review
- 3 Black Card Disqualification Criteria
- 4 Veteran and Parafencer Categories
- 5 Legacy and Contributor Recognition
- 6 Alignment with USOPC Induction Cycle
- 7 HoF Activation at National Events
- 8 Administrative Updates



Committee Composition



- Discussed optimal representation of Hall of Famers and athlete members within the committee.
- Survey results indicate balanced opinions: 50% favoring one-third Hall of Famers plus one-third athlete representation, 25% supporting 50% Hall of Famers, and 25% preferring a flexible minimum of one-third Hall of Famers.
- Next step: Outreach to additional Hall of Famers and para-fencers before final recommendation to the Board.

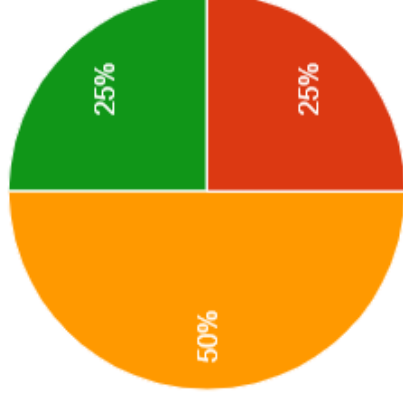


- 50% Hall of Famers
- 1/3 Hall of Famers + 1/3 athletes
- Min. 1/3 but recommended 50%



Induction Criteria Review

- Reassessed automatic induction for World Champions and Olympic/Paralympic Champions.
- 50% of respondents favored maintaining auto-induction only upon athlete retirement; 25% preferred limiting it to Individual Olympic/Paralympic Champions.
- Agreed that future reviews will occur after each Olympic cycle, allowing for adjustments as needed.

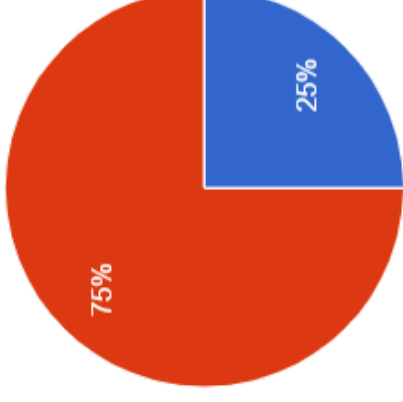


- Keep automatic induction for individual Olympic/Paralympic Champions only
- Expand autoinduction to include World Champions
- Expand autoinduction, but only upon athlete's retirement
- Keep auto induction for Olympic/Paralympic Champions upon their retirement



Black Card Disqualification Criteria

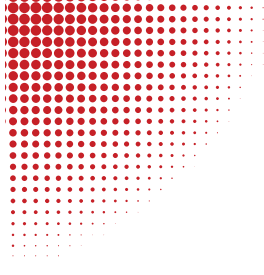
- Strong consensus (75%) to allow committee discretion rather than automatic disqualification, while maintaining SafeSport ineligibility as absolute.
- Kamilla to request historical records from the National Office to standardize review procedures.



● Keep rule as written in the Charter (automatic disqualification)
● Allow committee discretion

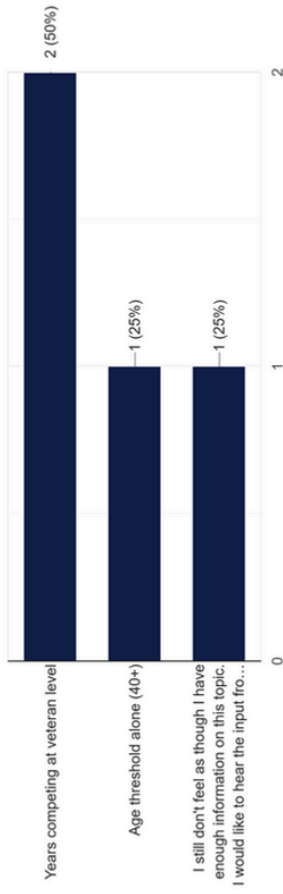


Veteran and Parafencer Categories

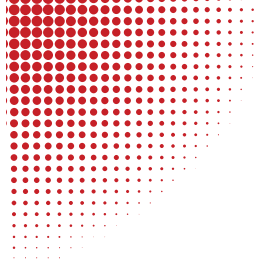


- Discussed formal veteran criteria; 50% of responses support defining eligibility by years competing at veteran level.
- Committee plans collaboration with the Veterans Committee and the inclusion of parafencer representation before finalizing definitions.

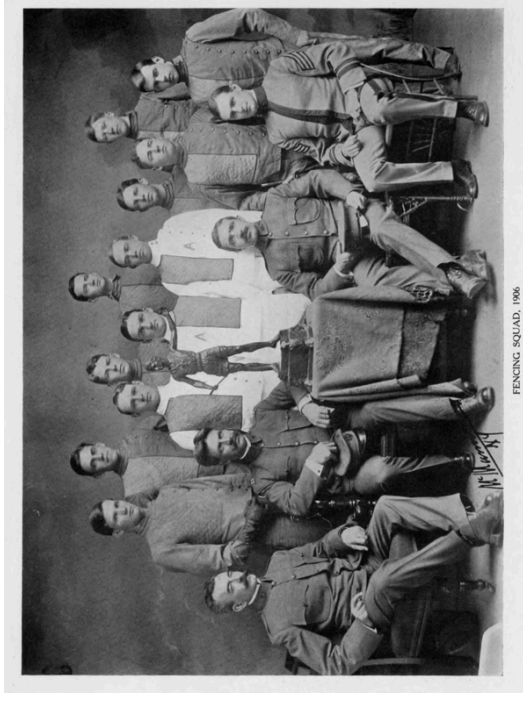
Veteran Category Definition
4 responses



Legacy and Contributor Recognition

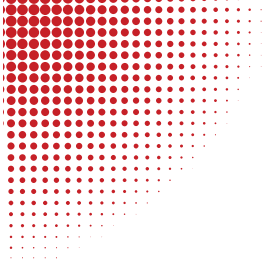


- Reaffirmed plans to reintroduce a **Legacy** category to recognize historical athletes overlooked during their active years.
- Differentiation clarified between **Legacy** (historical athletes) and **Contributor** (referees, administrators, media, innovators)

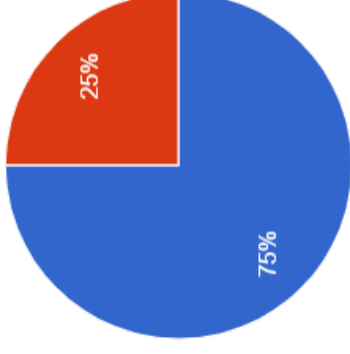


FENCING SQUAD, 1906.

Alignment with USOPC Induction Cycle



- 75% of survey participants supported maintaining annual inductions, with 25% open to a hybrid or biennial model.
- The topic will be revisited after feedback from the Board and USOPC liaison.



- Annual inductions - current USA Fencing process
- Every 2 years (aligned with USOPC)
- Hybrid (annual + larger classes every 2 years)



Hall of Fame Activation at National Events

- Reviewed plans to pilot activations at upcoming North American Cups (NACs) and Summer Nationals, in partnership with the Museum of American Fencing.
- Poll results: 50% favored rotating event formats with staffed tables; others supported digital photo booths or low-resource, high-visibility displays.
- Kamilla presented a proposed booth setup featuring a draped table, framed historic images, and digital engagement tools (QR codes, nomination info).



Administrative Updates

1

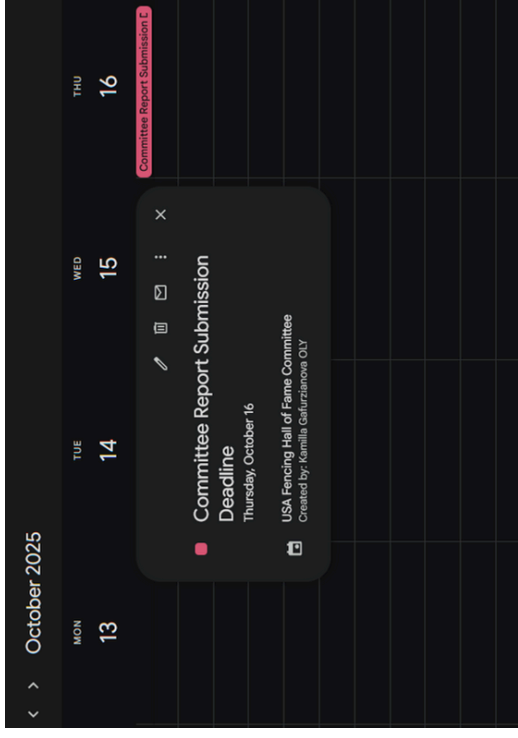
[Shared Google Drive](#)

Name
1. Committee Info - USA Fencing HOF
2. Meeting Materials - USA Fencing HOF Committee
3. Nominations - USA Fencing HOF Committee
4. Scoring & Voting - USA Fencing HOF Committee
5. Reports to Board of Directors - USA Fencing HOF Committee
6. Induction & Ceremony - USA Fencing HOF Committee
7. Historical Archive - USA Fencing HOF Committee

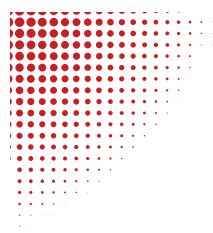
Centralized folders for agendas, minutes, reports, and reference documents

2

[Shared Calendar](#)



Includes key deadlines, timelines, and meeting dates



Upcoming Milestones

1

Committee Composition Vote
Finalize recommendations on structure and athlete representation by December 2025

2

Veteran & Parafencer Criteria
Collaborate with relevant committees for draft language and scoring model by January 2026

3

Veteran & Parafencer Criteria
Obtain and audit disciplinary data for policy alignment

4

Black Card Record Review
Implement activation display at 2026 Youth NAC or Junior Olympics

5

Hall of Fame Activation Pilot
Implement activation display at 2026 Youth NAC or Junior Olympics

6

Legacy Category Development
Prepare framework for inclusion in the 2027 election cycle

October 7, 2025

**Report on the USA Fencing Coaches Committee
For the USA Fencing October Board Retreat**

The Coaches Committee met infrequently during the summer but will be scheduling meetings closer together this season to allow for more frequent input and to adapt to the Committee member's busy schedules.

One of the formats being considered for future meetings is a Zoom call in format, where any member of USA Fencing is free to attend the meeting and bring up pertinent coaching concerns with the Coaching Committee.

These call-in meetings might focus on a particular point of information to coaches, such as the National Schedule, potential rule changes, or other items of interest that can be presented to the coaching community as a whole and solicit discussion and feedback.

Engagement with other committees.

The Coach's Committee is discussing how to engage with other groups within USA Fencing, specifically the Referees Commission, Tournament Committee, and the Data Resource Group for additional coordination, information, and guidance, as well as possible joint presentations to the coaching community.

More specifically, the Committee is discussing a nationwide coaching survey in the near future that will need input and assistance from the Data Resource Group.

USA Fencing member outreach.

The panel organized during Summer Nationals with athletes transitioning to coaching was a big success, and the Committee would like to thank Cortney Hurley, Kostya Lokhavov, and Alex Massialas for their participation.

It is the Coaching Committees goal to continue to present panels at future Summer Nationals, with potential topics being discussed. We would urge coaches to use the message form on the USA Fencing Coaching Resource page web page at:

<https://airtable.com/appQYcPiYt3vuYA6y/shre3EENOkMeRSIEI>

to suggest topics the Coaching Committee can address in future presentations.

Instagram Account.

A new Instagram account has been created at @fencingcoachesusa as a location for fencers and parents to recognize their coaches at all levels of fencing in the country.

You can find the account at:

https://www.instagram.com/fencingcoachesusa?igsh=NjkyMGl0c3Nza2Fm&utm_source=qr

Coaching Recognition.

The Committee's last meeting focused on increasing recognition and support for coaches in fencing. Coaches need to be recognized for their contributions to our sport, and coaching information should be included in the profiles of top performers at national events.

In response to this discussion, USA Fencing has already started adding personal coaches in the medal recognition at the recent October NAC.

The committee would also like to recognize the work of Coach Jen Oldham and Coach Jeff Kallio of Forge Fencing, and Coaches Eric Soyka, Randall Griffiths, John Moreau, Medhat Elbakryfor and Sandra Marchant for their outreach efforts to Africa this year!

This concludes the report of the Coaching Committee

Allen Evans, Chair

Meeting Notes from the 2025 Referees' Commission Meeting

General Session Agenda Topics

Day 1 – August 23rd, 2025

In-Person Attendees:

Donald Alperstein, Phil Andrews, Charles Astudillo, Bradley Baker, Bobby Gibbs, Tanner Gonzales, Glen Hollingsworth, Kelly Koehler, Tasha Martin, Sean Shumate, Jelena Zeljkovic

Remote Attendees (RC members only):

Jason Chang, CJ Fleck

8:30 am MST – 5:30 pm MST

8:30 am - Welcome – 5 minutes

Welcoming comments from Tasha Martin

8:35 am - Housekeeping – 15 minutes

- Review and approve last year's minutes – 5 minutes
Reviewed and approved minutes from Winter 2025 and Summer 2024 meetings
- Assign liaison positions – 5 minutes
Reviewed and approved
- Updated committee makeup – 5 minutes
- Review Action Items from JOs meeting – 10 minutes
Action items reviewed.

8:55 am - National Office – 75 minutes

- CRO Request Process – Tanner
- Tax Rate Increase
Minimum threshold for income reporting (i.e. 1099) will be increasing to \$2000 in 2026 based on IRS changes
- International Referees Paid in Cash
 - Increased Numbers
 - Increased Taxes and Safety Concerns on N.O. Side
 - Options Moving Forward

Continued move to less cash payments.

