

BYLAWS

UNITED STATES FENCING ASSOCIATION

Effective August 1, 2010

As Amended by the Board of Directors on February 19, 2011

**BYLAWS
UNITED STATES FENCING ASSOCIATION**

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**BYLAWS
UNITED STATES FENCING ASSOCIATION**

**ARTICLE I
NAME, ORGANIZATION AND JURISDICTION**

Section 1. **Name.** As provided by the Articles of Incorporation, the organization shall be known as the “United States Fencing Association,” and is sometimes referred to in these Bylaws as the “USFA.”

Section 2. **Incorporation.** The United States Fencing Association has been incorporated and organized and is operating under the Colorado Nonprofit Corporation Act.

Section 3. **Colorado 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 Nonprofit Corporation Act or Ted Stevens Amateur and Olympic Sports Act.

Section 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 5. **USOC/FIE Recognition as NGB.** The United States Fencing Association is and shall continue to be recognized by the United States Olympic Committee (sometimes referred to in these Bylaws as the “USOC”) and by the *Fédération Internationale d’Escrime* (sometimes referred to in these Bylaws as the “FIE”) as the National Governing Body for the sport of fencing in the United States.

Section 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:

1. To serve as the National Governing Body for the sport of 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 USOC and the FIE.
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.

3. To select, support and prepare individuals and teams to represent the United States in international fencing competitions.
4. To develop, support and promote fencing referees in domestic and international competition.
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.
6. To provide support in the form of information and programs to fencing instructors and to organizations and groups that offer fencing opportunities.
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.
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.
9. To foster good will and harmonious relationships with fencers and fencing organizations in foreign countries for the betterment of the sport of fencing.

ARTICLE III FISCAL YEAR, FINANCES AND PROXIES

Section 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 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. **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 or other insured depositories as shall be determined by the Board of Directors or its designee.

Section 4. **Loans and Security Interests.** No loan shall be contracted by the USFA, nor any of its assets pledged as collateral for any indebtedness, and no evidence of indebtedness or security instrument shall be issued, endorsed or accepted in the name of the USFA unless the same has been authorized by the Board of Directors. Such authority may be general or confined to specific instances. The officer, officers, employee or employees upon whom such authority has

been conferred may, within the scope of that authority, effect loans at any time from any bank or other entity; and for such loans may execute and deliver promissory notes and other evidences of indebtedness of the USFA; to the extent authorized, may mortgage, pledge, or otherwise encumber any real or personal property, or any interest therein, owned or held by the USFA as security for the payment of any and all USFA loans (and obligations incident thereto); and to these ends may execute and deliver such instruments as may be necessary or proper.

Section 5. **Proxies.** The President may from time to time appoint one or more agents or attorneys-in-fact to cast votes in the name and on behalf of the USFA as the holder of stock or other securities in any other corporation, association or entity, and to act on behalf of the USFA in any bankruptcy or other proceeding or procedure with respect to which creditors or equity interest owners are entitled to be heard or to vote. Such agent or attorney in fact may execute or cause to be executed in the name and on behalf of the USFA all written proxies or other instruments necessary or proper for the purposes contemplated by this Section.

ARTICLE IV MEMBERSHIP

Section 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 2. **Good Standing.** A member is in good standing if his or her dues are paid and he or she is not under disciplinary sanction.

Section 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, subject to the limitations of these Bylaws and to such regulations and limitations as the Board of Directors may from time to time lay down with respect to particular categories of competitions. Only those individual members who have attained his or her 18th birthday as of the preceding February 1 and whose dues, as specified by the Board of Directors, have been received by the USFA National Office on or before that date, and who belong to a membership class the attributes of which include the right to vote, are eligible to vote on matters that may be presented to the membership pursuant to these Bylaws. Unless otherwise provided in these Bylaws, only members who are eligible to vote may hold elected or appointed positions within the USFA. The date of admission to membership is determined according to the provisions of Article V. To be eligible to vote or to hold an elected or appointed position within the USFA, members must on or before February 1 of the year at issue either have provided their date of birth to the USFA National Office or delivered to the National Office a sworn or affirmed statement, that he or she has attained, or will attain, their 18th birthday as of that date. All rights and privileges of membership shall cease upon death, resignation, expulsion, suspension or failure to pay dues.

Section 4. **Members Do Not Share in Assets.** Membership shall not entitle any member to any 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 5. **Membership is Open.** Membership in the USFA may not be denied to any individual or organization on grounds of race, gender, sexual orientation, age, religion or national origin, provided, however, that this provision shall not preclude the USFA from conducting competitions to which entries are limited on the basis of age, gender, skill level or disability or from establishing qualifying criteria for the entry into competitions.

ARTICLE V FEES, DUES AND ARREARS

Section 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 2. **Dues Payable to Administrative Units.** In its discretion, the Board of Directors may allocate a portion of the dues collected in any one year from all classes of individual competitive memberships to administrative units of the USFA in such 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 administrative units as are in good standing. These funds are to be used by such units in the discharge of their designated functions or on behalf of the USFA. The Board of Directors may revise or discontinue the allocation at any time.

Section 3. **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 4. **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. **Accounting for Dues.** All dues received by the USFA National Office shall be accounted for by the USFA. Before an administrative unit is eligible to receive any payments, a satisfactory financial report must first be filed with the USFA National Office for the previous membership year. That portion of dues not reserved to administrative units of the USFA shall be deposited to the national account of the USFA for general USFA purposes.

Section 6. **Privileges on Receipt of Dues.** A new member is not admitted to membership and an existing or prior member is not in good standing until the member's dues and fees have been received by the USFA National Office. Payment of dues to a duly appointed agent of the USFA will render a fencer eligible to fence. However, no person will be eligible to vote in USFA affairs at the national level 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 February 1 of that membership year.

