

UNITED STATES FENCING ASSOCIATION

BYLAWS

**including Amendments Adopted at the
Annual Membership Meeting
held on
July 3, 1997**

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BYLAWS

UNITED STATES FENCING ASSOCIATION

ARTICLE I

NAME AND ORGANIZATION

Section 1. Name. As provided by the Articles of Incorporation, this 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 shall be incorporated, organized and operated 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.

Section 4. Tax Exemption. The United States Fencing Association shall qualify and 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. Compliance with USOC Regulations. All acts and policies of the USFA shall accord with the Constitution, Bylaws and lawful regulations and directives of the USOC applicable to National Governing Bodies.

ARTICLE II

PURPOSES

The purposes of the USFA shall be:

1. To promote the social welfare by advancing physical fitness through the establishment, maintenance and promotion of regular programs of athletic activity, physical conditioning and training in the art and sport of fencing.
2. To combat juvenile delinquency by providing, for children and youths, regular supervised

- programs of wholesome athletic activity and training in the art and sport of fencing.
3. To further individual self-discipline, build character and promote sportsmanship by providing regular supervised training, instruction and competition in the art and sport of fencing.
 4. To aid in the improvement and development of the powers of analysis, thinking, decision-making, and self-discipline of the individual through training in the art and sport of fencing.
 5. To provide programs of supervised and qualified instruction with approved and trained coaches and teachers in the art and sport of fencing.
 6. To organize and supply direction for intercollegiate and interscholastic fencing meets and competitions.
 7. To instruct the public and provide general information with respect to the art and sport of fencing and the benefits to be derived from participation therein through lectures and other programs on the subject useful to the individual and beneficial to the community.
 8. To disseminate knowledge and basic factual material about the art and sport of fencing.
 9. To establish classes of formal instruction in the art and sport of fencing by a regular faculty according to a regular curriculum at fixed locations.
 10. To establish and promote a nationwide program of fencing competitions.
 11. To establish and promote the growth of fencing clubs and salles d'armes throughout the country.
 12. To select and prepare individuals and teams to represent the United States in international competitions including the Olympic Games and the Pan-American Games.
 13. To encourage the art and sport of fencing in the United States of America, its territories and possessions, to define amateur status in respect to fencing and to formulate and enforce regulations relating thereto.
 14. To formulate and publish rules for management of fencing contests and exhibitions in the United States of America, its territories and possessions.
 15. To group all fencers within its territorial jurisdiction for the purposes of conducting annual local and national championships, and competitions preliminary thereto designed to awaken and maintain interest in competitive fencing as well as in the art of fencing as a cultural promotion and exercise.
 16. To promote "people-to-people" friendship by maintaining harmonious relations with fencing systems of foreign countries and committees of other organizations interested in promoting international competitions and advancing the sport and art of fencing.

ARTICLE III

FISCAL YEAR AND FINANCES

Section 1. Fiscal Year. The fiscal year of the USFA shall commence on the first day of November and end on the following thirty-first day of October, unless the Board of Directors shall by resolution specify other commencement and ending dates.

Section 2. Endorsement of Checks, etc. All checks, drafts or other orders for the payment of money, obligations, notes or other evidence of indebtedness, and all other instruments signed or issued on behalf of the USFA, shall be signed or endorsed by such officers or agents of the organization as the Executive Committee shall by resolution specify.

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 Executive Committee or its designee.

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. Rights of Members to Compete/Vote. All individual members, except Associate Members, shall be entitled to participate in any competition held under the auspices of the USFA, 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 or classes of members or competitions.

All individual members who have paid their dues, as specified by the Board of Directors on or before February 1st of each membership year and who have attained their 18th birthday as of that date and whose dues have been received by the USFA National Office on or before that date shall have the right to vote on all matters that may be voted on by the USFA pursuant to these Bylaws and to hold any office to which they may be elected or appointed. The date of admission to membership is determined according to the provisions of Article 0.