ACTION ITEM [Hollingsworth/NO]: Draft additional policy language for default policy to be incorporated into hiring documentation

- Referee Exam Update

Deferred to discussion under Rules portion of agenda

- Referee Flight Booking
 - Analysis of Full Season's Bookings
 - Late Bookings
- Revised Pod Layouts
 - Feedback Review from Officials & Attendees
 - Proposals for Next Steps
- Questions from the RC
 - Volunteer workload – Kelly
 - Single rooms for RC members – status?
Will be implemented starting with 2025-2026 season
 - Auto email notification for ratings (fixed?)
Email update email revised. Does not congratulate. States “as of today, your rating is X”
 - Update on scarves/ties for minors – Tasha
Currently in production. Will arrive to NO next week. Distribution to follow. Approximately 900-1000 minor referees will receive tie or scarf
Communication to referees and general membership/coaches to introduce and explain the initiative

10:10 am - Board of Directors Update – Donald (5 minutes)

Board approved rule change for intentionally dropping the weapon as recommended by RC

ACTION ITEM [Chang]: Presentation related to intentionally dropping weapon for first monthly RC call

10:15 am - FIE Update – Kelly (10 minutes)

US delegation on FIE Master List unchanged for 2025-2026 season

Eight referees (tentative) for LA28 – master list + two supplement

10:25 am - WAS Update – Sean (10 minutes)

10:35 am - BREAK

10:50 am - Domestic Development – National - Jelena (60 minutes)

- Assessment program – Mike Ross

- Annual review
 - Assessment program to roll under Domestic Development – National with leadership handover from Mike Ross to Jelena Zeljkovic in late 2025
 - ACTION ITEM [Ross/Zeljkovic]:** Formalization of guidelines for assessors and selection of referees to receive assessment
 - Discussion of evaluating program impact
- Proposal from referee assessment program
- Committee report
- Push list review of R1s who have been identified for development slots at NACs
- Refresher seminars for existing referees
- Plans for new season

11:50 am - Ombuds - Bobby (25 minutes)

- Committee Report
- Referee Confidentiality (as pertains to spectators)
- Conflict of interest reports – concern regarding last of procedures to report
- Leadership training resources pertaining to mental health

12:15 pm - LUNCH

1:15 pm - Rules and Examinations – Bradley (95 minutes)

- Rules updates
 - ACTION ITEM [Baker/Alperstein]:** Board recommendation to adopt tranche of Technical and Organizational rules updates
- Referee exam
 - ACTION ITEM [Baker/Gonzales]:** Update current exam
 - ACTION ITEM [Baker]:** Develop proposal replacement exam with prototype for presentation at JOs RC meeting
 - Proposal:** Free testing period during Summer Nationals; coupon codes
 - ACTION ITEM [NO]:** Feasibility assessment and, if feasible, implementation
- Working hours
- Referee rating degradation
 - Implementation:**
 - Updates and Renewals following RC meeting (e.g., September 1)
 - Ratings reductions October 1
 - ACTION ITEM [NO]:** Add coding update to work queue

ACTION ITEM [Baker/Gibbs]: Draft communications and process explanations for ratings updates/renewals/reductions

- US SEMI

2:50 pm - IA&D – Kelly (60 minutes)

- Year Review
- 25-26 International assignments and exam update
- FIE Ratings – inactive/update
ACTION ITEM [Koehler]: USA Fencing Database updates. Target date: October 1
- Para ratings audit
ACTION ITEM [Koehler]: Lead updates to how parafencing referee ratings are tracked in the database
International, National (tracked as N1), Regional (tracked as R1)
- Sunset committee

3:50 pm - BREAK

4:05 pm - Domestic Hiring (80 minutes)

- Referee Coordinator/Assigners
- Assigner Concerns
- Staffing Concerns
- DAC Concerns
- Recommendations for Improvement
- Action Items
ACTION ITEMS [Shumate]: Numerous action items included in report

ADJOURN

RC Dinner – 7:30 pm

Day 1 – August 24th, 2025

8:30 am MST – 5:00 pm MST

8:30 am - Chair Updates – Tasha (60 minutes)

- RC DEIB Committee Update (10 minutes)
- Ethics (25 minutes)
 - Amendment of RCEC hearing procedures to allow access to records of prior disciplinary actions

ACTION ITEM [RCEC]: Update procedures to include tracking records of disciplinary actions and how/when that information is brought into the complaint process to inform RCEC decisions.

- RCEC committee report
- New case management system
- Quarterly Newsletter

ACTION ITEM [Baker]: Take lead of quarterly newsletter.

- Website

ACTION ITEM [ALL]: Review website content and provide updates and feedback to Tanner Gonzales

- Strategic Plan Workgroups Update
 - Para – Sean
 - Gender – Annamaria
 - National – Tanner
 - Data – Bobby

ACTION ITEM [Koehler]: Forward report from Mark Stasinis on experience cleaning up database for a single division.

9:30 am - Questions from membership – All (30 minutes)

10:00 am - Review of RC Codes and Policies – All (60 minutes)

ACTION ITEM [ALL]: Provide feedback on all documents by September 12

11:15 am - Outstanding items from Day 1 – All

11:45 – Executive Session w/ Working Lunch

Domestic Development – Grassroots

- No agenda items received

Dear Members:

The Board of Directors has been busy working on proposals to improve USA Fencing's governance. Pursuant to the USA Fencing Bylaws, we are providing the text of the proposed amendments for your review and comment. You can make comments through the form found through the following link:

<https://airtable.com/appRMFix5QOBWCqKB/shrYmxMgb6dLsauiy>

The first Amendment has already gone through the comment period and is included here only so that the final Bylaw amendments can be understood in context. For the same reason, we are including the texts of all three of the remaining proposals in a single document so that you can understand the proposals in context.

The proposals will be considered by the Board at a meeting scheduled for December 6, 2025 at 10:00 a.m. Mountain time. Pursuant to the Bylaws and Colorado law, the Board may take action on the proposals without a meeting at any time after the closing of the member comment period. To be clear, the proposals will be considered separately -- in other words, the Board may pass one, two, three, or even none of the proposals following the comment period.

The following summary is intended to assist in reading the proposed amendments but is a summary only and is not intended to serve as a substitute for the proposed text changes attached.

Amendment Group 1: Only At-Large directors could serve as Board Chair under prior Bylaws. The amendments marked in purple 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. This Amendment was previously posted for comment and is under the process of being voted on by the Board of Directors.

Amendment Group 2: 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.

The text of the proposed changes is in blue.

Amendment Group 3: 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. The text of the proposed changes is in orange.

Amendment Group 4: these changes cover a broad range of corrections, updates, clarifications, and improvements following intensive study and discussion by the Governance Task Force. The text of these changes is in pink, and they include:

- Replacing references to the International Wheelchair and Amputee Sports Federation (“IWAS”) with Worldability 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.
- Replacing 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-organizing officers and non-voting members of the board under one section (Section 6) for simpler and clearer understanding
- Explicitly designating the Chair of the Board as the equivalent of President in the eyes of the FIE and WAS per preferred international terminology.
- Adding references to the USFF by-laws that declare the Chair, Treasurer, and CEO of USFA as non-voting members of the Board of Trustees
- Clarifying 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
- Mandating 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
- Amending 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
- Setting two (2) as the maximum number of Special Board Members to align Board size to industry best practices

- 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.

Purple/~~purple~~ = Proposed Amendment 1: Chair
Blue/~~blue~~ = Proposed Amendment 2: Composition
Orange/~~orange~~ = Proposed Amendment 3: Petition
Pink/~~pink~~ = Proposed Amendment 4: Omnibus
Green/~~red~~ = Required updates for page numbers, sections, etc.
depending on amendment passage

BYLAWS

UNITED STATES FENCING ASSOCIATION

AMENDED AND RESTATED

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

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ARTICLE I NAME, ORGANIZATION AND JURISDICTION

Section 1.1. **Name.** As provided by the Articles of Incorporation, the organization shall be known as the “United States Fencing Association,” (sometimes referred to as “USFA”). USFA operates under the trade name “USA Fencing,” and may adopt and operate under other assumed or trade names.

Section 1.2. **Incorporation.** The United States Fencing Association has been incorporated and organized and is operating under the Colorado Revised Nonprofit Corporation Act.

Section 1.3. **Compliance with Law.** No Bylaw or other regulation adopted by the United States Fencing Association shall be inconsistent with the Articles of Incorporation of this organization or in contravention of the Colorado Revised Nonprofit Corporation Act, the Ted Stevens Amateur and Olympic Sports Act 36 U.S.C §§ 220501 – 220543 or any other applicable governmental statute, rule or regulation.

Section 1.4. **Tax Exemption.** The United States Fencing Association has qualified and shall at all times remain qualified as a tax-exempt organization under the Internal Revenue Code of the United States.

Section 1.5. **Recognition as National Governing Body.** The United States Fencing Association is and shall continue to be recognized by the United States Olympic and Paralympic Committee (“USOPC”) the Fédération Internationale d’Escrime (“FIE”) and ~~Worldability Sport~~ ~~the International Wheelchair and Amputee Sports Federation (“IWAS”)~~ as the National Governing Body (“NGB”) for the sport of fencing in the United States.

Section 1.6. **Autonomy.** The USFA shall be autonomous in the governance of the sport of fencing and shall not delegate its authority or control of that sport.

ARTICLE II PURPOSES

The purposes of the USFA shall be:

Section 2.1. To serve as the National Governing Body for able bodied and paralympic fencing (“Fencing”) in the United States, and in that capacity to fulfill the lawful obligations imposed on national governing bodies and to enjoy the privileges and prerogatives accorded national governing bodies by United States Law, the USOPC, FIE and IWAS.

Section 2.2. To provide local, regional and national competitive opportunities for fencers of all levels of ability under uniform rules and regulations and to strive for improvement in all aspects of organizing and conducting fencing competition.

Section 2.3. To select, support and prepare individuals and teams to represent the United States in international fencing competitions.

Section 2.4. To develop, support and promote fencing referees and other tournament officials in domestic and international competition.

Section 2.5. To promote the sport of fencing in the United States and around the world and to disseminate information about fencing so that people may be exposed to and enjoy its many physical, mental and social benefits.

Section 2.6. To provide support in the form of information and programs to fencing instructors and to organizations and groups that offer fencing opportunities.

Section 2.7. To make available information and opportunities that will allow fencing practitioners to enhance their skills and to increase the enjoyment and benefit they derive from the sport.

Section 2.8. To provide assistance and support to other organizations that promote fencing or conduct fencing competitions in a manner consistent with the purposes, goals and means of the USFA.

Section 2.9. To ensure that the principle of anti-discrimination on the grounds of race, disability status, gender, gender identity, color, ethnicity, religion, political opinions, family status or other innate attribute, is respected.

Section 2.10. To foster good will and harmonious relationships with fencers and fencing organizations in foreign countries for the betterment of the sport of fencing.

Section 2.11. To create, assist and oversee supporting or affiliated organizations.

ARTICLE III FISCAL YEAR; FINANCES

Section 3.1. **Fiscal Year.** The fiscal year of the USFA shall commence on the first day of August and end on the following thirty-first day of July, unless the Board of Directors shall by resolution specify other commencement and ending dates.

Section 3.2. **Endorsement of Instruments and Agreements.** All checks, drafts or other orders for the payment of money, obligations, notes or other evidence of indebtedness, and all other contracts, conveyances and instruments signed or issued on behalf of the USFA, shall be signed or endorsed by such officers or agents of the organization as the Board of Directors shall specify by resolution.

Section 3.3. **Depositories for Funds.** All funds of the USFA not otherwise committed shall be deposited from time to time to the organization's credit in such banks, other insured depositories, or investment vehicles as shall be determined by the Board of Directors.

Section 3.4. **Loans and Security Interests.** The USFA may obtain loans and encumber or

pledge its assets as collateral for such loans only with the prior authorization of the Board of Directors.

ARTICLE IV MEMBERSHIP

Section 4.1. **Classes.** The membership of the USFA shall be divided into classes as established from time to time by the Board of Directors. Members of each class shall possess such rights and be subject to such regulations as the Board of Directors may determine.

Section 4.2. **Good Standing.** Subject to the provisions of Section 5.6 of these Bylaws, a member is in good standing for the purposes of voting if their dues are timely paid, they have met the requirements for the class of membership to which the individual belongs, and they are not under disciplinary sanction.

Section 4.3. **Rights of Members.** All individual members who are in good standing shall be entitled to exercise all rights reserved to the membership class to which they belong. The Board of Directors may from time to time prescribe regulations with respect to particular categories of competitions. The right to vote shall be reserved to those individual members who (a) belong to a membership class the attributes of which include the right to vote; (b) have attained their 18th birthday and are in good standing as of ~~sixty (60) days~~ ~~the February 1~~ preceding the date on which voting opens; and (c) are in good standing on the date balloting opens. The National Office shall prescribe the method or methods by which a member's date of birth may be established. Members who are eligible to vote may hold elected or appointed positions within the USFA if they are in good standing and have met all requirements established for each such position. All rights and privileges of membership shall cease upon death, resignation, expulsion, suspension or failure to pay dues.

Section 4.4. **Members Do Not Share in Assets.** Membership shall not entitle any member to share in the assets of the USFA, all of which are hereby declared to be irrevocably dedicated to the charitable purposes set forth in Article II of these Bylaws.

Section 4.5. **Membership is Open.** Membership in the USFA may not be denied to any individual or organization on grounds of race, gender, gender identity, sexual orientation, age, color, religion or national origin, or other innate attribute, provided, however, that this provision shall not preclude the USFA from conducting competitions to which entries are limited on the basis of geography, age, gender, skill level or disability or from establishing qualifying criteria for the entry into competitions.

Section 4.6. **Membership Anti-doping Obligations.** It is the duty of all Athletes, Athlete Support Personnel and other Persons (as those terms are defined in the World-Anti Doping Code), by virtue of their participation in the Olympic, Paralympic, Pan American, Parapan American or Youth Olympic Games, participation in an Event or Competition organized or sanctioned by an NGB, PSO or HPMO, participation on a national team, utilization of a USOPC Training Center, receipt of benefits from the USOPC or USFA, inclusion in the Registered

Testing Pool, or otherwise subject to the World Anti-Doping Code to comply with all anti-doping rules of WADA, the FIE, IWAS, the USOPC, and of the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, the FIE, IWAS, and USADA. If it is determined that an Athlete, Athlete Support Personnel, or other Person may have committed a doping violation, the individual agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the FIE or IWAS, if applicable or referred by USADA. In addition, Athletes agree to submit to drug testing by the FIE, IWAS, and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension.

Section 4.7 **SafeSport.**

a. As a member National Governing Body of the USOPC, the USFA is required to adhere to the ~~SafeSport Code for the U.S. Olympic and Paralympic Movement. safe-sport rules and regulations of the USOPC. The USOPC has promulgated its SafeSport Code for the US Olympic and Paralympic Movement, which includes certain Practices and Procedures and Supplementary Rules, appended thereto (the “Code”). The Code, as now constituted and as may be amended from time to time, shall supersede and replace the current USA Fencing SafeSport Policy, which shall be modified to conform to the Code. The USFA shall continue to maintain a SafeSport page on its website, and that page shall contain links to current versions of (i) the Code and (ii) USFA’s SafeSport Policy (a current copy of which shall be appended to these bylaws as Appendix I).~~

~~b. USOPC Bylaw Section 8.7(l) provides that, as a condition of membership in the USOPC, each NGB shall comply with the policies and procedures of the independent organization designated by the USOPC to investigate and resolve safe sport violations. The USOPC has designated the US Center for Safe Sport (“Center”) as that organization. Notwithstanding anything to the contrary in these Bylaws, the Center shall have full disciplinary authority, including but not limited to the power to suspend, expel, deny continuation of membership or deny readmission to membership, in all matters (i) that the Code commits to the Center’s exclusive authority, or (ii) that the Code commits to the Center’s discretionary authority and that USFA’s Chief Executive Officer shall, in their discretion and with the approval of USFA’s General Counsel refer to the Center, and the Center shall accept for disposition.~~

Section 4.8 **Membership Safe Sport Obligations.**

As a condition of membership in the USFA and of participation in any competition, event or activity sanctioned by the USFA or its member organizations, each USFA member (including parents and legal guardians of members under age 18) agrees to comply with and be bound by the safe sport rules, policies and procedures of the Code, the Center and the USFA and to submit, without reservation or condition, to the jurisdiction of the Center for the resolution of any alleged Code violations that may fall within its exclusive authority or become subject to its discretionary authority. Each member further agrees that any sanctions imposed by the Center shall extend to their participation in all USFA competitions, events and activities and may be posted or otherwise publicly published along with information regarding the misconduct

involved.

ARTICLE V FEES AND DUES

Section 5.1. **Dues to be Fixed by Board of Directors.** The schedule of dues of the USFA shall be established from time to time by the Board of Directors.

Section 5.2. **Dues Allocated to Affiliated Units.** In its discretion, the Board of Directors may designate such affiliated units as it deems necessary (“Affiliated Units”) and may allocate a portion of the dues collected in any one year from all classes of individual competitive memberships to such Affiliated Units of the USFA in such amount or proportion as the Board of Directors determines, and shares of dues so allocated shall be paid by the USFA National Office to the appropriate administrators of such Affiliated Units as are in good standing. These funds are to be used by such units in the discharge of their designated functions on behalf of the USFA. The Board of Directors may revise or discontinue the allocation at any time.

Section 5.3. **Accounting for Dues to Affiliated Units.** An Affiliated Unit must be in good standing, having filed a satisfactory financial report for the prior membership year and such other reasonable reporting as required by the Board, to be eligible to receive any payments from the USFA. If no satisfactory financial report is filed for two consecutive years, all sums previously set aside for such Affiliated Unit shall be forfeited.

Section 5.4. **Membership Year.** The membership year shall commence on August 1 and end on the following July 31. All dues are payable upon application for membership and thereafter on or before the next membership year begins.