ARTICLE VI OFFICERS AND SECRETARY

Section 1. **Officers.** The elected officers of the USFA shall consist of a President and a Treasurer. There shall be, in addition, such 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 take or hold a position as a National officer of the USFA while simultaneously holding office in any organization recognized by the USOC as the National Governing Body of another sport. No person may take or hold a position as an elected National officer of the USFA while serving as an agent or administrator of any administrative unit of the USFA. Officers shall also meet the special qualifications of each office set forth below and shall subscribe to the Qualifying Affirmation set forth in this Article below.

b. President. The principal duties of the President shall be to foster the formulation of policy; to develop financial and membership support; to conduct relations between the USFA and the USOC, the FIE and other authorities whose jurisdictions affect the functions and purposes of the USFA; and to execute the decisions and directives of the Board of Directors and the Executive Committee, if one has been constituted. The President shall chair meetings of the Executive Committee if one has been constituted, the membership and the Board of Directors and shall be a voting member of those bodies. The President 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 citizens of the United States who have previously served the USFA as an officer, member of the Board of Directors or chair of a Principal Committee may hold the office of President.

c. Treasurer. The Treasurer 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. The Treasurer shall confer with independent auditors selected by the Audit Committee and shall report on their findings. Not less frequently than quarterly, and additionally on the request of the President or the Board, the Treasurer shall submit to the Board and the Audit Committee a standard set of financial statements. The Treasurer shall assist the President 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 Board of Directors and the Executive Committee, if one has been constituted. Only persons who have demonstrated competence in financial control and management may hold the office of Treasurer.

d. Vice Presidents. The Board of Directors may, from time to time and in its discretion, appoint one or more Vice Presidents to advise the Board of Directors and to assist the President in the discharge of the duties of that office. No person may assume the position of Vice President until he or she has executed the qualifying affirmation provided in this Article for that position.

Section 2. **Terms of Office.**

a. Commencement and Duration. Terms of office of the USFA 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 Olympic 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 Olympic quadrennium. Notwithstanding this provision, a President whose term ends before the close of the Olympic Games in which fencing is contested shall be entitled to represent the USFA at the Olympic Games conducted immediately following the end of his or her term.

b. Terms Not Limited. The number of terms to which an individual may be elected to office is not limited.

Section 3. **Vacancy in Offices of President and Treasurer.** Vacancies in the offices of President and Treasurer shall be filled through the procedures prescribed in this Section.

a. President. A vacancy in the office of President shall be filled as follows:

i. During temporary absences or unavailability of the President, whether due to illness, disability or other cause, the Board of Directors may appoint one of its members who meets the qualifications of the office of President to fulfill the duties of that office until the President is able to resume the performance of those duties.

ii. If a vacancy in the office of President occurs by reason of resignation, death, removal or otherwise, and fewer than two years remain in the term of office, the Board of Directors shall fill the vacancy for the balance of the term. In filling vacancies, the Board may appoint any member of the USFA who meets the qualifications of the office of President.

iii. If a vacancy in the office of President occurs by reason of resignation, death, removal or otherwise, and more than two years remain in the term of office, the Board of Directors shall appoint one of its members who meets the qualifications of the office of President to temporarily discharge the duties of the President until a special election can be held to fill the office for the balance of the term not completed. Such special election shall be concluded not more than 90 days after the office becomes vacant and shall be conducted to the extent possible according to the procedures set forth in the Article of these Bylaws entitled "Elections," provided that any member of the Nominating Committee may resign to seek the vacated office. The Election Committee shall establish such deadlines, due dates and procedures as are necessary for the timely and fair conduct of the special election.

b. Treasurer. A vacancy in office of Treasurer, whether arising from resignation, death, removal or otherwise, shall be filled by the Board of Directors for the balance of the term. In filling vacancies, the Board may appoint any member of the USFA who meets the qualifications of the office of Treasurer.

Section 4. **Qualifying Affirmation.** No person shall be qualified for selection or service as an officer of the USFA except upon execution of a writing acceding to the following statement: "As

[President] [Treasurer] [Vice President] of the United States Fencing Association I agree and undertake to adhere to high ethical standards and to avoid conflicts of interest. I acknowledge my fiduciary duties of loyalty and care to the United States Fencing Association and understand that those duties supercede 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.”

Section 5. **Secretary.** The secretarial functions of the Board of Directors consist of preparing and distributing agendas for all meetings of the Board of Directors and Executive Committee, if one has been constituted; preparing and maintaining records of the proceedings of those bodies; communicating, as directed, the directives, inquiries and messages of those bodies; and such other and additional duties as may be assigned to the Secretary by these Bylaws, the Board of Directors or the President. The President, with the approval of the Board of Directors, shall appoint a person or persons, who need not be members of the USFA, to perform these functions. The person or persons discharging these functions serve at the pleasure of the President.

Section 6. **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, the Executive Committee, if one has been constituted, and of the Standing Committees, and shall publish on the official web site of the USFA such records of the proceedings of those bodies as the Board of Directors may prescribe.

ARTICLE VII BOARD OF DIRECTORS

Section 1. **Management 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 2. **Composition and Qualifications.** The Board of Directors shall comprise fifteen individuals, classified and qualified as provided in this Section. Certain directors are qualified based on their affiliation with defined groups or their expertise in specific aspects of the USFA’s operations in order to ensure broad-based knowledge in the manifold aspects of USFA concerns. Those groups and operational units do not, however, constitute constituencies, and directors serve the USFA as a whole. They owe their loyalty to the USFA in its entirety and do not represent any other group, interest or individual.

a. Officer Directors. The Officer Directors shall be the President and the Treasurer of the USFA, selected according to the methods and meeting the qualifications set forth in these Bylaws.

b. Athlete Directors. The three Athlete Directors shall be voting members of the USFA in good standing who meet the qualifications set forth in this Subsection.

i. No person shall serve as an Athlete Director unless he or she has (1) within ten years preceding election represented the United States in the fencing competition at the Olympic Games or Pan American Games or at the Open World Fencing Championships; or (2) within the twenty-four months preceding election finished in the top 50% of the USFA National Championships of the most elite level; or (3) represented the United States in the fencing competition at the Paralympic Games or at the Open Wheelchair World Fencing Championships. Once qualified and elected, an Athlete Director may serve the full extent of the term to which he or she was elected, even if as a result of the passage of time the Director no longer satisfies the criteria set forth in this paragraph.