Section 3. 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 0 of these Bylaws. All rights and privileges of membership shall cease upon death, resignation, expulsion or failure to pay dues.

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 as established from time to time by the Board of Directors.

Section 2. Dues Payable to Divisions and Sections. Not less than 18% of the dues collected in any one year from all classes of individual competitive memberships shall be allocated to the Divisions and Sections in such proportion as the Board of Directors determines, and Divisional and Sectional shares of dues shall be paid by the USFA National Office to the Treasurers of the Divisions and Sections to be retained by them. Any change in the allocation of dues shall be accomplished not later than the Annual Meeting of the Board of Directors preceding commencement of the affected fiscal year.

Where the Division is not a member of any specific Section, the Sectional share of dues shall be retained by the USFA.

Section 3. Membership Year. The membership year shall commence on August 1 and end on the following July 31. All dues are payable on 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 between April 1 and July 31 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. Those portions allocated to Divisions and Sections shall be distributed to the Treasurers of the Divisions and Sections on a quarterly basis. Before a Division or Section is eligible to receive any quarterly payments, a financial report must first be filed with the USFA National Office for the previous membership year. That portion of dues not reserved for Divisions and Sections 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 old 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 Divisional Secretary or other duly appointed agent 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 prior to February 1 of that membership year.

ARTICLE VI

OFFICERS

Section 1. Officers. The elected officers of the USFA shall consist of a President, three Vice Presidents, a Secretary 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.

Section 2. Qualifications for Officers. Only voting members may hold office in the USFA. No person may take or hold a position as an elected 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 officer of any Section or Division of the USFA.

Section 3. 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 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. The President shall chair meetings of the Executive Committee, the Board of Directors and the Congress. The President shall have such authorities, powers and duties as are assigned to that office by these Bylaws or are necessary and normally appurtenant to the powers and duties herein specified.

Section 4. Vice Presidents. The Vice Presidents shall perform such duties as the President delegates to them. One Vice President, upon designation by the President, shall fulfill the duties of the President during temporary absences of the President not exceeding four weeks in duration. The Vice Presidents shall serve as full voting members of the Executive Committee.

Section 5. Secretary. The Secretary shall prepare agendas for all meetings of the Board of Directors and Executive Committee and shall prepare and maintain records of the proceedings of those bodies, and shall perform such duties as may be assigned to the Secretary by these Bylaws, the Board of Directors or the President. The Secretary shall be a full voting member of the Executive Committee. In addition, and subject to review by the Executive Committee upon the petition of any aggrieved party, the Secretary shall make all initial decisions regarding questions of membership status, rights and privileges; qualification to fence in competitions sanctioned by the USFA; issues of representation of clubs, Divisions or Sections; and qualification of competitors by appeal in cases where the rules so allow.

Section 6. Treasurer. The Treasurer shall account 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 organization from the time of the preceding report. The Treasurer shall confer with independent auditors selected by the Board of Directors and shall report on their findings. The Treasurer shall assist the President or the President's designee in the formulation of proposed budgets for consideration and review by the Board of Directors.

Section 7. Terms of Office. 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.

Section 8. Removal of Officers. Any officer of the USFA may be removed from office by the Congress through the procedure prescribed in this section:

- a) No officer may be removed except upon cause.
- b) Impeachment shall require the affirmative assent of a majority of those voting on the issue at any duly constituted meeting of the Congress 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.
- c) Following an affirmative vote of impeachment, the officer impeached shall continue to hold office and to execute the duties attendant thereto unless the Board of Directors, at any subsequent meeting, shall with the concurrence of two-thirds of those voting on the issue, vote to suspend the officer pending a final determination of the question of removal. If an officer other than a Vice President is so suspended, the Executive Committee shall promptly meet to appoint one of the Vice Presidents to fill the office of the suspended party until the question of removal has been finally determined. If the suspended officer is a Vice President, the office shall remain open pending final determination of the question of removal.
- d) Those members of the Congress who voted affirmatively on any adopted motion of impeachment shall select one or more persons to prosecute the case for removal, which shall be tried by the Congress at its next regular or special meeting, but in no event less than 30 days nor more than 150 days following impeachment.
- e) The Legal Committee shall appoint one of its members 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 to fairly do justice to the parties and the issues, provided that the right of the accused to confront and examine the witnesses and evidence offered in support of removal shall not be abridged.
- f) Removal of an officer shall occur upon the affirmative vote of two-thirds of those present in person and casting ballots on the question. In such event the office theretofore held by the party removed shall be vacant.

Section 9. Recall of Officers. Any officer may be recalled by the membership as provided in this section.

- a) An officer shall be recalled upon:
 - (i) the affirmative vote of two-thirds of the Congress; or
 - (ii) upon petition of not less than 10 percent of the members of the USFA who

are eligible to vote, provided that there must be at least 10 petitioners from each Section and at least two petitioners from a majority of the Divisions in each Section.

- b) Upon recall, a special election shall be conducted promptly in accordance with the election procedures provided by these Bylaws, with such appropriate modifications to the dates and schedules there stated as the Board of Directors shall prescribe. The recalled officer may be a candidate for the vacant office if nominated by the Nominating Committee or by meeting petition requirements provided elsewhere in these Bylaws.
- c) Upon the authentication of qualifying petitions, the recalled officer may be suspended from office by a two-thirds vote of the Board of Directors, in which event the Executive Committee shall promptly meet to appoint one of the Vice Presidents to fill the office until a recall election has been held and the office has thus been filled by the voting membership. If the officer recalled was a Vice President, the office shall remain vacant until an election has been held and a successor qualified.

Section 10. Vacancy in Office of President. A vacancy in the office of President shall be filled as follows:

- a) Except for temporary absences of the President for which provision is made elsewhere, if less than two years remain in the term of office, the vacancy, whether arising from resignation, death, removal or otherwise, shall be filled by interim appointment by the Executive Committee until the next meeting of the Board of Directors, at which time the Board shall fill the vacancy for the balance of the term. In filling vacancies, the Board may appoint any member eligible to hold office.
- b) If more than two years remain in the term of office, the Executive Committee shall appoint one of the duly elected Vice Presidents 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 become vacant and shall be conducted to the extent possible according to the procedures set forth in Article 0 of these Bylaws. The members of the Nominating Committee and Election Committee who served during the last regular election shall again fulfill those roles for the special election, provided that any member may resign to seek the vacated office. Vacancies on the Nominating and Election Committees so created shall be filled by the Executive Committee. The Election Committee shall make such adjustments in the deadlines, due dates and procedures specified in Article 0 of these Bylaws as are necessary for the timely and fair conduct of the special election.

Section 11. Other Vacancies. All other vacancies in offices of the USFA, whether arising from resignation, death, removal or otherwise, shall be filled by interim appointment by the Executive Committee until the next meeting of the Board of Directors, at which time the Board shall fill the vacancy for the balance of the term. In filling vacancies the Board may appoint any member eligible to hold office.

ARTICLE VII CONGRESS

Section 1. Congress. There shall be a Congress of the USFA with the powers and responsibilities described below.

Section 2. Composition. The Congress shall be composed of representatives ("Representatives") as follows: the elected National officers of the USFA, the Chair of each Section, the Chair of each Affiliate Member, and Representatives from each Division of the number hereinafter specified:

- a) Each Division shall be entitled to one Representative for the first 75 members and an Additional Representative for each succeeding 75 members or major fraction thereof. Members, for the purpose of entitlement to Additional Representatives, shall be members in good standing as of the end of the membership year preceding the year in which the Representatives take office.
- b) The President of the U.S. Fencing Coaches Association of America, if also a member of the USFA, and any member of the USFA who serves on the Executive Committee of the FIE shall ex officio (with voice, but without vote) be a Representative.
- c) The members of the Congress shall be selected without regard to race, color, religion, national origin or sex. It is the policy of the USFA that there shall be reasonable representation of both sexes in the Congress.