Section 5.5. **Extended Membership Year for New Members.** A new member whose dues are paid during the last four months of the membership year shall be entitled to membership through the next membership year.

Section 5.6. **Privileges on Receipt of Dues.** A member is not admitted to membership and a member is not in good standing until the member’s dues and fees have been received by the USFA. Payment of dues to a duly appointed agent of the USFA will render a member eligible to compete. However, no person will be eligible to vote in USFA affairs unless the person’s dues for the membership year in which the person seeks the right to vote are received by the USFA National Office on or before ~~the February 1~~ sixty (60) days preceding the date on which voting opens.

ARTICLE VI OFFICERS AND ~~NON-VOTING MEMBERS OF THE~~ BOARDSECRETARY

Section 6.1. **Officers.** The national officers of the USFA shall consist of a Chair of the Board of Directors and a Treasurer. ~~*moved to section 6.2*There shall be, in addition, such additional appointed positions as are provided for in these Bylaws or established by the Board of Directors.~~

- a. Qualifications for Officers. Only voting members in good standing may hold office in the USFA. No person may hold a position as a national officer of the USFA while simultaneously holding office in any organization recognized by the USOPC as the National Governing Body of another sport. No person may hold a position as an ~~an elected~~ national officer of the USFA while serving as an officer of any Affiliated Unit of the USFA. National officers shall also meet the special qualifications of each office set forth below and shall subscribe to the Qualifying Affirmation set forth in Article VII below.
- b. Chair of the Board of Directors. The principal duties of the Chair of the Board of Directors shall be to foster the formulation of policy; to develop financial and membership support; and to conduct relations between the USFA and the USOPC, the FIE, IWAS and other authorities whose jurisdictions affect the functions and purposes of the USFA. ~~For the purpose of liaising with international authorities such as the FIE and WAS, the Chair of the Board shall be considered the equivalent of the President of USFA.~~ The Chair of the Board shall preside over meetings of ~~the membership and~~ the Board of Directors and shall be a voting member of ~~said~~ ~~those~~ ~~body~~ ~~ies~~. Pursuant to the By-Laws of the US Fencing Foundation (“USFF”), the Chair will serve as a non-voting ex-officio member of the USFF Board of Trustees. ~~Unless otherwise provided by these Bylaws or a resolution of the Board of Directors, the Chair of the Board shall with the approval of the Board of Directors appoint the Parliamentarian and USFA representatives to other organizations.~~ The Chair of the Board shall have such authorities, powers and duties as are assigned to that office by these Bylaws or as are necessary and normally appurtenant to the powers and duties herein specified. ~~Only current At-Large Directors on the Board of Directors may hold the office of Chair of the Board of Directors.~~ The Chair of the Board of Directors shall be elected from among the ~~voting members~~ ~~At-Large Directors~~ of the Board of Directors by a majority vote of the Board of Directors, which election shall be conducted at each annual meeting held in odd numbered years.
- c. Treasurer. The Treasurer ~~is a non-voting member of the Board of Directors, unless they hold an additional voting role.~~ They shall oversee the accounting for all moneys and other assets of the USFA and shall at each meeting of the Board of Directors ~~and at the Annual Membership Meeting~~ submit a report of the financial transactions of the USFA from the time of the preceding report or for the entire fiscal year. The Treasurer shall confer with independent auditors selected by the Audit Committee and shall report on their findings. The Treasurer shall submit to the Board and the Audit Committee a standard set of monthly financial statements. The Treasurer shall assist the Chair of the Board and the Board of Directors in the formulation of proposed budgets. The Treasurer shall chair the Budget Committee and serve as a voting member of that committee. The Treasurer shall serve as a non-voting member of the Board of Directors. Only persons who have demonstrated competence in financial control and management may hold the office of Treasurer. The Treasurer shall be selected by the Board and approved by a majority vote of Directors present and voting. No person may assume the position of Treasurer until they have executed the Qualifying Affirmation provided in Article VII.
- d. ~~*Moved below to 6.2*Special Board Members. The Board of Directors may, from time to time and in its discretion, appoint one or more Special Board Members, subject to~~

~~majority approval of Directors present and voting. Special Board Members shall serve as non-voting members of the Board of Directors, advise the Board of Directors, assist the Chair of the Board in the discharge of the duties of that office and perform such other duties as may be assigned by the Board of Directors. No person may assume the position of Special Board Member until they have executed the Qualifying Affirmation provided in Article VII.~~

- e. **Treasurer and Special Board Member Candidates.** At least fourteen (14) days before presenting the nomination of candidates for Treasurer ~~and Special Board Member~~ to the Board of Directors, the nominating Director shall provide written notice thereof to the chairperson of the Nominating Committee, along with a summary of credentials of the person nominated. Candidates for ~~the Treasurer, and Special Board Members positions~~ shall be reviewed by the Nominating Committee to ensure:
- i. The prospective candidate meets the qualifications of that position; and
 - ii. The prospective candidate shall have in writing indicated their willingness to serve and acceded to the Qualifying Affirmation prescribed in these Bylaws;
 - iii. ~~The prospective candidate shall pass a Background Check and complete a Conflict of Interest form to be cleared by the Ethics Committee.~~

moved from section 6.1 **Section 6.2. Non-voting Members of the Board.** In addition to officers, there may be such additional ~~appointed~~ positions as provided for in these Bylaws or by the Board of Directors.

- a. Special Board Members. The Board of Directors may, from time to time and in its discretion, appoint one or more Special Board Members ~~to address strategic needs in the organization~~, subject to majority approval of Directors present and voting. ~~There will be a maximum of two (2) Special Board Members at one time, but no minimum.~~ Special Board Members shall serve as non-voting members of the Board of Directors, advise the Board of Directors, ~~assist the Chair of the Board in the discharge of the duties of that office~~ and perform such other duties as may be assigned by the Board of Directors. No person may assume the position of Special Board Member until they have executed the Qualifying Affirmation provided in Article VII, ~~have passed a Background Check, and have completed a Conflict of Interest form to be cleared by the Ethics Committee.~~ No Special Board Member may serve on the Board if they are an employee of the organization. No Special Board Member may be engaged in a contractual relationship with USFA unless reviewed and approved by the Ethics Committee and the Board of Directors in advance of being placed on the ballot or the contract being signed, whichever comes first. Tournament officials (e.g. referees, bout committee staff, etc.) are excluded from the restriction on contractual relationships.
- b. Secretary. The functions of the Secretary of the Board of Directors consist of preparing and distributing agendas for all meetings of the Board of Directors; preparing, maintaining and distributing records of the proceedings of the Board of Directors; communicating, as directed, the directives, inquiries and messages of the Board of Directors; and such other and additional duties as may be assigned to the Secretary by these Bylaws, the Board of

Directors or the Chair of the Board. The Chair of the Board, with the approval of the Board of Directors, shall appoint a person or persons, who is/are either members qualified to hold office or are employed by the USFA, to perform these functions. The person or persons discharging these functions shall serve as a non-voting member of the Board of Directors and shall serve at the pleasure of the Chair of the Board.

- c. Parliamentarian. For each meeting of the Board of Directors there may be a Parliamentarian, who may be appointed for each meeting or as a standing position, to advise the Board on matters of procedure and who serves at the pleasure of the Board. No person may assume the position of Parliamentarian until they have executed the Qualifying Affirmation provided in Article VII, have passed a Background Check, and have completed a Conflict of Interest form to be cleared by the Ethics Committee. The person appointed as Parliamentarian shall serve as a non-voting member of the Board of Directors and shall serve at the pleasure of the Board.
- d. Chief Executive Officer. The Chief Executive Officer (“CEO”) shall be a non-voting ex-officio member of the Board of Directors. The Board of Directors may, by majority vote of those present, exclude the CEO from a meeting or portion thereof. The CEO will not attend portions of a meeting that discuss the Chief Executive Officer except as permitted by the Board. Pursuant to the By-Laws of the US Fencing Foundation (“USFF”), the CEO will serve as a non-voting ex-officio member of the USFF Board of Trustees.

Section 6.23. Terms of Officers and Non-voting Members of the Board.

- a. Chair of the Board of Directors. The Director appointed as the Chair of the Board serves at the pleasure of the Board of Directors until they are no longer qualified or until a new Chair of the Board is approved by a majority of the Board. Once a new Chair of the Board is so approved, the former Chair will continue to serve any remainder of their term as an ~~At-Large~~ Director.
- b. Treasurer and Special Board Members. Unless otherwise removed as provided in these Bylaws, Special Board Members and the Treasurer shall serve terms of approximately two years, from adjournment of the Annual Meeting of the Board of Directors at which they are appointed until adjournment of the second annual meeting following their appointment
- c. Terms Not Limited. The Chair of the Board’s term in office is subject to and not greater than their term as an ~~At-Large~~ Director, including limits placed thereon in these Bylaws. An individual may serve as Treasurer or Special Board Member for no more than eight (8) consecutive years. **There is no limit on terms for Secretary or Parliamentarian.**

Section 6.34. Vacancy of Officers and Non-Voting Members of the Board in Offices of Chair of the Board and Treasurer. Vacancies in the offices of Chair of the Board, ~~and~~ Treasurer, as well as the positions of Secretary and Parliamentarian shall be filled through the procedures prescribed in this Section.

- a. Chair of the Board. A vacancy in the office of the Chair of the Board shall be filled as follows:
- i. During temporary absences or unavailability of the Chair of the Board, whether due to illness, disability or other cause, the Board of Directors may appoint a Director who meets the qualifications of the office of Chair of the Board to fulfill the duties of that office until the Chair of the Board is able to resume the performance of those duties.
 - ii. If a vacancy in the office of Chair of the Board occurs by reason of resignation of that office, or removal while the person who had been serving as Chair remains a Director, the Board of Directors shall elect an ~~an At-Large~~ Director who meets the qualifications of the office of Chair of the Board.
 - iii. If a vacancy in the office of Chair of the Board occurs by reason of resignation from the Board of Directors, death, removal from the Board of Directors, disability, or other cause which prevents the person who had been serving as Chair from continuing to serve as a Director, the Board of Directors shall fill the vacancy as provided in these Bylaws and shall select a qualified member to serve as Chair of the Board.
- b. Treasurer, Secretary, and Parliamentarian. A vacancy in office of Treasurer ~~or the position of Secretary,~~ whether arising from resignation, death, removal or otherwise, shall be filled by the Board of Directors. In filling the vacancy, the Board may appoint any member of the USFA who meets the qualifications of the ~~position office of Treasurer.~~ ~~Filling the role of Parliamentarian is optional.~~

~~*moved to section 6.2* Section 6.4. **Secretary.** The secretarial functions of the Board of Directors consist of preparing and distributing agendas for all meetings of the Board of Directors; preparing, maintaining and distributing records of the proceedings of the Board of Directors; communicating, as directed, the directives, inquiries and messages of the Board of Directors; and such other and additional duties as may be assigned to the Secretary by these Bylaws, the Board of Directors or the Chair of the Board. The Chair of the Board, with the approval of the Board of Directors, shall appoint a person or persons, who is/are either members qualified to hold office or are employed by the USFA, to perform these functions. The person or persons discharging these functions shall serve as a non-voting member of the Board of Directors and shall serve at the pleasure of the Chair of the Board.~~

Section 6.5. **Custodian of Records.** The National Office of the USFA shall serve as the custodian of records of the actions by the members, the Board of Directors, Resource Groups, **Task Forces, Councils,** and Committees of the Board, and shall publish on the official website of the USFA such records of the proceedings of those bodies as the Board of Directors or these Bylaws may prescribe.

~~Section 6.6. **Transition.** The Board of Directors as constituted on the date of the adoption of these Amended Bylaws shall by resolution provide for the transition of the structure of the Officers as it then exists to the structure as defined in Sections 6.1 and 6.2 above. Said resolution~~

~~may not extend or shorten the terms of the Officers then in office. The President and Treasurer then in office will account for the additional two (2) At Large positions for the remainder of their terms. Upon conclusion of the transition, these Bylaws shall be automatically amended to remove this Section.~~

ARTICLE VII BOARD OF DIRECTORS

Section 7.1. **Responsibility.** The Board of Directors is vested with the full powers and responsibility for the management and policies of the USFA, subject to these Bylaws.

Section 7.2. **Functions of the Board.** The Board of Directors oversees USFA's fulfillment of its purposes and its compliance with its legal obligations as described in Article II hereof, including but not limited to USFA's obligations under the Ted Stevens Amateur and Olympic Sports Act, 36 U.S.C §§ 220501 – 220543, and it promotes the corresponding interests of its membership by developing and adopting policies and by providing guidance and strategic direction to the National Office and to the Committees of the Board as constituted under Article XII hereof. The Board shall oversee the management of USFA and its affairs, but may delegate operational responsibility to its staff or others. The Board shall select a well qualified Chief Executive Officer and oversee the Chief Executive Officer in the operation of USFA. The Board shall focus will in normal circumstances be on long-term objectives and impacts rather than on day-to-day management, empowering the Chief Executive Officer to manage a staff-driven organization with effective Board oversight. In addition, the Board performs the following specific functions, among others:

- a. implements procedures to orient new Board Directors, educate all Directors on the business and governance affairs of USFA, and evaluate Board performance;
- b. selects and when it so determines, may terminate the Chief Executive Officer and provide for management succession; and subject to contractual provisions, shall provide performance and compensation reviews of the Chief Executive Officer no less frequently than annually;
- c. reviews and approves USFA's strategic plan and the annual operating plans, budget, business plans, and corporate performance standards;
- d. sets policy and provides guidance and strategic direction to management on significant issues facing USFA;
- e. reviews and approves significant corporate actions;
- f. oversees effective governance;
- g. approves capital structure, financial strategies, borrowing commitments, and long- range financial planning;
- h. reviews and approves financial statements, annual reports, financial and control policies, through the Budget Committee and, through the Audit Committee, selects independent auditors;

- i. monitors USFA’s compliance with laws and regulations and the performance of its broader responsibilities;
- j. ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate or societal crisis;
- k. ensures that USFA adopts and maintains athlete safety rules, policies and procedures that comply with the authorized requirements of the USOPC and U.S. Center for SafeSport;
- l. encourages that there is diverse representation and plurality of identities and backgrounds on the Board, Committees, **Task Forces, Councils**, and Resource Groups; and
- m. encourages diversity at all levels of USFA and supports meaningful efforts to accomplish that diversity by adopting norms that favor open discussion and favor the presentation of different views.

Section 7.3. Athlete Representation on the Board, and Committees. The USFA shall, at all times, comply with USOPC requirements for the representation of athletes on the Board and all USFA Committees, **Task Forces, and Resource Groups**.

- a. Athletes selected to serve on the Board, **Task Forces, Resource Groups**, and Committees shall meet the requirements established by the USOPC as set forth in Section 8.5 of the USOPC Bylaws, as amended or revised, a current copy of which shall be attached hereto as Appendix II.
- b. The USFA shall update Appendix II to the latest version of Section 8.5, or its successor.

Section 7.4. Composition and Qualifications. The Board of Directors shall include twelve (12) Directors, and such other persons as are designated non-voting members by these Bylaws. Directors shall be citizens or permanent residents of the United States. Prior to their selection or election, Directors shall disclose any felony convictions, and any other period of ineligibility to serve in sport organizations, such as findings of anti-doping violations or SafeSport violations that were not reversed on appeal. **In addition, all candidates for the Board of Directors must pass a Background Check and have a Conflict of Interest form reviewed by the Ethics Committee before being placed on a ballot or agenda. No voting Director may serve on the Board if they are an employee of the organization. No voting Director may be engaged in a contractual relationship with USFA unless reviewed and approved by the Ethics Committee and the Board of Directors in advance of being placed on the ballot or the contract being signed, whichever comes first. Tournament officials (e.g. referees, bout committee staff, etc.) are excluded from the restriction on contractual relationships.** The voting Directors shall be classified and qualified as provided in this Section.