ii. Athlete Directors shall be selected according to the methods established by the Athlete Council.

c. Independent Directors. The two Independent Directors shall be individuals who meet the qualifications specified in this Subsection.

i. The President shall nominate qualified individuals to serve as Independent Directors subject to confirmation by the Board of Directors.

ii. No person may serve as an Independent Director who (1) is an immediate family member of a USFA member; or (2) has within the two years preceding nomination held a volunteer USFA governance position; been affiliated as an owner, member, employer, employee, or agent of the USFA's outside auditor or legal counsel; been a member of the USFA's Athlete Council; directly or indirectly received compensation or support from the USFA; or been affiliated as an owner, member, employer, employee, 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.

iii. It shall not be a precondition of selection as an Independent Director that the person in question be a member of the USFA at the time of his or her nomination or confirmation, but no person may assume or continue the position of Independent Director except as a USFA member in good standing.

d. At-Large Directors. The four At-Large Directors shall be voting members of the USFA in good standing and shall be elected by the membership.

e. Elite Coach Director. The Elite Coach Director shall be a voting member of the USFA in good standing who is elected by the membership. To be eligible for selection as Elite Coach Director, an individual shall meet one of the following qualifications:

i. has been identified as his or her primary coach by no fewer than two athletes who stand in the (1) top 24 on the senior point list; (2) top 16 of the junior point list; or (3) top eight of the cadet point list, at the conclusion of the USFA National Championships of the most elite level for the year of selection of the Elite Coach Director or for the prior year; or

ii. has been identified as his or her primary coach by an athlete selected to a United States Olympic fencing team, a United States Open World Fencing Championship team or a Pan American Games fencing team within the preceding ten years.

iii. The Board of Directors may by resolution prescribe rules and criteria, not inconsistent with these Bylaws, prescribing procedures and means by which athletes identify their primary coach.

f. Club Director. The Club Director shall be a voting member of the USFA in good standing who is elected by the membership. To be eligible for selection as Club Director, an individual must have established continuous affiliation with a USFA member club and shall have demonstrated familiarity with the responsibilities of club ownership and operations.

g. Age Group Parent Director. The Age Group Parent Director shall be a voting member of the USFA in good standing who is elected by the membership. To be eligible for selection as Age Group Parent Director, an individual must at the time of selection be the parent or guardian of a cadet or youth fencer and shall have demonstrated sustained dedication to the sport of fencing.

h. Volunteer Staff Director. The Volunteer Staff Director shall be a voting member of the USFA in good standing who is elected by the membership. To be eligible for selection as Volunteer Staff Director, an individual must have demonstrated sustained involvement with and expertise in some aspect of national or international level competition or administration and may not be an employee of the USFA.

i. Qualifying Affirmation. No person shall be qualified for selection or service as a Director except upon execution of a writing acceding to the following statement: "As a member of the Board of Directors of the United States Fencing Association I agree and undertake to adhere to high ethical standards and to avoid conflicts of interest. 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 person, 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."

Section 3. **Terms of Directors.**

a. Officer Directors. Officer Directors shall serve on the Board of Directors coincidentally with the terms of their offices.

b. Athlete Directors. Athlete Directors shall serve terms commencing with the closing ceremonies of the Summer Olympic Games contested in the year of their selection and end with the closing ceremonies of the succeeding Summer Olympic Games.

c. Independent Directors. Independent Directors shall serve terms of up to two years commencing on the later of the first day of September in the year in which they are selected or upon adjournment of the meeting at which their appointment is confirmed. One

Independent Director shall be selected in even numbered years and one Independent Director shall be selected in odd numbered years.

d. At-Large Directors. At-Large Directors shall serve terms of two years commencing on the first day of September in the year in which they are elected. Two At-Large Directors shall be elected in even numbered years and two At-Large Directors shall be elected in odd numbered years.

e. Elite Coach Director. Elite Coach Directors shall be elected in even numbered years and shall serve terms of two years commencing on the first day of September in the year in which they are elected.

f. Club Director. Club Directors shall be elected in odd numbered years and shall serve terms of two years commencing on the first day of September in the year in which they are elected.

g. Age Group Parent Director. Age Group Parent Directors shall be elected in even numbered years and shall serve terms of two years commencing on the first day of September in the year in which they are elected.

h. Volunteer Staff Director. Volunteer Staff Directors shall be elected in odd numbered years and shall serve terms of two years commencing on the first day of September in the year in which they are elected.

i. 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 as provided elsewhere in these Bylaws.

j. Terms Not Limited. The number of terms to which an individual may be elected is not limited.

Section 4. Vacancies on the Board of Directors. Except for vacancies among the Officer Directors and 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.

Section 5. Non-Discrimination. Members of the Board of Directors shall be selected without regard to race, gender, sexual orientation, age, religion or national origin. It is the policy of the USFA that there shall be reasonable representation of both genders on its Board of Directors.

Section 6. Quorum. Except as otherwise provided in these Bylaws, at any meeting of the Board of Directors a quorum shall be eight members present and participating. 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 President.

Section 7. **Annual Meeting.** The Annual Meeting of the Board of Directors shall be convened, upon not less than 45 days' notice, during the months of September or October on a date and at a place and time designated by the President.

Section 8. **Special Meetings.**

a. Special Meetings of the Board of Directors may be called by the President, on at least ten days' written notice to each member of the Board of Directors. Special meetings shall be called so as to assure that no period longer than three 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 five or more directors that is timely delivered to all members of the Board of Directors, that states the reason for the meeting and that specifies the time and place of the meeting.

b. Not less than five days prior to any 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 members of the Board of Directors then in office vote to consider the matter.

c. Any notice, request 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 web site where the agenda has been posted.