Section 3. Election to Congress. The Representatives of each Division shall be elected annually by the membership of each Division in the manner specified in the Bylaws of the USFA and of the Division.

- a) In the election for Representatives, each Divisional member eligible to vote shall be entitled to cast as many votes as there are Representatives to be elected. Each such member may cast the whole number of his votes for one nominee or distribute them among two or more nominees as he may prefer.
- b) Each Division is authorized to elect alternate Representatives, the number of which shall not exceed twice the number of Representatives representing the Division.

The Division shall notify the Secretary of the USFA of the names of the alternate Representatives and the order in which they substitute for absent Representatives and shall establish procedures for notifying alternates when their presence at meetings is needed. In the absence of a Representative from a meeting of the Congress, the alternate so designated may attend and exercise at such meeting the powers of the absent Representative. The alternate need not receive notices from the Secretary of the USFA and need not be placed on the mailing list of the Congress for any purpose.

Section 4. Conduct of Meetings. The President shall preside at all meeting of the Congress and the President or other officers shall provide reports on activities of the USFA, Committee actions and budget performance.

Section 5. Quorum. At any meeting of the Congress a quorum shall be seven members present in person. On failure of a quorum a lesser number shall have the power to adjourn to a given time and place. The date, place and time of each meeting shall be designated by the President.

Section 6. Annual Meeting. The Annual Meeting of the Congress shall be convened, upon not less than 30 days' notice, in the same city as, and during, the Summer National Championship Tournament, at a date and time fixed by the President of the USFA.

Section 7. Special Meetings. Special Meetings of the Congress may, and upon written request of fifteen or more Representatives shall, be called by the President on 30 days' notice. All notices shall state the object of the Special Meeting, and business not mentioned therein, or in any other notice sent not less than 30 days' before the Special Meeting, may not be acted on at any Special Meeting.

Section 8. Voting by Mail.

- a) Any specific question or matter which might be passed at a Special Meeting of the Congress shall be submitted to a vote by mail at the discretion of the President, or upon written request of any fifteen Representatives who hold membership, in the aggregate, in three or more Divisions.
- b) On a vote by mail, the Secretary of the USFA shall mail to each member of the Congress a clear statement of the question to be voted upon, and of the date on which voting shall be closed, with a request that each member cast his vote thereon and communicate it to the Secretary prior to the closing date. The closing date shall be not less than 14 days after the mailing of the question.

Section 9. Responsibilities and Powers. The Congress shall have the following responsibilities and power, and such others as may be designated in these Bylaws or delegated by the Board of Directors or the Executive Committee.

- a) to elect four (4) directors to the Board of Directors;
- b) to elect the Nominating Committee as described below;
- c) to elect those Trustees of the U.S. Fencing Foundation as may be provided in the Bylaws of the U.S. Fencing Foundation;
- d) to approve any nominations by the President for the following positions, and such other positions as the Board of Directors or Executive Committee shall designate:
 - (i) Editor of American Fencing Magazine
 - (ii) Chair and members of the Hall of Fame Committee
 - (iii) Appointments to the Board of Directors other than those specified in section 8 c) of Article VIII;
- e) to propose legislation and resolutions to the Board of Directors and Executive Committee;
- f) to impeach and recall officers under the procedures set forth in these Bylaws.

Section 10. Attendance by Non-Members. Any member of the USFA may attend meetings of the Congress but shall not be entitled to voice or vote at any such meeting.

Section 11. Receipt of Minutes. Each member of the Congress shall receive copies of minutes or summaries of all meetings of the Board of Directors and the Executive Committee, including each budget and variance of budget adopted by the Board of Directors or Executive Committee.