- a. **Athlete Directors.** There shall be four (4) Athlete Directors comprising not less than 33 1/3% of the elected and appointed Directors. All Athlete Directors shall be voting members of USA Fencing in good standing:
 - i. No person shall serve as an Athlete Director unless they meet the requirements of Athlete Directors as provided in Appendix II.

- ii. The four (4) Athlete Directors shall be selected of as follows:
 - A. USFA’s representative(s) to the USOPC Athlete Advisory Council; and
 - B. The remaining Athlete Directors shall be elected according to the methods established by the Athlete Council.
- iii. If not otherwise seated as a Director, USFA’s alternate representative(s) to the USOPC Athlete Advisory Council shall sit with the Board of Directors as a non-voting member.

~~b. Independent Directors. There shall be three (3) Independent Directors. All Independent Directors shall be individuals who meet the qualifications and are selected as specified in this Subsection 7.4.b. At-Large Directors. There shall be eight (8) At-Large Directors. Four (4) At-Large Directors shall be elected by the membership, and four (4) At-Large Directors shall be appointed by the Board of Directors. Of the appointed At-Large Directors, at least two (2) must meet the requirements for independence as outlined in Section 7.4.b.iv.~~

- i. The ~~Nominating Committee~~~~Chair of the Board~~ will determine whether a position for an appointed At-Large Director shall be filled by an independent individual or from the general membership, and this decision shall be published with the call for nominations preceding the election cycle for member-elected Directors. The ~~Nominating Committee~~ shall then nominate qualified individuals (~~per Section 9.3~~) to serve as ~~appointed At-Large~~ Directors subject to confirmation by the Board of Directors. At least fourteen (14) days before presenting their At-Large Director nominations to the Board, the ~~Chair of the Board~~~~Chairperson of the Nominating Committee~~ shall provide written notice thereof to the ~~Chair of the Board~~~~Chairperson of the Nominating Committee~~, along with a summary of credentials of the person nominated. ~~A majority of all members of that Committee may propose an alternative At Large candidate to the Board.~~
- ii. At-Large Directors to be appointed from the general membership by the Board of Directors shall be voting members of the USFA in good standing.
- iii. At-Large Directors to be elected by the membership shall be voting members of the USFA in good standing. The slate of candidates to be elected by the membership shall be selected by the Nominating Committee or added by valid petition per Section 9.3.
- iv. ~~No person may serve as an Independent Director who, within the two years preceding their nomination:~~To be independent, within the two years preceding their nomination no person may serve who:
 - A. has been, or who has an immediate family member, who has been a member of the USFA;
 - B. has been, ~~or who has an immediate family member, who has been~~ a coach of a USFA member;

- C. has ~~been~~, or has an immediate family member who has been, employed or held a paid or volunteer governance position with USFA, the FIE, ~~I~~WAS, any international fencing federation or any ~~sport familyfencing~~ entity of ~~fencingaffiliated with USFA~~;
 - D. has or has an immediate family member who has been affiliated as an owner, member, employer, employee, or agent of the USFA's outside auditor or legal counsel;
 - E. has been a member of the USFA's Athlete ~~Advisory~~ Council or any ~~constituent group with representation on the Board~~;
 - F. has or has an immediate family member who has directly or indirectly received compensation or support from the USFA;
 - ~~G. has been a member of any constituent group with representation on the Board~~
 - H. has or has an immediate family member who has participated in a fencing competition; ~~or~~
 - I. has or has an immediate family member who has been affiliated as an owner, member, employer, employee, ~~controlling~~ shareholder, or agent of any person, organization or entity that has done business with or been a member of the USFA during that period, ~~provided that ownership of less than 1% of the equity or indebtedness of a publicly traded entity shall not by itself constitute a disqualification from selection as an Independent Director.~~; or
 - J. ~~has not been independent from the sport of fencing per the judgment of the Nominating Committee.~~
- v. It shall not be a precondition of selection as an ~~At-LargeIndependent~~ Director ~~selected for their independent qualifications~~ that the person in question be a member of the USFA at the time of their nomination or confirmation, but no person may assume or continue the position of ~~Independent independent At-Large~~ Director except as a USFA member in good standing. ~~At-Large Independent~~ Directors ~~selected for their independent qualifications~~ must maintain the qualifications as specified in this Subsection 7.4.b. ~~iii~~ for their entire term and any successive terms, except to the extent that they became a USFA member as a condition or appointment or to the extent that they hold any governance position with the USFA, FIE, or ~~I~~WAS in connection with their position as an ~~At-Large Independent~~ Director and any reimbursement of expenses related thereto.
- ~~e. At Large Directors. There shall be five (5) At Large Directors. All At Large Directors shall be voting members of the USFA in good standing and shall be elected by the membership.~~

- d. Amateur Fencing Organization Director. As required by the Ted Stevens Amateur and Olympic Sports Act, 36 U.S.C §220522 and the USOPC, USFA will establish an Amateur Fencing Organization Director position under the following conditions. Amateur Fencing Organizations, high-performance management organizations, or Paralympic sports organizations (collectively referred to as Amateur Fencing Organizations) are those that conduct national programs or regular national amateur athletic competitions in the sport of fencing on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur athletic competitions in the sport of fencing; and ensures that the representation reflects the nature, scope, quality, and strength of the programs and competitions of the amateur sports organization in relation to all other programs and competitions in the sport of fencing in the United States. The Board of Directors shall determine whether an organization satisfies the criteria in this Section. ~~Once such a determination is made the Amateur Fencing Organization Director seat will become effective upon such Amateur Fencing Organization providing a comparable director seat on its Board of Directors for a USA representative.~~ If the seat reserved for such Amateur Fencing Organization has voting rights on the USFA Board, then an additional Athlete Director position, as defined in as defined in this Article, and an additional At-Large Director position will be automatically created to ensure that Athlete Directors comprise not less than 33 1/3% of the elected and appointed Directors. If there is one (1) Amateur Fencing Organization, then that organization shall select a qualified individual to serve as the Amateur Fencing Organization Director. If there is more than one (1) Amateur Fencing Organization, then the Amateur Organizations as a group shall select a qualified individual to serve as the Amateur Fencing Organization Director.
- e. Terms Limited. Except as may be required under Sections 7.4.a.ii.A and 7.4.a.iii, no individual may serve as a Director of any class for more than eight (8) consecutive years. This limitation shall apply to all terms of Directors commencing after September 1, 2020.

Section 7.5. **Qualifying Affirmation, SafeSport, Background Screening, and Conflict of Interest Declarations.** No person shall be qualified for selection or service as an officer or Director of the USFA except upon execution of a writing acceding to the following statement: “As [Chair of the Board] [Treasurer] [Special Board Member] [Director] [other] of the United States Fencing Association I agree and undertake to adhere to high ethical standards and to avoid conflicts of interest as outlined in the Conflict of Interest Policy of USA Fencing. I acknowledge my fiduciary duties of loyalty and care to the United States Fencing Association and understand that those duties supersede my personal interests and the interests of any individual, group, faction or entity. I pledge to devote the full extent of my knowledge, experience and ability in good faith to advance the purposes, objectives, integrity and betterment of the United States Fencing Association.”

~~Before being placed on a ballot or agenda for election or appointment for the Board of Directors or as an officer, one must pass a Background Screening and have a Conflict of Interest form reviewed by the Ethics Committee.~~

Each member of the Board of Directors shall have an active SafeSport clearance prior to the start of the USA Fencing fiscal year, as well as a completed Conflict of Interest declaration submitted to the Secretary of the Board. No member of the Board who has failed to complete these requirements shall be permitted to participate and vote in meetings until compliant.

Section 7.6. Terms of Directors.

- a. Athlete Directors. Athlete Directors shall serve terms of four years commencing on the first day of September in the year in which they are elected.
- b. ~~Independent Directors. Independent Directors shall serve two year terms commencing on the first day of September and ending on the last day of August. Two Independent Directors shall be selected in even numbered years and one Independent Director shall be selected in odd numbered years. Directors fulfilling the unexpired portion of a vacated position shall serve the remainder of that term.~~
- c. At-Large Directors. At-Large Directors shall serve terms of four years commencing on the first day of September in the year in which they are elected or appointed. Two (2) At-Large Directors shall be elected and two (2) At-Large Directors shall be appointed in year two of the Quadrennium and ~~three two (32)~~ At-Large Directors shall be elected and two (2) At-Large Directors shall be appointed in year four of the Quadrennium. For the purposes of this section, a Quadrennium shall commence upon the earlier of the close of the Olympic Games in which fencing is contested or the first day of September in the last year of the Quadrennium and shall continue until the earlier of the close of the following such Olympic Games or the final day in August in the last year of the Quadrennium. The acceleration or delay of the Olympic Games shall not affect the term of the Quadrennium.
- d. Amateur Fencing Organization Director. The Amateur Fencing Organization Director shall serve terms of four years if and when the position becomes effective.
- e. Tenure. Once Directors have assumed their positions on the Board of Directors, they shall serve until their successor has been selected and qualified or until the position is vacated or eliminated as provided elsewhere in these Bylaws.

Section 7.67. Vacancies on the Board of Directors. Except for vacancies among the Athlete Directors, for which provision is elsewhere made in these Bylaws, vacancies on the Board of Directors, whether resulting from death, disability, resignation, disqualification, removal or otherwise, shall be filled for the balance of the vacated term by a resolution of the Board of Directors appointing to the vacant position a person who meets the qualifications specified by these Bylaws for the position being filled. **The Chair of the Board of Directors shall determine a timeline for replacement. The appointment must be made from a list of qualified candidates provided by Nominating Committee pursuant to requirements listed in Section 7.4 with at least as many candidates as there are positions to be filled.** The vacated term to be completed by a Director selected pursuant to this section shall not be counted for the purposes of term limits.

Section 7.78. Anti-Discrimination. Directors shall be selected without regard to race, color,

gender, gender identity, sexual orientation, age, religion, disability status, national origin, or other innate attribute. It is the policy of the USFA that there shall be reasonable representation of both genders on its Board of Directors.

Section 7.89. **Compensation.** Directors of the Board shall not receive compensation for their services as Directors, although the reasonable expenses of Directors may be paid or reimbursed in accordance with USFA's policies. USFA will pay the travel costs to attend the Board meetings for the Athlete Directors. USFA Directors are not disqualified from receiving compensation for services rendered to or for the benefit of USFA in any other capacity. Athlete Directors shall be entitled to obtain compensation from USFA in connection with their capacity as athletes, including all benefits to which all elite athletes are eligible.

Section 7.910. **Quorum.** At any meeting of the Board of Directors a quorum shall be a majority of the Directors then in office. On failure of a quorum, a lesser number shall have the power to adjourn the meeting to a given time and place. The date, place and time of each meeting shall be designated by the Chair of the Board.

Section 7.1011. **Regular Meetings.** The Regular Meetings of the Board of Directors shall consist of one Annual Meeting and two Scheduled Meetings. Regular Meetings shall be conducted with not less than thirty (30) days' notice.

- a. Annual Meeting. The Annual Meeting of the Board of Directors shall be convened during the months of September or October on a date and at a place and time designated by the Chair of the Board.
- b. Scheduled Meetings. One Scheduled Meeting shall be conducted during the Winter and Summer of each year. The Winter Meeting shall be conducted during the month of February and the Summer Meeting shall be conducted during either June or July on a date and at a place and time designated by the Chair of the Board. Scheduled Meetings may be conducted in conjunction with nationally organized tournaments.
- c. Regular Meeting Agendas. Not less than five days prior to any Regular Meeting of the Board of Directors, there shall be delivered to each Director, officer, and the Parliamentarian an agenda of matters proposed to be considered at such meeting. A Director may propose motions not on the agenda at the Annual Meeting, but business not mentioned in the agenda may not be acted on at a Scheduled Meeting unless a majority of the members of the Board of Directors then in office vote to consider the matter. **There shall be updates presented at each Regular Meeting regarding operations and finances (either written or verbal), and the Chair may also provide an update.**

Section 7.112. **Special Meetings.**

- a. Special meetings of the Board of Directors may be called by the Chair of the Board, on at least ten days' written notice to each Director. Special meetings shall be called so as to ensure that no period longer than four months elapses between meetings of the Board of Directors. Special meetings of the Board of Directors shall also be convened upon the written request of four or more Directors that is timely delivered to all Directors, that states the reason for the meeting and that specifies the time and place of the meeting.

Special meetings may be conducted in person or otherwise in compliance with these Bylaws.

- b. Not less than five days prior to any Special Meeting of the Board of Directors, there shall be delivered to each Director an agenda of matters proposed to be considered at such meeting. Business not mentioned in the agenda may not be acted on at a Special Meeting unless a majority of the Directors then in office vote to consider the matter.
- c. Any notice required or allowed in this Section may be communicated by email, and agendas may be delivered by email or facsimile or by email directing the recipient to a specified page of the USFA website where the agenda has been posted.

Section 7.13. **Emergency Meetings.** In cases of true urgency, the Chair of the Board may call Emergency Meetings of the Board of Directors on not less than 24 hours' written notice to each Director. The notice required by this Section may be communicated by email, text or facsimile and shall state the nature of the emergency, the reasons the matter is urgent, and actions proposed to be considered at the Emergency Meeting.

Section 7.14. **Meetings of the Membership.** Annual meetings of the membership shall not be required. Special meetings of the membership shall be held if convened and noticed as provided in Colorado Revised Statutes § 7-127-102.

Section 7.15. **Waiver of Notice.** Notice of any Annual Meeting or special meeting of the Board of Directors may be waived as provided in the Colorado Revised Nonprofit Corporation Act.

Section 7.16. **Board Transparency.** Except for privileged or confidential matters taken in executive session, the Board of Director's actions shall be available to members. Regular, Special and Emergency meetings of the Board, except with respect to matters discussed in executive session, shall be open to members of the USFA, provided that the member bears the cost of attendance. Minutes of each meeting, except with respect to matters discussed in executive session, shall be published on the USFA website and otherwise be made available to members of the USFA. Minutes of each meeting shall include attendees at meetings, potential conflicts of interest, motions made and actions taken, Directors who recuse themselves due to an apparent conflict of interest, and a non-confidential description of any actions taken by the Board during executive session. Every reasonable effort will be made to publish the minutes within thirty (30) days of the Board meeting.

Section 7.17. **Conducting and Participating in Meetings.**

- a. Except as otherwise provided in these Bylaws, in the discretion of the Chair of the Board, meetings of the Board of Directors may be conducted telephonically, by video conference or by any means that allows all participants to hear the proceedings and to participate fully therein.
- b. Directors are expected to use diligent efforts to prepare for and attend meetings of the Board of Directors. Directors are required to attend no fewer than two-thirds (2/3) of all Board meetings held in any twelve month period.

c. Except as otherwise provided in these Bylaws, a specific question or matter that might be considered at a meeting of the Board may be submitted to a vote by mail, facsimile, email or other means at the discretion of the Chair of the Board or upon resolution of the Board of Directors, unless one or more Directors makes an effective written demand that such action not be taken without a meeting. If the matter to be submitted for such a vote is to be considered privileged or confidential, as if taken up in executive session, the notice of the submission shall so state and the Directors shall act accordingly. In the conduct of such votes, the Secretary shall provide notice thereof to each Director containing a clear statement of the question to be voted upon and the date on which voting shall be closed, with a request that each Director cast their vote thereon and communicate it to the Secretary and the Chair of the Board prior to the closing date. The notice shall also state that a failure to respond by casting a vote, abstaining in writing, or demanding in writing that such action not be taken without a meeting, will have the same effect as abstaining in writing. The closing date shall be the earlier of three business days after the provision of notice of the vote to be taken or upon receipt of votes or abstentions from all Directors. The question or matter submitted for decision under this Subsection 7.157.c shall be approved if the affirmative votes equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors then in office were present and voted. Once a matter has been submitted for a vote under this Subsection 7.157.c, it may not be withdrawn after the vote of at least one Director has been received by the Secretary.