Section 9. **Emergency Meetings.** In cases of true urgency, the President may call Emergency Meetings of the Board of Directors on not less than 24 hours' written notice to each member of the Board of Directors. The notice required by this Section may be communicated by email 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 10. **Waiver of Notice.** Notice of any Annual Meeting or special meeting of the Board of Directors may be waived as provided in the Colorado Nonprofit Corporation Act.

Section 11. **Board Transparency.** The Board of Director's actions shall be available to members. 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 thereof. Minutes of each meeting, except with respect to matters discussed in executive session, shall be published on the USFA web site and otherwise be made available to members of the USFA.

Section 12. **Conducting and Participating in Meetings by Means Other than Attendance in Person.**

a. Except as otherwise provided in these Bylaws, in the discretion of the President, 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. When meetings of the Board of Directors are noticed to be conducted in person, the President, or the Board by resolution, may allow one or more directors to participate by electronic means.

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 President 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. In the conduct of such votes, the Secretary shall provide notice thereof to each member of the Board of Directors 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 member cast his or her vote thereon and communicate it to the Secretary and the President prior to the closing date. The notice shall also state that a failure to respond will have the same effect as abstaining in writing. The closing date shall be not less than seven days after the provision of notice of the vote to be taken. The question or matter submitted for decision under this Subsection 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.

Section 13. Delegation of Authority. The Board of Directors may by resolution delegate elements of its authority to individuals, committees, task forces or commissions, provided that such delegation complies with the limits stated in this Section.

a. The Board of Directors may delegate to an Executive Committee limited or plenary authority to act for and on behalf of the Board between its meetings. Should the Board constitute an Executive Committee, it shall include the President, the Treasurer and not fewer than three additional directors. Not less than 20% of any Executive Committee shall be Athlete Directors. The authority so delegated shall be limited to the power to take action until the next meeting of the Board of Directors. Members of the Executive Committee may not vote by proxy.

b. All other delegations by the Board of Directors shall state the specific authority or power being delegated and the limitations thereon.

c. All acts of the Executive Committee and any other delegate of the Board of Directors shall be reported to the Board of Directors. To the extent practical, no such act shall be finally binding until the Board of Directors at a duly noticed meeting following the receipt of such report has had an opportunity to ratify, limit, revise or reject the action.

Section 14. Legal Counsel. The Board of Directors shall appoint annually legal counsel to advise and represent the USFA, its directors, officers and administrators.

Section 15. Operations Manual, Athlete Handbook and Rules of Competition. 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, which may be electronic, that makes them generally and easily available to members of the USFA, and all members shall be deemed to have notice of the contents thereof.

Section 16. Disciplinary Powers and Procedures. The disciplinary power of the USFA shall be exclusively vested in the Board of Directors, which shall, by a two-thirds vote of the members voting, have the power to suspend, expel, deny continuation of membership or deny readmission to membership of any member whose conduct may be deemed detrimental to the welfare, interests or character of the USFA, provided that at least a majority of the members of the Board of Directors cast an affirmative or negative vote on the question. Any other legal sanction may be imposed by the Board of Directors upon a majority vote or by action of any committee or commission designated by the Board of Directors. Sanctions shall be imposed only after adherence to procedures for the protection of the due process rights of the accused as adopted by the Board of Directors. 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 or the Athletes Handbook. The imposition of competitive penalties within the Rules of Competition shall not be considered disciplinary action.

Section 17. Procedures for the Conduct of Meetings of the Board of Directors.

a. If present, the President shall preside at all meetings of the Board of Directors. In the absence of the President, the Board shall by resolution appoint one of its members to preside.

b. Unless otherwise provided by these Bylaws, the Colorado Nonprofit Corporation Act or resolution of the Board of Directors, procedures at meetings shall be governed by Roberts Rules of Order (Newly Revised).

c. Directors may not vote by proxy.

**ARTICLE VIII
ATHLETE COUNCIL**

Section 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 President 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 2. Terms, Classification and Composition. The Athlete Council shall comprise eleven or twelve athletes who serve terms and are selected as follows:

a. Term: Members of the Athlete Council shall be selected in the year of, but prior to, the Summer Olympic Games. Members of the Athlete Council shall serve terms of approximately four years, commencing on the later of the first day of September or the close of the Olympic Games conducted during the year in which the members are selected, and ending on the later of the thirty-first day of August or the close of the following Summer Olympic Games.

b. Classification of Members. Members of the Athlete Council shall fall into the following categories:

i. Weapon Representatives. One member of the Athlete Council shall be selected to represent each of the six internationally recognized weapon and gender categories. Such members shall be selected by the top-32 current point holders for each such category as indicated by the Team Point Standings at the conclusion of the USFA National Championships of the most elite level conducted in the year of selection.

ii. Wheelchair Representative. One member of the Athlete Council shall be selected by all wheelchair fencers who at that time satisfy the criteria set forth in Section 8.8.2(c)(3) of the Bylaws of the United States Olympic Committee.

iii. Incumbent Members. Four incumbent members of the Athlete Council who are not selected as Weapon Representatives shall be selected by the outgoing Athlete Council to serve an additional term.

iv. USOC Athlete Advisory Council Representative. If the current USOC Athlete Advisory Council Representative is not selected in one of the foregoing categories, he or she shall serve *ex officio* as a voting member of the Athlete Council.

c. Qualification to Serve: All members of the Athlete Council shall (1) have been ranked in the top 32 of the USFA Senior Point Standings at the conclusion of the USFA National Championships of the most elite level conducted in the year of selection; or (2) shall have been ranked in the top 8 in the USFA Team Point Standings at the conclusion of the USFA National Championships of the most elite level conducted in the year of selection; or (3) shall satisfy the criteria set forth in Sections 8.8.2(c)(1) or (3) of the Bylaws of the United States Olympic Committee.

d. Compositional Requirement: At least six members of the Athlete Council must satisfy the criteria set forth in Section 8.8.2(c)(1) or (3) of the Bylaws of the United States Olympic Committee.

