

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.