~~d. *moved to Section 6.2* **Parliamentarian.** For each meeting of the Board of Directors there shall be a Parliamentarian, who may be appointed for each meeting or as a standing position, to advise the Board on matters of procedure and who serves at the pleasure of the Board. No person may assume the position of Parliamentarian until they have executed the Qualifying Affirmation provided in Article VII. The person appointed as Parliamentarian shall serve as a non-voting member of the Board of Directors and shall serve at the pleasure of the Chair of the Board.~~

Section 7.1618. **Delegation of Authority.** The Board of Directors may by resolution delegate elements of its authority to individuals, Committees, Task Forces or Commissions, in compliance with this Section.

- a. All delegations by the Board of Directors shall state the specific authority or power being delegated and the limitations thereon.
- b. All acts of any delegate of the Board of Directors shall be reported to the Board of Directors by the person or body to whom the delegation was made.

Section 7.1719. **Legal Counsel.** The Board of Directors shall appoint annually legal counsel to advise and represent the USFA, its Directors, officers and administrators.

Section 7.1820. **Operations Manual, Athlete Handbook, Rules of Competition and**

Website. The Board of Directors shall provide for the creation and maintenance of an Operations Manual, an Athlete Handbook and Rules of Competition to provide information about the policies, procedures, and operations of the USFA. Such documents shall include, but need not be limited to: procedures for handling disciplinary issues; resolution of grievances by individuals or organizational members; removal from a team or declaring an athlete, coach, trainer, manager, administrator or official ineligible to participate; and the sanctioning and conduct of fencing competitions. The Operations Manual, Athlete Handbook and Rules of Competition shall be published in a manner that makes them generally and easily available to members of the USFA, including on a website maintained by the USFA for that purpose. All members shall be deemed to have notice of the contents thereof.

Section 7.~~19~~²¹. **Disciplinary Powers and Procedures.** The ultimate disciplinary power of the USFA shall be vested in the Board of Directors.

- a. The adjudication of disciplinary matters by the Grievance and Discipline Committee, Referees' Commission or any other body given disciplinary authority by the Board of Directors or these Bylaws shall be presumed to have the full authority of the Board of Directors and shall be self-executing without further action by the Board of Directors unless appealed. If appealed, the suspension, expulsion, denial of continuation of membership or denial of readmission to membership shall be upheld if approved by the affirmative vote of two-thirds of the Directors voting, provided that at least a majority of the total number of Directors in office cast an affirmative or negative vote on the question. Any other legal sanction may be affirmed or imposed by the Board of Directors upon a majority vote.
- b. Sanctions shall be imposed by the Board of Directors or such designated committee or commission only after adherence to procedures for the protection of the due process rights of the accused. The procedures to be used with respect to resolving disputes on matters of discipline, grievances, eligibility or participation shall be set forth in the Operations Manual, the Athletes Handbook or the published procedures of the designated committees or commissions. All tribunals affecting any individual's participation in protected competition constituted under this section shall include no less than one-third Athlete members as defined in Appendix II.
- c. The imposition of competitive penalties within the Rules of Competition shall not be considered disciplinary action.

Section 7.~~20~~²². **Procedures for the Conduct of Meetings of the Board of Directors.**

- a. In the absence of the Chair of the Board ~~and~~ ^{or} the Treasurer, the Board may by resolution appoint a Director who meets the qualification of the position to preside. In the direction of the Board of Directors, the appointment may be made in advance of any specifically known need therefore.
- b. Unless otherwise provided in these Bylaws, the majority vote of Directors voting on a matter shall be the act of the Board of Directors. The Chair of the Board may, but shall

not be required to cast a vote, and on matters requiring no more than a simple majority vote of Directors in attendance, the Chair's failure to vote shall diminish the number of persons counted as present and voting for determination of a majority vote.

- c. Unless otherwise provided by these Bylaws, the Colorado Revised Nonprofit Corporation Act or resolution of the Board of Directors, procedures at meetings shall be governed by Robert's Rules of Order (Newly Revised).
- d. Directors may not vote by proxy.

Section 7.2423. **Transition.** The terms of the At-Large Directors elected as officers in 2020 shall end in and be filled by election in 2024. The term of the At-Large Director elected in 2020 shall be extended from two (2) years to three (3) years, and that position will be filled by election in 2023. The three At-Large Directors elected in 2023 shall serve three (3) year terms ending in 2026. Upon conclusion of the transition in 2026, these Bylaws shall be automatically amended to remove this Section.

The terms of the Independent Directors appointed in 2025 shall be extended from two (2) years to three (3) years, and those positions will be filled by appointment in 2028. Upon enactment of these amended bylaws, those Independent Directors shall become At-Large Directors. Upon conclusion of the transition in 2028, these Bylaws shall be automatically amended to remove this Section.

ARTICLE VIII ATHLETE COUNCIL

Section 8.1. **Athlete Council.** The Athlete Council shall establish procedures for the selection of athletes to positions in the USFA that are reserved for athletes; shall advise the Chair of the Board and the Board of Directors with respect to issues of concern to athletes; and shall undertake such projects as the Athlete Council shall determine to be in the interest of USFA athletes and as are assigned to it by the USFA.

Section 8.2. **Terms, Classification and Composition.** The Athlete Council shall be composed of ten or eleven athletes as follows:

- a. Term: Members of the Athlete Council shall be selected following the selection of the USOPC Athlete Advisory Council Representative and Alternate. Members of the Athlete Council shall be seated for one Quadrennium or until replaced, whichever is later. For the purposes of this section, a Quadrennium shall commence upon the earlier of the close of the Olympic Games in which fencing is contested or the first day of September in the last year of the Quadrennium and shall continue until the earlier of the close of the following such Olympic Games or the final day in August in the last year of the Quadrennium. The acceleration or delay of the Olympic Games shall not affect the term of the Quadrennium.
- b. Classification of Members. Members of the Athlete Council shall fall into the following

categories:

- i. USOPC Athlete Advisory Council Representative(s) and Alternate(s).
 - ii. Weapon Representatives. One member of the Athlete Council shall be selected to represent each of the six internationally recognized weapon and gender categories, making a total of six Weapon Representatives. Such members shall be selected by those athletes qualified to serve in each recognized weapon and gender category as specified below.
 - iii. Should a member of the Athlete Advisory Council be elected to serve as a member of the USOPC AAC Leadership group, that member shall become an ex-officio voting member of the Athlete Advisory Council.
- c. Qualification to Serve: All members of the Athlete Council must satisfy the criteria set forth in Appendix II. Prior to the selection, representatives shall disclose any felony convictions and any other period of ineligibility to serve in sport organizations, such as findings of violations of anti-doping codes or SafeSport violations that were not reversed on appeal.

Section 8.3. **Selection of Athlete Council Representatives.** The procedures for selection of members of the Athlete Council shall assure representation as provided in this Article and shall be determined by the Athlete Council in advance of the selection process. If the Athlete Council cannot or chooses not to adopt selection procedures, the Board of Directors shall do so.

Section 8.4. **Vacancies.** Vacancies in the membership of the Athlete Council that arise for any reason other than the expiration of a member's term shall be filled by a vote of the remaining members of the Athlete Council. Such selection shall assure compliance with the requirements set forth above. Individuals selected to fill vacant positions shall serve the remainder of the vacated term.

ARTICLE IX ELECTIONS AND APPOINTMENTS

Section 9.1. **Method of Balloting.** The Board of Directors shall provide for a secure and accurate method of electronic voting that assures compliance with the voting qualifications, requirements and procedures set forth in these Bylaws, that protects the secrecy of each member's vote and that prevents the casting of illegitimate ballots. Such method may, but need not, be the only method for the casting of ballots, unless otherwise provided by these Bylaws. Ballots not cast by electronic means shall be returned to the Election Committee or its designee at the expense and risk of the voter. To ensure the validity and security of electronic voting, no more than two members may use the same email address.

Section 9.2. **Proxy Voting Disallowed.** Each member participating in elections must cast their own ballot. Balloting by proxies in elections is not allowed.

Section 9.3. **Nomination of At-Large Director Candidates.** Candidates for At-Large Directors may be nominated by either of the following methods:

- a. Nominations by the Nominating Committee. ~~The Nominating Committee shall nominate at least as many qualified candidates as there are Directors to be selected, and shall announce its nominees no later than January 15 of the calendar year in which the elections are to be held by publishing the names of the nominees and any report issued by the Committee on the USFA web site.~~
 - i. For candidates from the general membership that are to be appointed by the Board of Directors, the Nominating Committee shall nominate at least as many qualified candidates as there are Directors to be selected, and shall announce its nominees no later than January 15 of the calendar year in which the appointment is to be held.
 - ii. For independent candidates to be appointed by the Board of Directors, the Nominating Committee shall nominate at least as many qualified candidates for the number as there are Directors to be selected. The Nominating Committee shall announce its nominees no later than July 1 of the calendar year in which the selections are to take place.
 - iii. For candidates that are to be directly elected by the membership, ~~the Nominating Committee shall nominate at least as many qualified candidates as there are Directors to be selected plus two additional candidates (n+2), and shall announce its nominees no later than January 15 of the calendar year in which the elections are to be held. Any candidates put forth by the Nominating Committee for appointment from the general membership that are not successfully chosen by the Board of Directors may be added to the ballot for election at the discretion of the Nominating Committee by March 1.~~
 - iv. ~~All nominees must be announced by publishing the names of the nominees and any report issued by the Committee on the USFA website.~~
- b. Nominations by Petition. Additional candidates may be nominated by petition ~~for positions to be directly elected by the membership,~~ provided that:
 - i. ~~The prospective candidate submits an application and fully participates in the standard nomination process; and~~
 - ii. ~~The prospective candidate identifies the position for which they seek selection and meet the qualifications of that position; and~~
 - iii. ~~Prior to or simultaneously with the submission of supporting petitions, the prospective candidate shall have in writing indicated their willingness to serve, completed a background check, submitted conflict of interest disclosures, and acceded to the Qualifying Affirmation prescribed in these Bylaws; and~~
 - iv. ~~The petitions submitted in support of the prospective candidate include subscriptions from no fewer than 64% of voting members in good standing~~

who have among them named ~~no fewer than two~~ all separate regions and 42% of separate officially recognized clubs as their primary affiliation and whose identity and intent are not reasonably subject to doubt. ~~There must be a minimum number of signatures from each region no fewer than 6% of the minimum threshold of overall signatures (e.g. if 6% of voting members in good standing would be 100 signatures, then there must be at least 6 signatures from each region).~~ The number of required total and regional signatures and clubs will be calculated by the USFA National Office based on the number of eligible voters at the end of the previous fiscal year and will be published with the call for nominations

- c. The National Office shall authenticate petitions and the signatures thereon and the Election Committee shall determine whether each person nominated by petition meets the qualifications laid down in these Bylaws for the office being sought; and shall only allow the names of those candidates who submit complying petitions and meet such qualifications to appear on the ballot

Section 9.4. Delivery of Petitions. No petition shall serve to nominate a candidate for any USFA position unless the original petition, an electronic transmission of the original petition in a format designated by the USFA National Office, and all other documents required by this Article are received by the National Office of the USFA not later than 5:00 p.m. Mountain Time of the last business day of March of the year in which the election is to be conducted. Proof of mailing of the original petition by certified or registered mail, return receipt requested, or by private delivery service guaranteeing delivery within two days and providing proof of delivery, postage or shipping prepaid, properly addressed to the intended recipient, not less than ten days before due, shall raise a presumption of timely delivery to the addressee. All petitions must be ~~done~~ conducted on paper with hand-written signatures; electronic petitions are not permitted.

Section 9.5. Submissions by Nominees. The signed Qualifying Affirmation, ~~completed background check, conflict of interest disclosures,~~ agreement to be a candidate and submission to binding arbitration of candidates nominated by the Nominating Committee shall be submitted to the National Office of the USFA by the Nominating Committee with the announcement of its nominations. The signed Qualifying Affirmation, ~~completed background check, conflict of interest disclosures,~~ agreement to be a candidate and submission to binding arbitration of candidates nominated by petition shall be submitted to the National Office of the USFA with the petition that purports to make that nomination.

~~Section 9.6. No Multiple Candidacies. No person may in any one election be a candidate for more than one office or more than one position on the Board of Directors, and no person who is a candidate for an elected office of the USFA may at the same time be a candidate for a position on the Board of Directors.~~

Section 9.76. Proceedings of the Election Committee. Formal Meetings of the Election Committee shall be open, except for deliberations in arbitration and consultations with legal counsel regarding matters within the protection of the attorney-client privilege. Reasonable notice of meetings of the Election Committee shall be given by posting on the official USFA

website. Candidates for office or their designated representatives may attend such meetings at their own expense.

Section 9.87. **Electioneering.** The Election Committee shall prescribe reasonable rules for the posting of electioneering materials by candidates for office on the USFA website, which materials shall be subject to reasonable approval by the Election Committee to exclude profane, illegal or defamatory materials.

Section 9.98. **Timing of Elections.** The Election Committee shall establish the dates for balloting in all USFA elections, provided that:

- a. The period during which ballots may be cast shall not be less than two weeks in duration; and
- b. The period for casting ballots for ~~officers and~~ Directors in a regular election shall end no later than June 25; and
- c. In the event a ~~recall vote~~ special election is required, the Election Committee shall establish dates for ~~the nomination of candidates by the Nominating Committee, nomination of candidates by petition and~~ the period during which ballots may be cast that are as expeditious as possible while adhering to the general principles set forth in this Article, provided that strict compliance with time frames and dates stated herein is not required.

Section 9.109. **Ranked Preferential Voting.** In elections by the membership to fill positions in the USFA ~~conducted after July 31, 2020~~, the Election Committee shall provide a method of ranked preferential voting, and the candidate (if only one is to be elected) or candidates (if more than one is to be elected) receiving the greatest preference shall be elected. In case of a tie, the Chair of the Election Committee shall draw lots to determine the winner.

Section 9.110. **Method of Selecting Elected At-Large Directors.** The ~~elected~~ At-Large Directors shall be selected in balloting conducted under the supervision of the Election Committee.

Section 9.121. **Consent to Arbitrate.** No person may be elected to a position in the USFA or appear on the ballot therefore who has not agreed in writing, in such form as may be prescribed by the Election Committee, to submit to binding arbitration by the Election Committee of all disputes arising out of the election as the sole, final and exclusive means of resolving such disputes.

Section 9.131. **Arbitration Rules.** In arbitrating disputes, the Election Committee shall conduct a self-administered arbitration and, to the extent practical, shall follow the Election Rules of the American Arbitration Association and shall preserve the due process rights of the parties.

ARTICLE X

REMOVAL OF OFFICERS, ~~DIRECTORS~~ MEMBERS OF THE BOARD,

AND COMMITTEE MEMBERS

Section 10.1. **Exclusive Procedure.** Officers, Directors and committee members may be removed from the positions to which they have been duly selected only by the procedures set forth in this Article or by judicial proceedings in compliance with the Colorado Revised Nonprofit Corporation Act.