e. Order of and Limits on Selection: To assure proper composition of the Athlete Council, the Weapon Representatives shall be elected before selection of the Incumbent Members. If at the conclusion of balloting for Weapon Representatives, fewer than three of the top vote recipients from each category satisfy the criteria set forth in Section 8.8.2(c)(1) or (3) of the Bylaws of the United States Olympic Committee, then the following procedure shall be used to satisfy the compositional requirement set forth in the preceding subsection:

i. The candidates in each weapon and gender category for which the recipient of the most votes does not meet that compositional requirement shall be ranked in order of votes received, and the individual who does satisfy that compositional requirement who received the most votes shall be declared the Weapon Representative for his or her category.

ii. If after application of the procedure stated in preceding subparagraph there are still fewer than three Weapons Representatives who meet the compositional requirement, then the procedure described in that subparagraph shall be applied to the remaining weapons and gender categories for which a Weapon Representative who meets the compositional requirement has not been selected, and so on until three Weapon Representatives who meet that requirement have been chosen.

iii. Selection of Incumbent Members shall follow selection of Weapon Representative Members. The Incumbent Members of the incoming Athlete Council shall include a sufficient number of individuals who meet the criteria set forth in Section 8.8.2(c)(1) or (3) of the Bylaws of the United States Olympic Committee to fully satisfy the compositional requirement set forth in Section 2(d) of this Article, if it has not been otherwise met.

Section 3. **Vacancies.** Vacancies in the membership of the Athlete Council that arise for any reason other than the expiration of member's term shall be filled by a vote of the remaining members of the Athlete Council. Such selection shall assure compliance with the compositional requirement set forth in Section 2(d) of this Article. Individuals selected to fill vacant positions shall serve the remainder of the term to which they are elected.

ARTICLE IX ELECTIONS

Section 1. **Method of Balloting.** The Board of Directors shall provide 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.

Section 2. **Proxy Voting Disallowed.** Each member participating in elections must cast his or her own ballot. Balloting by proxies in elections is not allowed.

Section 3. Nomination of Officer Candidates. Candidates for President and Treasurer may be nominated by either of the following methods:

a. The Nominating Committee shall nominate two qualified candidates for the office of President and two qualified candidates for the office of Treasurer, 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.

b. Additional candidates may be nominated for each office by petition, provided that:

i. The prospective candidate identifies the position for which he or she seeks selection and meets the qualifications of that position; and

ii. Prior to or simultaneously with the submission of supporting petitions, the prospective candidate shall have in writing indicated his or her willingness to serve and acceded to the Qualifying Affirmation prescribed in this Article; and

iii. The petitions submitted in support of the prospective candidate include subscriptions of not less than two 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 member clubs as their primary affiliation.

iv. 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 do so to appear on the ballot or to receive votes.

Section 4. Nomination of Director Candidates to Be Selected By the Membership.

Candidates for At-Large Directors, Elite Coach Director, Club Director, Age Group Parent Director and Volunteer Staff Director may be nominated by either of the following methods:

a. Nominations by the Nominating Committee. The Nominating Committee shall nominate twice the number of qualified candidates as there are directors to be selected in each category, 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.

b. Nominations by Petition. Except for Officer Directors and Independent Directors, additional candidates may be nominated by petition, provided that:

i. The prospective candidate identifies the position for which he or she seeks selection and meets the qualifications of that position; and

ii. Prior to or simultaneously with the submission of supporting petitions, the prospective candidate shall have in writing indicated his or her willingness to serve and acceded to the Qualifying Affirmation prescribed in this Article; and

iii. The petitions submitted in support of the prospective candidate include no fewer than 25 subscriptions of voting members in good standing who have among them named no fewer than five separate member clubs as their primary affiliation and whose identity and intent are not reasonably subject to doubt.

c. The Election Committee shall determine whether each person nominated by petition meets the qualifications laid down in these Bylaws for the position on the Board of Directors being sought, and shall only allow the names of those candidates who do so to appear on the ballot or to receive votes.

Section 5. Delivery of Petitions. No petition shall serve to nominate a candidate for any USFA position 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 election is to be conducted. 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.

Section 6. Submissions by Nominees. The signed affirmation, 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 affirmation, 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 7. 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 8. Proceedings of the Election Committee. The Proceedings 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 web site. Candidates for office or their designated representatives may attend such meetings at their own expense.

Section 9. Electioneering. The Election Committee shall prescribe reasonable rules for the posting of electioneering materials by candidates for office on the USFA web site, which materials shall be subject to reasonable approval by the Election Committee to exclude profane, illegal or defamatory materials.

Section 10. **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 shall end no later than June 25; and
- c. In the event a runoff election is required, the period for casting votes shall end no later than July 31; and
- d. In the event a 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 11. **Plurality.** In elections by the membership to fill positions in the USFA, the candidate receiving the greatest number of votes shall be declared the winner, provided that if no candidate for a given position receives at least 35% of the votes cast, there shall be a runoff election between the two candidates who receive the greatest number of votes.

Section 12. **Method of Selecting Officers.** The President and Treasurer shall be selected in balloting conducted under the supervision of the Election Committee.

Section 13. **Method of Selecting Directors By the Membership.** The following procedures shall govern the selection of directors.

- a. Directors shall be selected in balloting conducted under the supervision of the Election Committee.
- b. In the selection of At-Large Directors, each voting member shall be allocated two votes to be distributed among the candidates as the member chooses, but no member may cast more than one vote for any candidate for the position.
- c. The candidate, or the two candidates in the case of At-Large Directors, receiving the greatest number of votes shall be declared as elected to the Board of Directors.

Section 14. **Additional Procedures.** The Board of Directors by resolution may prescribe additional procedures for selection of directors not inconsistent with these Bylaws, and the Election Committee may prescribe additional procedures for selection of directors not inconsistent with these Bylaws or with duly adopted resolutions of the Board of Directors.