Section 10.2. **Removal for Cause.** No Director may be removed except for cause. "Cause" shall include but shall not be limited to shall mean: (i) the commission of a crime injurious to the USFA's image, reputation or operation or that involves dishonesty, breach of trust, or physical harm to any person; (ii) engaging in conduct that is in bad faith and materially injurious to the USFA, including but not limited to, misappropriation of property, profiting from an undisclosed conflict of interest, advancing the undisclosed conflict of interest of another, or placing one's own gain or advantage above that of the USFA; (iii) willfully refusing to implement or follow a lawful policy or rule or directive of the USFA; (iv) engaging in misfeasance, malfeasance or dereliction demonstrated by a pattern of willful failure faithfully to perform the duties of the position outlined in Article V, Section 7.2 of these amended bylaws; (v) fraud or deception in demonstrating the Director's qualification to serve on the Board of Directors; (vi) failure to pass a required background check or otherwise failing to meet the requirements of the position from which the person is being removed; or (viii) failure to attend more than two-thirds (2/3) of the meetings of the Board during any twelve (12) month period, unless the Director is able to demonstrate to the other Directors of the Board that the presence of exigent circumstances caused and excused the absences. Unless such voting is part of a violation of a USA Fencing policy, no Director shall be subject to removal or to not being re-nominated based on how they vote as a Director.

Section 10.3. **Removal of Directors.** Directors may be removed only by the group that elected or appointed them. A director may be removed only if the number of votes cast to remove the Director would be sufficient for an initial election or appointment. Directors may be removed in the following manner:

- a. ~~No Director may be removed until the Board of Directors shall have adopted a resolution stating the grounds for removal and providing notice thereof to the affected Director. At a meeting of the Board of Directors conducted not less than 30 days after the provision of such notice, the affected Director shall be given the opportunity to address the charges, including the opportunity to present testimony and other evidence and to do so personally or with the assistance of counsel. Removal shall take place upon the affirmative vote of two-thirds of the Directors present and voting, not including the affected Director, provided that at least a majority of the Directors cast an affirmative or negative vote on the question of removal. Upon failure of a vote to remove, the affected Director shall be returned to good standing, and no subsequent resolution calling for the Director's removal shall be predicated on the same acts, omissions, occurrences or events as the failed resolution.~~
- b. A Director appointed by the Board of Directors may be removed by a two-thirds (2/3) affirmative vote of Directors present at any duly noticed meeting of the Board provided notice of the motion seeking removal and grounds for said removal are included in the

published agenda for the meeting and the Director in question is given an opportunity to address the Board before the vote to remove is taken.

- c. A Director elected by members may be removed by the membership category or body that elected such Director in a recall election. A recall vote is initiated by a majority affirmative vote of Directors present at any duly noticed meeting of the Board provided notice of the motion seeking removal and grounds for said removal are included in the published agenda for the meeting and the Director in question is given an opportunity to address the Board before the vote to initiate a recall is taken.

Section 10.4. **Removal of Non-voting Board Members**~~Treasurer or Special Board Members~~. The Treasurer, ~~Secretary, Parliamentarian,~~ or Special Board Members of the USFA may be removed by the Board of Directors, with or without cause, as follows:

- a. The Treasurer may be removed only after having been provided notice and an opportunity to be heard by the Board of Directors and upon the affirmative vote of two-thirds of the Directors present and voting.
- b. The Special Board Members, ~~Secretary, or Parliamentarian~~ may be removed by a duly adopted resolution of the Board of Directors.

Section 10.5. **Removal of Committee Members**. Any committee member of the USFA may be removed by the Board of Directors, with or without cause, by a duly adopted resolution of the Board of Directors.

Section 10.6. **Removal of the Chair of the Board of Directors**. The Chair of the Board of Directors serves at the pleasure of the Board and may be removed from and replaced in that position at any time provided notice of the motion seeking removal is included in the published agenda for the meeting at which removal or replacement will be sought and the person holding the position is given an opportunity to address the Board before the vote to remove or replace is taken. The person holding the position of Chair of the Board of Directors continues to serve as an ~~At Large~~ Director unless removed from the Board itself in compliance with Section 10.3 of these Bylaws.

Section 10.7. **Financial Obligations**. It is the duty of every member to remain in good financial standing with the USFA. Notwithstanding any provision of these Bylaws to the contrary, the membership rights of any member who is more than ninety (90) days in arrears on any amount owed to the USFA will be administratively suspended without further action than notice given to the member's email address or mailing address of record. Such suspension is not considered disciplinary action and is not contingent on any procedures regarding the same. However, any member who contests such action may file a complaint and have the validity and amount of the claimed balance due established under the procedures prescribed for the resolution of grievances.

~~ARTICLE XI MEETINGS OF THE MEMBERSHIP~~

~~Section 11.1. **Annual Meeting of the Membership.** The annual meeting of the membership shall be conducted in conjunction with the Summer Meeting of the Board of Directors on a date and at a place and time designated by the Chair of the Board.~~

~~Section 11.2. **Special Meetings of the Membership.** Special meetings of the membership may be called by the Chair of the Board or by the Board of Directors at a time and place of which there shall be not less than 30 nor more than 60 days' notice, and shall be called by the Chair of the Board upon the written request of 100 voting members in good standing who have among them named no fewer than ten different clubs among their primary affiliations. Only business specified in the notice of a special meeting may be conducted at such meeting. Unless a vote of the membership is required by the notice of the meeting, special meetings may be conducted by telephone or video conference at the discretion of the Chair of the Board or, if the stated purpose of the meeting creates a conflict of interest for the Chair of the Board, at the discretion of the Board. Special Meetings of the Membership at which votes will be required shall be held in conjunction with the next Regular Meeting of the Board.~~

~~Section 11.3. **Voting at Meetings.** All members of the USFA may attend meetings of the membership, but only those whose membership class includes voting rights may vote at meetings of the membership. Any person entitled to vote may do so at meetings of the membership in person or by proxy.~~

~~Section 11.4. **Rules Regarding Proxies.** The following rules govern the validation and exercise of proxy appointments at any meeting at which members are entitled to vote by virtue of their membership status. No particular form of appointment is required:~~

- ~~a.— No person may act as a proxy who is not a voting member in good standing.~~
- ~~b.— No appointment of a proxy shall be valid unless (1) the person appointing the proxy would be eligible to vote if present in person; (2) the appointment is given in writing, is signed and dated by the member appointing the proxy and includes that person's USFA membership number; (3) the writing names the person being appointed as proxy, or the persons who may act as proxy, in order of preference, against the eventuality that one or more appointees are not present; (4) the writing appointing the proxy has been received by the National Office of the USFA for verification not less than ten (10) calendar days before the meeting at which the proxy is to act.~~
- ~~e.— The appointment of a proxy shall be construed as granting to the proxy the authority to vote on all matters that may come before the meeting, unless the writing appointing the proxy contains specific instructions regarding the exercise of the appointing member's vote, which instructions shall be honored.~~
- ~~a.— Unless the writing appointing a proxy specifies a date on which it expires, appointments shall be assumed valid only for the meeting of the membership immediately following the date of the appointment and for adjournments thereof.~~
- ~~b.— The appointment of a proxy shall be deemed withdrawn by the presence of the appointing member, by the presentation of a valid appointment bearing a later date, or by written notice withdrawing the appointment.~~

~~Section 11.5. **Action Taken Without a Meeting.** The Board of Directors may refer matters to the membership to be voted upon in conjunction with an election, and the procedures prescribed in these Bylaws for elections shall govern the balloting thereon.~~

~~Section 11.6. **Conduct of Meetings.** All meetings of the membership shall be conducted in open session and shall be presided over by the Chair of the Board. In the absence of the Chair of the Board, the first order of business shall be the election of a person to conduct the meeting. Procedures at meetings of the membership shall be conducted in accordance with Robert's Rules of Order (Newly Revised), except as otherwise provided in these Bylaws.~~

~~Section 11.7. **Quorum and Manner of Acting.** At any meeting of the membership, a quorum shall consist of 200 voting members in good standing present in person or by proxy who have among them named no fewer than twenty different clubs among their primary affiliations. Once a quorum has been established, all actions duly taken at that meeting shall be valid, notwithstanding the departure of sufficient members to reduce the number present and voting below that required for a quorum. All business to come before a duly constituted meeting at which a quorum is present shall be decided by majority vote.~~

~~Section 11.8. **Business to Be Transacted.** In addition to such other business as these Bylaws provide shall be addressed by the membership and such other business as is specified in the notice of the meeting, at all Annual Meetings of the membership the Chair of the Board, Treasurer and Chief Executive Officer shall report significant events that have transpired since the previous report rendered by such persons. The members may at any meeting of the membership propose resolutions for consideration by the Board of Directors, and if approved by the members, such proposed resolutions shall appear on the agenda of the next meeting of the Board of Directors at which consideration of the proposed resolutions would be in order.~~

ARTICLE XII COMMITTEES AND COUNCILS

Section 12.1.1. **Committees.** All Committees shall be "Committees of the Board." A "Committee of the Board" is a committee created by these Bylaws or that is created by and that may be disbanded by resolution of the Board of Directors.

Section 12.1.2. **Operational Resource Groups.** Committees of the USFA that are charged with supporting operations will be classified as an Operational Resource Group and further defined as one of the following:

- a. **Commission:** A "Commission" is a committee of the USFA that is charged with operational support. Commissions may (i) comprise members who are not subject to annual reappointment; (ii) be populated other than by appointment of the Chair of the Board; and (iii) be authorized to select its own Chair.
- b. **Resource Group:** A "Resource Group" is a committee of the USFA constituted for the purpose of providing ongoing support and guidance to the USFA or any of its bodies or

constituencies.

Section 12.1.3. **Task Force.** A “Task Force” is a Committee of the Board or USFA constituted for a single or specific purpose that is limited in scope or in time. A task force is disbanded automatically upon fulfillment of its purpose or upon expiration of its stated duration.

Section 12.1.4. **Composition.** All individuals serving on committees shall be members of the USFA in good standing who meet the qualifications for **elected** At-Large Directors, and unless otherwise provided in these Bylaws, may, but need not be, Directors.

- a. **Athlete Representation.** All committees shall include no less than one-third Athlete members selected by the Athlete Council who meet the qualifications required by Appendix II, as applicable. On any committee that oversees selection of athletes, coaches, or staff for para-fencing Protected Competitions, at least half of the athlete members must have met the requirements set forth in Appendix II by competing in a para-fencing event.
- b. **Gender Representation.** Except as otherwise provided in these Bylaws and to the extent practicable while maintaining standards for qualified committee personnel, it shall be the goal of USA Fencing to appoint committee members whose gender reflects their proportion within the general membership of USA Fencing. For the purposes of achieving this aspiration, non-binary individuals shall be considered to be of the gender with which they identify.
- c. **Para-fencing Community Representation.** Except as otherwise provided in these Bylaws and to the extent practicable while maintaining standards for qualified committee personnel, it shall be the goal of USA Fencing to include in each committee’s membership at least one representative from the para-fencing community. For the purposes of achieving this aspiration, “para-fencing community” shall include para-fencing athletes, referees, coaches, and others who have demonstrated knowledge of para-fencing and support for para-fencing athletes.
- d. **Ethnic Diversity.** Except as otherwise provided in these Bylaws and to the extent practicable while maintaining standards for qualified committee personnel, USFA shall strive for ethnic diversity in committee membership and shall encourage committee participation by members who belong to minority ethnic groups.

Section 11.5 **Liaisons.** All committees will have an ex-officio Board Liaison and Staff Liaison:

- a. **Board Liaison.** Board Liaisons will be selected from among the Board of Directors (voting or non-voting members) per Section 11.6. They may be either a non-voting or a voting member of the committee depending on their designation upon appointment. They will sponsor any motions from the group, and provide mutual insight and facilitate knowledge sharing between the Board of Directors and their assigned group.
- b. **Staff Liaison.** Staff Liaisons will be selected from among the National Office staff by the

Chief Executive Officer. They are non-voting members of their assigned committee. They will facilitate meetings, keep attendance, and liaise with the National Office for any operational needs.

Section ~~42.5~~11.6. **Appointments.** Unless otherwise provided by these Bylaws or a resolution of the Board of Directors, the Chair of the Board, with the approval of the Board of Directors, shall appoint the members of committees and designate the **Board Liaisons and Chairs** thereof (**Chairs are optional for Resource Groups**).

Section ~~42.6~~11.7. **Audit Committee.**

- a. **Purpose.** The Audit Committee shall have primary responsibility for reviewing and overseeing the financial procedures, controls, reports, and regulatory filings of the USFA, and reporting on the foregoing to the Board of Directors. The Audit Committee, with approval of the Board, shall annually select a qualified auditor to certify the financial reporting of the USFA. The Board of Directors may assign other duties consistent with and related to the functions specified in this Subsection ~~42.6~~11.7.a.
- b. **Composition.** The Audit Committee shall consist of four members chosen by the Board of Directors and two Athletes who meet the qualifications required in Appendix II. Of the members selected by the Board, at least two shall be Directors who are not officers and at least one shall be an Independent Director; provided, however, that the Treasurer may not serve on the Audit Committee. Members shall serve staggered terms of two years. The Board of Directors shall select the Chair of the Audit Committee. The Board of Directors and the Athlete Council shall provide for staggered terms of the members each body selects by limiting one half of its initial appointees after the effective date of these Bylaws to a one-year term and the other half will have an initial two-year term.

Section ~~42.7~~11.8. **Budget Committee.**

- a. **Purpose.** The Budget Committee shall have primary responsibility for working with the professional staff and exercising oversight in the development and formulation of the USFA's annual budget; presenting the budget to the Board of Directors for its review, revision and approval; monitoring budgetary performance; recommending variances to the budget; and reporting on the foregoing to the Board of Directors at each meeting of the Board.
- b. **Composition.** The Budget Committee shall consist of six voting members: the Treasurer, who shall be Chair of the Budget Committee; three other members of the Board of Directors elected by the Board; and two athletes who meet the qualifications required in Appendix II, one of whom shall be female and one of whom shall have qualified as a Parafencer. The Chief Executive Officer of the USFA, or another staff member designated by the Chief Executive Officer, shall be a non-voting member of the Budget Committee. Members shall serve terms of one year.

Section ~~12.8~~11.9. **Election Committee.**

- a. **Purpose.** The Election Committee shall be responsible for fairly administering the elections by the membership of national officers and positions on the Board of Directors specified in these Bylaws; for deciding issues raised and encountered during the conduct of elections; and for overseeing balloting on other matters as provided by these Bylaws or by resolution of the Board of Directors. Among its duties, the Election Committee shall validate the submissions of all candidates for nomination by petition; shall enforce such electoral rules not inconsistent with these Bylaws as the Board of Directors may adopt; shall make such additional electoral rules as are necessary and not inconsistent with rules adopted by the Board of Directors or specified in these Bylaws; shall provide a template form of petition that may be used by any candidate; shall decide challenges to qualifications of candidates and compliance with election procedures; shall provide for the distribution, validation and tallying of ballots; shall certify the results of elections; and shall arbitrate, after notice and an opportunity to be heard, the grievances of any interested party concerning electoral procedures.
- b. **Composition.** The Election Committee shall consist of six members, four of whom are selected by the Board of Directors at its Annual Meeting and two athletes, who meet the requirements in Appendix II, selected by the Athlete Council. Each member of the Election Committee, however chosen, shall serve a term of two years commencing with adjournment of the Annual Meeting of the Board of Directors, but shall continue to serve until their successor has been elected and qualified. If there is a vacancy on the Election Committee, the body that selected the member who is no longer serving shall select the successor. No person may serve on the Election Committee who is candidate for office or other elected position within the USFA or who holds a position for which an election or preparations for an election can be reasonably anticipated while such person is a member of the Election Committee, provided that any person who irrevocably renounces their right to seek reelection is not disqualified from service. The Election Committee shall select one of its members to serve as chair on an annual basis. The Board of Directors and the Athlete Council shall provide for staggered terms of the members each body selects by limiting one half of its initial appointees after the effective date of these Bylaws to a one-year term and the other half will have an initial two-year term.
- c. **Proceedings.** The proceedings of Election Committee shall be open, except for personnel matters, deliberations in arbitration and consultations with counsel concerning legal matters within the protection of the attorney-client privilege. Meetings shall be announced with sufficient advance notice that candidates or their representatives may, at their own expense, attend in person or by electronic means.