Section 15. **Affirmation and Consent.** No person may be elected to a position in the USFA or appear on the ballot therefore who has not executed the affirmation provided for officers or for members of the Board of Directors, as the case shall be and agreed in writing, in such form as

may be prescribed by the Election Committee, to be a candidate for the position and 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 16. **Arbitration Rules.** In arbitrating disputes, the Election Committee shall conduct a self-administered arbitration and, to the extent practical, shall follow the *Rules of Commercial Arbitration* of the American Arbitration Association.

ARTICLE X REMOVAL OF OFFICERS AND DIRECTORS

Section 1. **Exclusive Procedure.** Officers and Directors may be removed from the positions to which they have been duly selected only by the procedures set forth in this Article.

Section 2. **Removal of Officers.** Any officer of the USFA may be removed from office by the Board of Directors through the procedure prescribed in this Section.

a. Removal of the President or Treasurer. Neither the President nor the Treasurer may be removed except for cause.

i. Impeachment shall require the affirmative assent of a majority of the members of the Board of Directors then in office at a duly constituted meeting of the Board. The motion of impeachment shall specify the grounds alleged as cause for removal with sufficient specificity to give the officer impeached adequate information and notice to allow the preparation of a defense.

ii. Following impeachment, the officer impeached shall continue to hold office and to execute the duties of that office unless the Board of Directors shall with the concurrence of two-thirds of those voting on the issue, and not fewer than one-half of the disinterested members of the Board of Directors who are in office, vote to suspend the officer pending a final determination of the question of removal. If the President or Treasurer is so suspended, the Board of Directors shall immediately appoint a member of the USFA who meets the qualifications of the office, and who may but need not be a member of the Board of Directors, to fill the office of the suspended officer until the question of removal has been finally determined.

iii. Those members of the Board of Directors who voted affirmatively on any adopted motion of impeachment shall select one or more members of the USFA to prosecute the case for removal, which shall be tried by the Board of Directors at its next regular or special meeting, but in no event less than 30 days nor more than 50 days following impeachment.

iv. The Legal Counsel of the USFA shall appoint a qualified member of the USFA to preside at the trial. Rulings on evidentiary and procedural matters shall not be constrained by any code or system of laws, but shall be such as fairly to do justice to the parties

and the issues, provided that the right of the impeached officer to confront and examine the witnesses and evidence offered in support of removal shall not be abridged or denied.

v. Trial of an impeached officer and votes for and against removal shall take place at meetings conducted in person, *i.e.*, hearings and votes on the issue may not be conducted telephonically or other than by a member of Board physically present at the meeting. Removal of an officer shall occur upon the affirmative vote of two-thirds of the membership of the Board. In such event, the office theretofore held by the person removed shall be vacant. Upon failure of a vote to remove, the affected officer shall be returned to good standing, and no subsequent resolution calling for the officer's removal shall be predicated on the same acts, omissions, occurrences or events as the failed resolution to remove.

b. Removal of Vice Presidents. The Vice Presidents serve at the pleasure of the Board of Directors and may be removed at any time, with or without cause, by a duly adopted resolution of the Board of Directors.

Section 3 **Removal of Directors.**

a. Officer Directors may be removed from the Board of Directors only by the procedures prescribed for their impeachment and removal in these Bylaws.

b. All other directors may be removed only for cause. For the purposes of this Section, "cause" 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 a conflict of interest, advancing the conflicting 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 a member of the Board of Directors, including, but not limited to, chronic unexcused absences from meetings of the Board of Directors or of committees of which the affected director is a member; or (vii) fraud or deception in demonstrating the director's qualification to serve on the Board of Directors.

c. 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 members of the Board of 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.

**ARTICLE XI
MEETINGS OF THE MEMBERSHIP**

Section 1. **Annual Meeting of the Membership.** The annual meeting of the membership shall be conducted at a time and place during the months of June or July as designated by the President, and shall be in the same city as, and during, the Summer National Championship Tournament, if one is being conducted.

Section 2. **Special Meetings of the Membership.** Special meetings of the membership may be called by the President 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 President upon the written request of 25 voting members in good standing who have among them named no fewer than five different clubs among their primary affiliations. Only business specified in the notice of a special meeting may be conducted at such meeting.

Section 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 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, though forms may be used for convenience.

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.

c. 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.

d. 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.

e. The appointment of a proxy shall be deemed withdrawn by the presence of the appointing member or by the presentation of a valid appointment bearing a later date.

Section 5. **Action Taken Without a Meeting.** The voting on matters presented to the membership other than at a meeting conducted in person shall be considered an election, and the procedures prescribed in these Bylaws for elections shall govern the balloting thereon.

Section 6. **Conduct of Meetings.** All meetings of the membership shall be conducted in open session and shall be presided over by the President. In the absence of the President, the first order of business shall be the election of a person to chair the meeting. Procedures at meetings of the membership shall be conducted in accordance with Roberts Rules of Order (Newly Revised), except as otherwise provided in these Bylaws.

Section 7. **Quorum and Manner of Acting.** At any meeting of the membership, a quorum shall consist of 25 voting members in good standing present in person who have among them named no fewer than five 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 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 President, Treasurer and Executive Director 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, such proposed resolutions shall appear on the agenda of the next meeting of the Board of Directors at which such consideration of such proposed resolutions would be in order.

ARTICLE XII COMMITTEES, COMMISSIONS AND TASK FORCES

Section 1. **Definitions.** As used in these Bylaws, “Committees” shall comprise the following, which shall have the definitions assigned in this Section.

a. Committee of the Board: A “Committee of the Board” is a committee that is not a Standing Committee.

b. Principal Committee: “Principal Committees” include all Standing Committees and such additional committees as the Board of Directors designates as sufficiently integral to the operation of the USFA as to require a comprehensive understanding of the USFA’s goals, functions, organization and operations.

c. Standing Committee: A “Standing Committee” is a committee created by these Bylaws. Standing Committees may not be created or disbanded except by amendment of these Bylaws.

d. Commission: A “Commission” is a type of Committee of the Board that is charged with operational responsibility but that is not required to include Athlete representation by these Bylaws, Federal statute or valid USOC rules and regulations. Commissions may comprise members who are not subject to annual reappointment if, in the judgment of the Board of Directors, longer or staggered terms are important to its proper functioning, and may be authorized by the Board to select their own Chair.

e. Task Force: A “Task Force” is a special committee 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 2. **Composition.** All individuals serving on committees shall be members of the USFA in good standing, and unless otherwise provided in these Bylaws, may, but need not be, members of the Board of Directors.