Section ~~12.9~~11.10. **Nominating Committee.**

- a. **Purpose.** The Nominating Committee shall be responsible for selecting candidates for elected positions and offices in the USFA as specified in these Bylaws, and in so doing shall take care to select candidates who possess experience and knowledge pertinent to the purposes, interests and needs of the USFA.

- b. Composition. The Nominating Committee shall comprise six members of whom two athletes, who meet the requirements in Appendix II, shall be selected by the Athlete Council for two-year staggered terms and four shall be selected by the Board of Directors, with one drawn from each of the following groups for staggered two-year terms. A maximum of two voting members of the Nominating Committee may be current members of the Board of Directors. The composition of the four voting members selected by the Board of Directors must be as follows: ~~The first selection of the Nominating Committee after the effective date of these Bylaws will provide that one half of those selected shall have an initial one year term and the other half will have an initial two year term:~~
- i. A current or former At-Large Director ~~with as least four years' service on the Board or~~, a current or former officer ~~with similar experience~~, or a current or former member of a Committee, Resource Group, or Council, who have at least four years of service in said position;
 - ii. Either a coach with a demonstrated record of producing fencers who perform at a high level or a principal of an established operating fencing club;
 - iii. Active officials (referees, armorers, bout committee members, Referees' Commission members) who have regularly staffed national tournaments during the two years preceding their appointment; and
 - iv. ~~Someone who meets the independent requirements outlined in Section 7.4.b.iv, including but not limited to c~~Current or past Independent Directors or independent At-Large Directors.

The Chief Executive Officer or another member of the professional staff designated by the Chief Executive Officer shall serve as a resource at the request of the Nominating Committee. No person may serve on the Nominating Committee whose ~~position on the Board of Directors would be up for re-nomination by the Nominating Committee is a candidate for office or other elected position within the USFA or who holds a position for which an election or preparations for an election can be reasonably anticipated~~ while such person would be a member of the Nominating Committee, provided that any person who irrevocably renounces their right to seek reelection or reappointment is not disqualified from service. ~~Such determination of eligibility or renouncement and subsequent resignation or removal shall take place by September 1 before the relevant election or appointment.~~ The Nominating Committee shall annually select its chair. Any vacancy on the Nominating Committee shall be filled by a person of the same qualifications as the vacating member.

Section ~~12.10~~11.11. **Ethics Committee.**

- a. Purpose. The Ethics Committee shall promote and help sustain a culture of ethical conduct throughout the USFA. The Ethics Committee shall review all USFA codes of conduct, conflict of interest regulations and disclosures, and other policies and reports addressing prescribed and recommended standards of behavior of USFA members, contractors and employees. The Ethics Committee may recommend to the appropriate

promulgating authority proposals for adoption, revision and improvement of codes and policies concerning ethical conduct of persons associated with the USFA. The Ethics Committee shall prescribe standards and forms for the disclosure of actual, apparent and potential conflicts of interest, and shall not less frequently than annually review such disclosures and make a report thereof to the Board of Directors.

- b. Operations. The Ethics Committee shall:
- i. address inquiries regarding the applicability, compliance or non-compliance with promulgated ethical standards that are referred to it by the National Office, Board of Directors, USFA members, or undertaken on its own initiative
 - ii. review on an ongoing basis all USFA codes of conduct, conflict of interest regulations, and other policies addressing prescribed standards of behavior of USFA members, contractors and employees, and shall recommend to the Board of Directors revisions thereto;
 - iii. review and opine on conflict of interest concerns referred to it by those charged with the initial review of conflict of interest disclosures; and
 - iv. refer to the Grievance and Disciplinary Committee (or its designated administrator) or to another appropriate body any recommendations for commencement of disciplinary proceedings that the Ethics Committee deems advisable.
- c. Composition. The Ethics Committee shall consist of six members, four of whom shall be chosen by the Board of Directors and two athletes, who meet the requirements in Appendix II. Of the members chosen by the Board, at least one shall be an individual who meets the criteria for Independent Directors and at least one shall be a licensed attorney who is actively practicing law. The athlete members shall be selected by the Athlete Council. The Board of Directors shall select the Chair of the Ethics Committee. Each member of the Ethics Committee, however chosen, shall serve a term of two years commencing with adjournment of the Annual Meeting of the Board of Directors. If there is a vacancy on the Ethics Committee, the body that selected the member who is no longer serving shall select a successor who qualifies for and meets the requirements of the vacant position. The Board of Directors and the Athlete Council shall provide for staggered terms of the members each body selects by limiting one half of its initial appointees after the effective date of these Bylaws to one-year terms.

Section ~~12.11~~11.12. **Referees' Commission.** The Referees' Commission is both a Committee of the Board and an Operational Resource Group.

- a. Purpose. The Referees' Commission shall be responsible for:
- i. the recruitment, development and evaluation of referees;
 - ii. the appointment of referees to national competitions and to such international competitions as USA Fencing is allowed;

- iii. for maintenance of the Rules of Competition;
- iv. for the creation of ethical standards for referees and for the creation and maintenance of an Ethics Subcommittee of the Referees' Commission to provide for the disposition of complaints alleging violation of those standards;
- v. for providing a method of addressing grievances between referees that are not within the exclusive jurisdiction of another authority;
- vi. for representing and advancing the interests of the referee corps; and
- vii. for advising the USFA on matters of concern to referees and regarding refereeing.

b. Composition.

- i. The Referees' Commission shall be organized under the leadership of a Chair, Vice-Chairs of Domestic Grassroots Development, Domestic National Development Rules and Examinations, International Development and Assignment, and Ombudsman, and three athletes.
- ii. The Chair and Vice-Chairs of the Referees' Commission shall be elected by experienced referees. The standards for electors and the method for nominating candidates for these positions shall be determined by the Board of Directors consistent with these Bylaws, and Nominees for the positions shall be elected by a vote of the electors that is conducted by the Election Committee, and notwithstanding Section 9.409 of these Bylaws, such election shall be by simple majority.
- iii. Athlete members, who meet the requirements in Appendix II, of the Referees' Commission shall be selected by the Athlete Council.
- iv. The Vice-Chairs may constitute advisory groups to assist them in the discharge of their obligations. Advisory groups shall be populated by persons chosen by the Vice-Chairs on consultation with the Chair of the Referees' Commission, but shall not be considered members of the Referees' Commission and shall not vote on matters that come before it.
- v. The Chair of the Referees' Commission may constitute and appoint additional subcommittees to assist the Referees' Commission in meeting its obligations and achieving its goals and may disband such subcommittees in the Chair's discretion. Subcommittees shall be populated by persons chosen by the Chair on consultation with the Vice-Chairs of the Referees' Commission. Subcommittee members need not be members of the Referees' Commission and shall not be considered members of the Referees' Commission.

Section ~~12.12~~11.13. **Diversity, Equity, Inclusion and Belonging Committee.**

- a. Purpose. The Diversity, Equity, Inclusion and Belonging (DEIB) Committee serves to create and provide meaningful opportunities to advise the organization, and increase the presence and protection of underrepresented communities within USFA governance. The DEIB Committee will advocate for interests of underrepresented groups relating but not limited to race, disability status, gender, gender identity, ethnicity, religion, political opinions, family status or other innate attribute.
- b. Operations. The DEIB Committee shall:
 - i. Advise the Board and National Office on any matters concerning or relating to diversity, equity, inclusion and belonging. The DEIB Committee will make recommendations regarding Bylaws, policies, processes, and practices;
 - ii. Assist the Board of Directors with diverse representation on the Board, Committees, Councils, Task Forces, and Resource Groups in ensuring that diverse perspectives and views are included in governance matters;
 - iii. Identify qualified candidates for leadership positions to be considered in the selection process on the Board, Committees, Councils, Task Forces, and Resource Groups;
 - iv. Educate and prepare interested individuals to serve in USFA governance; and
 - v. Address inquiries regarding the applicability, compliance or non-compliance with anti-discrimination standards.
- c. Composition. The DEIB Committee shall consist of six members, three of whom shall be chosen by the Board of Directors, one of who shall be selected by the DEIB Committee, and two athletes, who meet the requirements in Appendix II. Board of Directors shall choose individuals whose demographics are underrepresented in leadership, prioritizing the qualified candidates identified by the DEIB Committee. Membership shall be comprised of a diverse range of identities including, but not limited to: expertise, status as an athlete, roles within the USFA community, and statements of interest.

Section ~~12.13~~11.14. **Grievance and Discipline Committee.**

- a. Purpose. The Grievance and Discipline Committee shall be responsible for the administration and adjudication of all grievances and disciplinary complaints falling within its jurisdiction as prescribed by the Board of Directors and not assigned by these Bylaws to another authority.
- b. Operations. The Grievance and Discipline Committee shall operate under procedures adopted by the Board of Directors. To the extent not inconsistent with Board of Directors prescribed procedures, the Grievance and Discipline Committee may adopt such practices and procedures as it deems appropriate and useful to the discharge of its duties.

- c. Composition. The Grievance and Discipline Committee shall consist of six members, four of whom shall be chosen by the Board of Directors, and two athletes who meet the requirements in Appendix II. Of the members chosen by the Board of Directors, none shall be a member of that body and at least two shall be licensed or retired attorneys. The athlete members shall be selected by the Athlete Council. The Chair of the Grievance and Discipline Committee shall be selected by the Board of Directors and shall be a licensed or retired attorney. Each member of the Grievance and Discipline Committee, however chosen, shall serve a term of two years commencing with adjournment of the Annual Meeting of the Board of Directors at which they are selected, and there shall be at least one licensed or retired attorney in each two-year cohort. If there is a vacancy on the Grievance and Discipline Committee, the body that selected the member who is no longer serving shall select a successor who qualifies for and meets the requirements of the vacant position to fill the balance of the term of the vacating member. The Board of Directors and the Athlete Council shall provide for staggered terms of the members each body selects by limiting one half of its initial appointees after the effective date of this Section ~~12.13~~11.14 to one-year terms.

Section ~~12.14~~11.15. **Coaches Committee.**

- a. Purpose: The Coaches' Committee provides the voice of the coaching community to USA Fencing, working in concert with the Board of Directors, and, where appropriate, the National Office to provide advice on matters that affect the Coaching Community of USA Fencing. The Coaches' Committee shall be responsible for:
- i. Representing and advancing the interests of the USA Fencing coaching community;
 - ii. Advising USA Fencing on matters of concern to coaches and regarding coaching;
 - iii. Promoting the growth and excellence of fencing in the United States;
 - iv. Supporting development of the culture of Fencing within the coaching community – in particular the retention of athletes into coaches and the fostering of an outstanding and positive culture within Fencing;
 - v. Providing a direct voice to the Coaching Community and sounding board for coaching issues;
 - vi. If requested, provide high performance director with feedback on national coach selection;
 - vii. Requesting changes to the National Office, the Tournament Committee, the Sports Performance Resource Group, the Hall of Fame Committee, and the Referees' Commission regarding coaching-related topics; and
 - viii. Identifying and reporting issues regarding the coaching community and providing constructive ideas for resolution.

- b. Composition: The Coaches' Committee shall comprise nine members and be organized as follows:
- i. 6 members appointed by the Board of Directors, of whom
 - A. No fewer than one member identifies as a lesser represented gender; and
 - B. One member is approved by the Paralympic Development Resource Group; and
 - C. Must have a Coach membership type with USA Fencing as of July 31st of the membership year immediately prior to appointment; and
 - ii. Three athletes who meet the requirements in Appendix II, selected by the Athlete Council

Section ~~12.15~~11.16. **Meetings.** Except as otherwise provided in these Bylaws, every committee shall meet from time to time at the call of the Chair thereof, and it shall be the duty of the Chair to call a meeting upon the written request of a majority of the members of the committee, of the Board or of the Chair of the Board. Except as otherwise provided in these Bylaws, in the discretion of the chair, meetings of committees may be conducted telephonically, by video conference or by any means that allows all participants to hear the proceedings and to participate fully therein.

Section ~~12.16~~11.17. **Committee Reports.** Except as otherwise provided in these Bylaws, the Chair of each Committee shall render a full report of its activities upon the request of the Chair of the Board or the Board of Directors and in any event not less than three weeks prior to the Annual Meeting of the Board of Directors.

Section ~~12.17~~11.18. **Committee Member Attendance.** Committee members are expected to attend all scheduled committee meetings of which they are a member. Each committee member is required to attend no less than two-thirds (2/3) of the committee meetings of which they are a member during any twelve (12) month period.

Section ~~12.18~~11.19. **Compensation.** Committee members shall not receive compensation for their services as committee members. USFA committee members are not disqualified from receiving compensation for services rendered to or for the benefit of USFA in any other capacity. Each committee member shall be bound by the Conflict of Interest Policy of USFA.

Section ~~12.19~~11.20. **Terms of Service.**

- a. Unless otherwise provided in these Bylaws and except for the Referees' Commission, appointed committee members shall serve terms approximating two years, from the date of the Annual Meeting of the Board of Directors nearest their appointment until the later of the Annual Meeting of the Board of Directors in the second calendar year thereafter or their successor has been elected and qualified.
- b. In the event a committee member is selected to fill a vacancy resulting from the removal, resignation, or ineligibility to serve of a committee member, the newly selected individual shall serve the unexpired portion of the vacated term, but for the purposes of Section ~~12.20~~11.21, the individual shall be deemed to have commenced service on the date of the Annual Meeting of the Board of Directors nearest their appointment.

- c. Chairs and Vice-Chairs of the Referees' Commission shall serve terms commencing on August 1 of the year in which they are selected and ending on July 31 four years later, with the Chair, Ombudsman, and Vice-Chairs of Domestic Development – Grassroots and Domestic Development – National being selected in the years when the Summer Olympic Games are regularly scheduled to be held and the other members of the Referees' Commission selected in the even numbered years between regularly scheduled Summer Olympic Games. The acceleration or delay of the Olympic Games shall not affect the terms of Referees' Commission members.
- d. The Board of Directors and the Athlete Council shall provide for staggered terms for the members each body selects by designating one half of its appointees chosen in 2024 to serve two-year terms.

Section ~~12.20~~11.21. **Term Limits.** Beginning with the Annual Meeting of the Board of Directors in 2024, and unless otherwise provided in these Bylaws, a committee member shall be permitted to serve up to eight (8) consecutive years on a given committee, after which they are ineligible for service on that committee for a period of one (1) year. After a one (1) year gap in service, the individual shall be eligible for reappointment to that committee and the limitation period shall begin to run anew. The board of Directors may in its discretion exempt particular individuals from the limitations set forth in this section.

Section ~~12.21~~11.22. **Councils.** The Board of Directors may from time to time authorize the formation and dissolution of groups to be known as “councils” to provide forums for groups who share a special interest in the governance and operation of USFA. Councils are not committees and do not have the authority to make decisions for or to bind USFA. Councils may be formed to facilitate communication with, and discussion by, constituencies with special knowledge or interests, and such councils may make recommendations to the Board of Directors, committees, or the CEO. *Athlete representation on Councils is optional.*

ARTICLE XIII INDEMNIFICATION

Section ~~13.1~~12.1. **Right to Indemnification.** The USFA shall indemnify its present and former Directors, officers, employees, committee members, agents, official representatives and any other person serving or who has served the USFA in any capacity at its request against expenses actually and reasonably incurred by such person (including but not limited to judgments, costs and legal fees and expenses) in connection with the defense of any pending or threatened litigation to which such person is, or is threatened to be made a party, because of that person's service in any of the enumerated capacities. The right of indemnification shall extend to expenses of litigation that is compromised or settled, including amounts paid in settlement, if USFA has approved such settlement. For the purposes of this Article, “litigation” shall include both judicial proceedings and arbitrations. The right to indemnification shall accrue only to persons who acted in good faith and in a manner reasonably believed at the time by such person to be in, and not opposed to, the best interests of the USFA. The termination of litigation by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall

not in and of itself create a presumption that the person seeking indemnification did not act in good faith or in a manner reasonably believed at the time to be in the best interest of the USFA.