Section 3. **Committees of the Board.** The President, with the approval of the Board of Directors, shall have the power to create and appoint the members of such committees as the President may deem necessary or appropriate for the management of the USFA, designate the Chairs thereof, and assign functions thereto.

Section 4. **Audit Committee.** The Audit Committee is a Standing 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.

b. Composition. The Audit Committee shall consist of four members chosen by the Board of Directors and an athlete. Of the members chosen by the Board, at least two shall be members of the Board 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. The athlete member shall meet the qualifications prescribed for Athlete Directors, but need not be a Director, and shall be selected by athletes as elsewhere provided in these Bylaws. The Board of Directors shall select the Chair of the Audit Committee from among the Board members who serve on that committee.

Section 5. **Budget Committee.** The Budget Committee is a Standing Committee.

a. Purpose. The Budget Committee shall have primary responsibility for working with the professional staff and exercise 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 voting members of the Budget Committee shall be the Treasurer, who shall be Chair of the Budget Committee; another member of the Board elected by the Board; and an athlete who meets the qualifications prescribed for Athlete Directors, but who need not be a Director, selected by athletes as elsewhere provided in these Bylaws. The Executive Director of the USFA, or another staff member designated by the Executive Director, shall be a non-voting member of the Budget Committee.

Section 6. Election Committee. The Election Committee is a Standing 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 brought before the membership. 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 Director or specified in these Bylaws; 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 five members, four of whom are elected by the Board of Directors at its Annual Meeting and one athlete selected by athletes as provided in these Bylaws. Each member of the Election Committee, however chosen, shall serve a term of one year commencing with adjournment of the Annual Meeting of the Board of Directors, but shall continue to serve until his or her 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 elect a 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 his or her 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.

c. Proceedings. The proceedings of the Committee shall be open, except for 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 7. **Nominating Committee.** The Nominating Committee is a Standing 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 not fewer than six and nor more than 10 members, as follows:

i. Two athletes selected by the Athlete Council;

ii. Four members selected by the Board who may but need not be members of the Board, but at least one of whom shall be an Independent Director; and

iii. The four most recent past presidents of the United States Fencing Association who are willing to serve on the Nominating Committee and who are not otherwise disqualified from doing so.

iv. In the final year of his or her term, the President, unless disqualified, shall chair the Nominating Committee, but shall not vote.

v. No person may serve on the Nominating Committee who 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 is a member of the Nominating Committee, provided that any person who irrevocably renounces his or her right to seek reelection is not disqualified from service.

vi. Except as provided in subsection 7.b.iv above, The Nominating Committee shall annually select its chair.

Section 8. **Meetings.** Except as otherwise provided in these Bylaws, every committee, commission and task force 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 President. 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 9. **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 President 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 10. **Terms of Service.** Except for members of commissions, for whom the Board may otherwise provide, and unless otherwise provided in these Bylaws, committee members shall serve from the date of their appointment until the succeeding Annual Meeting of the Board.

ARTICLE XIII INDEMNIFICATION

Section 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 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 in Section 1 of this Article 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 in Section 1 of this Article and has demonstrated that the amounts to be reimbursed or paid are properly eligible for payment under that Section.

Section 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 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 of the coverage to be obtained and does not restrict the USFA from procuring insurance that provides broader coverage.

Section 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 XIV EFFECTIVE DATE AND AMENDMENTS

Section 1. **Effective Date.** Upon approval of these Bylaws in an election by the membership, these Bylaws shall take effect on August 1, 2010 and the Bylaws in effect prior to that date shall be repealed in full except as otherwise provided in these Bylaws.

Section 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 member of the Board of Directors may move the adoption of amendments to these Bylaws or the adoption of new bylaws. Not later than forty-five days before the date of any meeting of the Board at which an amendment or new bylaw is to be considered, 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 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 members of the Board of 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 a later time.

Section 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 two 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 member 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 withing 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 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 XV IRREVOCABLE DEDICATION OF ASSETS

Section 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 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 commercial 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 USOC and 36 U.S.C § 220529, or (2) involving the opportunity of any amateur 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 USOC.

ARTICLE XVII TRANSITION

Section 1. Transition, Deletion of Transition Provisions and Saving Clause.

Notwithstanding any provision in these Bylaws to the contrary, and upon adoption of these Bylaws, the provisions of this Article shall govern transition to these Bylaws from those in effect immediately prior to the effective date hereof. Each Section or Subsection of this Article shall without further action by the membership, the Board of Directors or otherwise, expire as provided therein. Upon the expiration of final surviving Section of this Article, this Article shall automatically be deleted from these Bylaws without further action by the USFA or any element thereof. All acts taken hereunder shall remain valid and binding despite such deletion. For the purposes of this Article, it is anticipated that an election for approval of these Bylaws will take place in 2010. Should that election be delayed by one or more years, the dates stated in this Article shall be adjusted accordingly.