Section ~~13.2~~12.2. **Approval of Payment.** At a meeting at which a quorum of disinterested Directors has been obtained, the Board of Directors, acting by majority vote of the disinterested Directors present and voting on the matter, shall determine by resolution whether a person seeking indemnification has met the criteria and standards of conduct set forth above and if so, the amount to be indemnified. Such determination shall be final. If a quorum of disinterested Directors cannot be obtained, or if a majority of the disinterested Directors who constitute a quorum shall so resolve, such determination can be made by the Board upon the opinion in writing of independent legal counsel that indemnification is proper in the circumstances because the person seeking indemnification meets the criteria and standard of conduct set forth above and has demonstrated that the amounts to be reimbursed or paid are properly eligible for payment under that Section.

Section ~~13.3~~12.3. **Advance Payment of Expenses.** Any expenses incurred by any person qualified for indemnification in connection with the defense of litigation may be paid by the USFA in advance of a final disposition of such litigation upon receipt of a written undertaking by such person to repay any amounts advanced if it is ultimately determined that the person or the expenses are not eligible for indemnification under this Article.

Section ~~13.4~~12.4. **Insurance.** The USFA shall continuously maintain one or more policies of insurance reasonably anticipated to provide coverage for the obligations described in this Article. This requirement states a minimum amount of the coverage to be obtained and does not restrict the USFA from procuring insurance that provides broader coverage. The Board of Directors shall review and establish the minimum level of coverage each year as part of its approval of the Budget for the ensuing year.

Section ~~13.5~~12.5. **Amendment.** No repeal or modification of this Article shall adversely affect any right to indemnification that shall have accrued to any person who meets the criteria stated in Section 1 of this Article as of the effective date of such repeal or modification.

ARTICLE XIII ~~V~~ EFFECTIVE DATE AND AMENDMENTS

Section ~~14.1~~13.1. **Effective Date.** Upon approval of these Bylaws by the Board of Directors in accordance Section ~~14.2~~13.2, these Bylaws shall take effect ~~on August 31, 2021 and the Bylaws in effect prior to that date shall be repealed in full except as otherwise provided in these Bylaws.~~ Thereafter Reference to “Bylaws” shall mean these Amended and Restated Bylaws.

Section ~~14.2~~13.2. **Amendments by the Board of Directors.** These Bylaws may be amended or repealed, and new Bylaws may be adopted, by the Board of Directors acting in accordance with the procedures specified in this Section.

- a. Procedure. Any Director may move the adoption of amendments to these Bylaws or the

adoption of new bylaws. Not later than 45 days before the date of any meeting of the Board at which an amendment or new bylaw is to be considered, **or such shorter time as the Board may deem necessary by a two-thirds (2/3) majority vote**, a general notice of the proposed change shall be published prominently on the USFA's website. Such notice shall set forth the text of the proposed amendment, the date, time, and place of the meeting of the Board of Directors at which the change is to be considered, and provide a means by which general comments of the membership relating to the proposal may be communicated for distribution to the Board of Directors not less than five days before the meeting. Amendments and new bylaws shall be adopted upon the affirmative vote of not fewer than two-thirds of the Directors then in office.

- b. **Effect.** Amendments and newly adopted bylaws approved by the Board of Directors shall take effect at the close of the meeting at which they are adopted unless otherwise specified in the adopting resolution. Such resolution may specify that the amendment or newly adopted provisions shall take effect immediately or at a later time.

~~Section 14.3. **Amendments by the Members.** These Bylaws may be amended or repealed, and new Bylaws may be adopted, by the members acting in accordance with the procedures specified in this Section.~~

- ~~a. **Procedure.** Amendments to these Bylaws or the adoption of new bylaws may be placed before the membership for consideration of approval by the submission of a petition that sets forth any proposed change with specificity and that is subscribed to by not less than five percent of the voting members in good standing whose identity and intent are not reasonably subject to doubt and who have among them named no fewer than fifty separate officially recognized clubs as their primary affiliation. No petition shall serve to propose an amendment or a new bylaw unless the original and all parts thereof are submitted to the National Office of the USFA and a copy is received by the chair of the Election Committee before April 1 of the year in which the amendment or new bylaw is to be considered. Proof of mailing by certified or registered mail, return receipt requested, or by private delivery service guaranteeing delivery within two days and providing proof of delivery, postage or shipping prepaid, properly addressed to the intended recipient, not less than ten days before due, shall raise a presumption of timely delivery to the addressee. The General Counsel of the USFA shall review all proposed amendments to assure that the amendment is legally permissible, clearly delineates the change to be made and does not contradict other portions of these Bylaws. The Election Committee shall determine whether such petition meets the requirements of this Section and shall only allow those that do so to appear on the ballot or to receive votes. Amendments and new bylaws proposed by petition shall be placed before the members in an election conducted in accordance with Article IX of these Bylaws, to the extent applicable, and shall be adopted if a majority of those members casting ballots vote for approval thereof.~~
- ~~b. **Effect.** Amendments and newly adopted bylaws approved by the membership shall take effect on August 1 of the year in which they are adopted unless otherwise specified in the amendment or new bylaw.~~

ARTICLE XIV IRREVOCABLE DEDICATION OF ASSETS

Section ~~15.1~~14.1. **Charitable Purposes.** The property of the USFA is irrevocably dedicated to charitable purposes, and no part of the net income or assets of the USFA shall inure to the benefit of any private person.

Section ~~15.2~~14.2. **Dissolution.** Upon the dissolution or winding up of the USFA, its assets shall be first applied to the payment, or provision for the payment, of all its debts and obligations. Any assets thereafter remaining shall be distributed to one or more nonprofit funds, foundations or corporations that are organized and operated for charitable purposes and that have established tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended. The use and disposition of real or personal property owned by the USFA in any and all States and Territories of the United States of America upon dissolution or winding up shall be limited to the purposes stated in Section 1 of this Article in such manner as to satisfy the requirements of the laws of such States and Territories for exemption of the property from property taxation in such jurisdictions.

ARTICLE XVI ARBITRATION

The USFA shall submit to binding arbitration conducted in accordance with the applicable rules of the American Arbitration Association in any controversy (1) involving its recognition as a national governing body for the sport of fencing, as may be lawfully provided for Bylaws of the USOPC and 36 U.S.C. § 220529, or (2) involving the opportunity of any athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition in the sport of fencing, as lawfully provided for in the Bylaws of the USOPC.

APPENDIX I

~~USFA SafeSport Policy Code~~

APPENDIX II

[USOPC Bylaws](#)

Nominating Committee Report - October 2025.

The USA Fencing Nominating Committee considered two items ahead of the October 2025 USA Fencing Board Retreat:

- The appointment of Special Board Members.
- A possible emergency Independent Board Member to replace Marie Donoghue due to current personal circumstances for Ms. Donoghue.

Special Board Members

The Nominating Committee engaged in discussion of the current skillsets and perceived needs of the board, and heard feedback via an anonymous survey on each Special Board Member from the currently serving Board Members.

Based upon the current needs of the board, the Nominating Committee is recommending that **Mr. Donald Alperstein (Denver, Colorado) be re-appointed for a further two year term.**

While thanking Ms. Selina Kaing for outstanding service to the organization during her two terms as a Special Board Member, the Nominating Committee is recommending that Ms. Kaing makes way for a new individual at this time. Ms. Kaing's service has included significant contributions to the board at critical times to the organization, perhaps most notably during a CEO transition in 2021-2022.

The Nominating Committee agreed on the approach of giving the Board of Directors a choice of 3 individuals to choose from to fill the seat vacated by Ms. Kaing, the following individuals are recommended and endorsed for appointment.

The Nominating Committee did approach two further candidates who were identified as prospective candidates but were unable to serve at this moment in time due to the time commitment required.

In order to give the board the fairest choice, we propose that the Board be given all 4 (the below three, plus Mr. Alperstein, above) choices to choose their 2 leading candidates from.

Therefore we propose to the board, in order of recommendation from the Committee by ranking vote, the following is provided in the scoring/rank order of choice of the Nominating Committee.

(1) Joe Inzerillo - New York City, New York.

Current Professional Role: Chief Digital & AI Officer, Salesforce.

A lifetime Saber and foil Fencer originally from Chicago,, an Emmy Award winner - Mr. Inzerillo professionally is currently the Chief Digital and AI Officer for Salesforce and has previously served as Chief Technology Officer or similar roles for SiriusXM, Major League Baseball, Disney, the Chicago White Sox. Mr. Inzerillo was a Sports Business Journal 40 under 40 recipient in 2009. Mr. Inzerillo founded BAMTech which became Baseball Advanced Media, and later sold the business to The Walt Disney Company. Mr. Inzerillo has served as the Co-Chair of the New York Gala for several years.

(2) Jeff Weber - New York City, New York.

Current Professional Role: Retired Vice Chair, Fox Capital.

Mr. Weber is a current Vet60 Saber Fencer, having also Fenced Saber for Cornell University and coached the club team at Williams College in the 1980s. Mr. Weber recently returned to Fencing via the US Fencing Foundation where he now serves as a Trustee. Mr Weber has a significant career in Finance and recently retired as Chair of Fox Capital. Mr Weber is also a minority partner in the Milwaukee Bucks of the NBA, and spends significant time in film and Broadway show production as a producer.

(3) Roy Rodney Jr, Esq. - Houston, TX

Current Professional Role: Attorney.

Roy Rodney Jr is the parent of Fencers Adam and Max Rodney who have competed for the United States as well as Alliance, Peter Westbrook Foundation and Fencers Club and serves as an advisor to The Ohio State University Fencing program. Professionally, Mr Rodney is founder of law firm Rodney Etter LLC, a diverse law firm based in Texas and Louisiana. Rodney specializes in contract law, unfair practices and business torts and has an extensive history defending against injustice and intrusion of civil liberties. He has won the Louisiana State Bar Association Pro Bono Award, the National Bar Association's Presidents Award amongst many accolades across his legal career.

Emergency Independent Board Member

Since Independent Board Member Marie Donoghue has been unavailable for personal reasons, the Nominating Committee is putting forward options to the Board of Directors for such an independent.

Given the truncated timeline, the Nominating Committee looked at the shortlist from the extensive search and in depth interview process undertaken in late calendar year 2024 which resulted in the appointments of Jade Burroughs and Marie Donoghue.

Andrew Lee unfortunately is no longer considered Independent in our Bylaws and so cannot be put forward to the Board to be considered.

Others were not necessarily able to commit to the time requirement of a Board of Directors at this time, that leaves with the following individuals to put forward for consideration to the board.

The below individuals went through 3 rounds of interviews and meetings with a variety of members of the Nominating Committee during the 2024 search.

Oscar Wong - Los Angeles, California

Current Professional Role: Operating Partner at GoldHouse Ventures.

Oscar Wong currently serves as an operating partner at Gold House, and also serves as an independent Director on the board of USA Curling. Wong graduated from Stanford University, where he befriended Alexander Massialas OLY and served on the Student Athletics Advisory Council. Wong also earned an MBA from The Wharton School at the

University of Pennsylvania before serving in various roles at Google, Apple, Adobe and H&M.

Bruce Mitchell - Denton, Texas

Current Professional Role: Founder & President, Resilient Networks.

Bruce Mitchell is the Founder and President of Resilient Networks, and has spent a career in IT, and has served as the Chair of USA Curling and currently serves on the USA Curling nominating committee, and also serves on the Advisory Board of PointBank. Mitchell graduated from the University of Oklahoma where he was part of the Sailing team.

Nominating Committee Report - October 2025.

The USA Fencing Nominating Committee considered two items ahead of the October 2025 USA Fencing Board Retreat:

- The appointment of Special Board Members.
- A possible emergency Independent Board Member to replace Marie Donoghue due to current personal circumstances for Ms. Donoghue.

Special Board Members

The Nominating Committee engaged in discussion of the current skillsets and perceived needs of the board, and heard feedback via an anonymous survey on each Special Board Member from the currently serving Board Members.

Based upon the current needs of the board, the Nominating Committee is recommending that **Mr. Donald Alperstein (Denver, Colorado) be re-appointed for a further two year term.**

While thanking Ms. Selina Kaing for outstanding service to the organization during her two terms as a Special Board Member, the Nominating Committee is recommending that Ms. Kaing makes way for a new individual at this time. Ms. Kaing's service has included significant contributions to the board at critical times to the organization, perhaps most notably during a CEO transition in 2021-2022.

The Nominating Committee agreed on the approach of giving the Board of Directors a choice of 3 individuals to choose from to fill the seat vacated by Ms. Kaing, the following individuals are recommended and endorsed for appointment.

The Nominating Committee did approach two further candidates who were identified as prospective candidates but were unable to serve at this moment in time due to the time commitment required.

In order to give the board the fairest choice, we propose that the Board be given all 4 (the below three, plus Mr. Alperstein, above) choices to choose their 2 leading candidates from.

Therefore we propose to the board, in order of recommendation from the Committee by ranking vote, the following is provided in the scoring/rank order of choice of the Nominating Committee.

(1) Joe Inzerillo - New York City, New York.

Current Professional Role: Chief Digital & AI Officer, Salesforce.

A lifetime Saber and foil Fencer originally from Chicago,, an Emmy Award winner - Mr. Inzerillo professionally is currently the Chief Digital and AI Officer for Salesforce and has previously served as Chief Technology Officer or similar roles for SiriusXM, Major League Baseball, Disney, the Chicago White Sox. Mr. Inzerillo was a Sports Business Journal 40 under 40 recipient in 2009. Mr. Inzerillo founded BAMTech which became Baseball Advanced Media, and later sold the business to The Walt Disney Company. Mr. Inzerillo has served as the Co-Chair of the New York Gala for several years.

(2) Jeff Weber - New York City, New York.

Current Professional Role: Retired Vice Chair, Fox Capital.

Mr. Weber is a current Vet60 Saber Fencer, having also Fenced Saber for Cornell University and coached the club team at Williams College in the 1980s. Mr. Weber recently returned to Fencing via the US Fencing Foundation where he now serves as a Trustee. Mr Weber has a significant career in Finance and recently retired as Chair of Fox Capital. Mr Weber is also a minority partner in the Milwaukee Bucks of the NBA, and spends significant time in film and Broadway show production as a producer.

(3) Roy Rodney Jr, Esq. - Houston, TX

Current Professional Role: Attorney.

Roy Rodney Jr is the parent of Fencers Adam and Max Rodney who have competed for the United States as well as Alliance, Peter Westbrook Foundation and Fencers Club and serves as an advisor to The Ohio State University Fencing program. Professionally, Mr Rodney is founder of law firm Rodney Etter LLC, a diverse law firm based in Texas and Louisiana. Rodney specializes in contract law, unfair practices and business torts and has an extensive history defending against injustice and intrusion of civil liberties. He has won the Louisiana State Bar Association Pro Bono Award, the National Bar Association's Presidents Award amongst many accolades across his legal career.

Emergency Independent Board Member

Since Independent Board Member Marie Donoghue has been unavailable for personal reasons, the Nominating Committee is putting forward options to the Board of Directors for such an independent.

Given the truncated timeline, the Nominating Committee looked at the shortlist from the extensive search and in depth interview process undertaken in late calendar year 2024 which resulted in the appointments of Jade Burroughs and Marie Donoghue.

Andrew Lee unfortunately is no longer considered Independent in our Bylaws and so cannot be put forward to the Board to be considered.

Others were not necessarily able to commit to the time requirement of a Board of Directors at this time, that leaves with the following individuals to put forward for consideration to the board.

The below individuals went through 3 rounds of interviews and meetings with a variety of members of the Nominating Committee during the 2024 search.

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University of Pennsylvania before serving in various roles at Google, Apple, Adobe and H&M.

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