Section 2. Transition Provisions Relating to Officers of the USFA.

a. President and Treasurer. The incumbent President and Treasurer of the USFA on the date of adoption of these Bylaws shall continue to serve until the next election for those positions as provided in these Bylaws. The incumbent President and Treasurer are not prohibited from standing for re-election to the positions they hold on the effective date nor from seeking other elected positions in the USFA. This Subsection shall expire upon commencement of the terms of the those selected in the first election of officers in accordance with and after adoption of these Bylaws.

b. Vice Presidents and Secretary. The incumbent Vice Presidents and Secretary of the USFA on the date of adoption of these Bylaws shall continue to serve until the 2010 annual meeting of the Board of Directors, at which times the terms of those officers shall terminate. This Subsection shall expire upon adjournment of the annual meeting of the Board of Directors conducted in the calendar year in which these Bylaws are adopted.

i. At its 2010 annual meeting, the Board of Directors shall determine whether to appoint Vice Presidents in accordance with these Bylaws and, if so, shall fill the positions as provided in the Article governing the creation of and appointment to the position or positions so created. Any person or persons selected to fill the position of Vice President shall take office upon the later of the adjournment of the Annual Meeting or the person's completion of the affirmation prescribed by these Bylaws.

ii. At its 2010 annual meeting the Board of Directors shall fill the position of Secretary in the manner set forth in the Article and Section of these Bylaws providing for appointment of a person or persons to discharge the secretarial functions of the USFA.

Section 3. Transition Provisions Relating to the Board of Directors.

a. Officer Directors. Upon execution of the affirmation provided for their respective offices, the incumbent President and Treasurer at the time of adoption of these Bylaws

shall serve as directors until their successors are selected and take office in accordance with these Bylaws.

b. Athlete Directors. The Athlete Advisory Group as it exists on the effective date of these Bylaws shall, no later than September 1, 2010, select individuals to fill the Athlete Director positions created by these Bylaws and who shall assume those positions upon execution of the qualifying affirmation provided in these Bylaws for member of the Board of Directors.

c. Independent Directors. Those members of the Board of Directors as it exists on the date of adoption of these Bylaws who meet the criteria prescribed for Independent Directors and who have executed the affirmation provided for members of the Board of Directors shall draw lots to determine an order of priority. Lots shall be drawn at the first meeting of the Board of Directors following such adoption. If at the time lots are drawn more than two members of the Board meet the criteria prescribed for Independent Directors, the two who take the first and second positions as a result of the draw shall, upon execution of the affirmation provided for members of the Board of Directors, continue as such after the effective date of these Bylaws. The term of the Independent Director who takes the first position as a result of the drawing of lots shall expire in 2011 and the term of the Independent Director who takes the second position as a result of the drawing of lots shall expire in 2010.

d. At-Large Directors. At its Annual Meeting in 2010, the Congress of the USFA shall elect four individuals who have executed the affirmation provided for members of the Board of Directors and who otherwise meet the qualifications prescribed in these Bylaws for At-Large Members. In such election, Congress shall elect two At-Large Directors whose terms are specified to expire in 2011 and two At-Large Directors whose terms are specified to expire in 2012.

e. Elite Coach Director. At its first meeting following adoption of these Bylaws, the Board of Directors shall select an individual who meets the qualifications prescribed for Elite Coach Director. The term of the person so selected shall commence on September 1, 2010 and shall continue until the election of his or her successor as set forth in these Bylaws, provided he or she has executed the affirmation prescribed for members of the Board of Directors. The Board of Directors may select one or more alternate Elite Coach Directors against the contingency that the person first selected declines to serve or to execute that affirmation, in which event the alternate or alternates shall become eligible to become members in the order established by the Board.

f. Club Director. At its first meeting following adoption of these Bylaws, the Board of Directors shall select an individual who meets the qualifications prescribed for Club Director. The term of the person so selected shall commence on September 1, 2010 and shall continue until the election of his or her successor as set forth in these Bylaws, provided he or she has executed the affirmation prescribed for members of the Board of Directors. The Board of Directors may select one or more alternate Club Directors against the contingency that the person first selected declines to serve or to execute that affirmation, in which event the alternate or alternates shall become eligible to become members in the order established by the Board.

g. Age Group Parent Director. At its first meeting following adoption of these Bylaws, the Board of Directors shall select an individual who meets the qualifications prescribed for Age Group Parent Director. The term of the person so selected shall commence on September 1, 2010 and shall continue until the election of his or her successor as set forth in these Bylaws, provided he or she has executed the affirmation prescribed for members of the Board of Directors. The Board of Directors may select one or more alternate Age Group Parent Directors against the contingency that the person first selected declines to serve or to execute that affirmation, in which event the alternate or alternates shall become eligible to become members in the order established by the Board.

h. Volunteer Staff Director. At its first meeting following adoption of these Bylaws, the Board of Directors shall select an individual who meets the qualifications prescribed for Volunteer Staff Director. The term of the person so selected shall commence on September 1, 2010 and shall continue until the election of his or her successor as set forth in these Bylaws, provided he or she has executed the affirmation prescribed for members of the Board of Directors. The Board of Directors may select one or more alternate Volunteer Staff Directors against the contingency that the person first selected declines to serve or to execute that affirmation, in which event the alternate or alternates shall become eligible to become members in the order established by the Board.

i. Expiration. This Section shall expire upon the adjournment of the 2010 Annual Meeting of the Board of Directors.

Section 4. Athlete Council Transition. After the effective date of these Bylaws, but before September 1 of the year of adoption, the members of the Athlete Advisory Group as it exists on the effective date shall select individuals to fill each of the Athlete Council positions created by these Bylaws. The individuals chosen as members of the Athlete Council may, but need not, be members of the Athlete Advisory Group and shall satisfy the requirements of the positions for which they are chosen. Athlete Council members so selected shall serve until the next scheduled election for the position they hold and are not prohibited from seeking election to those or other positions. This Section shall expire upon the adjournment of the 2010 Annual Meeting of the Board of Directors.

Section 5. Divisions and Sections. The system of Divisions and Sections in effect on the date of adoption of these Bylaws shall remain in effect unless and until changed in the manner specified herein for Bylaw amendments.

Section 6. Responsibilities and Powers of Congress. To the extent not inconsistent with the provisions of these Bylaws, the responsibilities and powers assigned to the Congress in Article VII, Sec. 9.c. of the Bylaws of the USFA as they existed immediately prior to the effective date of these Bylaws are transferred to and shall after the effective date hereof be discharged by the Board of Directors, unless and until such time as the Board of Directors shall by resolution otherwise prescribe.