Section 12. Election of Directors. Congress shall elect four (4) directors to the Board of Directors at each Annual Meeting of the Congress, or at such Annual Meeting may adopt a procedure to elect such directors by mail vote. Such directors may, but need not, be Representatives to the Congress. Any vacancy on the Board of Directors by one of the directors elected by the Congress may be filled at its next Annual Meeting, at a Special Meeting or by a mail vote.

Section 13. No Proxy Voting Allowed. Members of the Congress may not vote by proxy.

ARTICLE VIII BOARD OF DIRECTORS

Section 1. Management Responsibility. The Board of Directors shall be vested with the full powers and responsibility for the management and policies of the USFA subject to these Bylaws.

Section 2. Composition. The Board of Directors shall be composed of:

- a) the President, the three (3) Vice Presidents, the Secretary, and the Treasurer of the USFA;
- b) one (1) director elected by the members of each Section of the USFA;

- c) six (6) "Athletes" elected by Athletes, or such additional number as may be required to achieve 20% representation;
- d) four (4) directors elected by the Congress;
- e) up to four (4) directors appointed by the President;
- f) a representative from amateur sports organizations, if any, which are USFA members, and which conduct, on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international fencing competition, a national program or regular national fencing competition.

Section 3. Non-Discrimination. The members of the Board of Directors shall be selected without regard to race, color, religion, national origin or sex. It is the policy of the USFA that there shall be reasonable representation of both sexes on its Board of Directors.

Section 4. Election of National Officers. The National officers of the USFA shall be elected every four years by the membership of the USFA in the manner specified in these Bylaws.

Section 5. Section Director Election.

- a) Each Section shall elect a director pursuant to procedures and guidelines adopted by the Board of Directors or the USFA Executive Committee.
- b) Such directors shall serve terms of one (1) year, or until their successors shall have been elected and qualify.

Section 6. Athlete Director Election.

- a) Athletes shall elect Athletes as directors pursuant to procedures and guidelines adopted by the Board of Directors or the Executive Committee.
- b) Such directors shall serve terms of two (2) years, or until their successors shall have been elected and qualify.
- c) The definition of "Athlete" for the purposes of these Bylaws shall be as adopted by resolution of the Board of Directors. In the absence of action to the contrary, the Board of Directors shall be deemed to have adopted the following definition of "Athlete":

"An Athlete for the purpose of the Bylaws shall mean a current member of the USFA who: (1) is actively competing and has been among the top 32 senior point holders in a weapon at the conclusion of one or both of the two seasons preceding the election; or (2) represented the United States in fencing at the Pan American or Olympic Games within the 10 years preceding the election."

Section 7. Congress Director Election. -

- a) The USFA Congress shall elect four (4) directors.
- b) Such directors shall serve terms of one (1) year, or until their successors shall have

been elected and qualify.

Section 8. Presidential Appointment Directors.

- a) The President of the USFA may appoint up to four (4) directors.
- b) Such directors:
 - (i) may but need not be members of the Executive Committee
 - (ii) shall not qualify until their appointments have been approved by the USFA Congress, except for directors appointed pursuant to Section 8 c) of this Article VIII.
 - (iii) Such directors shall serve terms of one (1) year, or until their successors shall have been appointed and qualify;
- c) If the parties appointed or elected as directors by all other means do not include at least two (2) persons that meet the definition of "National Level Coaches", then:
 - (i) the President's appointment of directors shall include at least such number of persons that meet the definition of National Level Coach so that not less than 2 persons meeting that definition are directors.
 - (ii) If other elections or appointments have not been completed at the time the President designates his appointments, he may make conditional appointments;
 - (iii) appointments of persons meeting the definition of National Level Coach shall not require approval of the Congress;
- d) The definition of National Level Coach for the purpose of these Bylaws shall be as adopted by resolution of the Board of Directors or the Executive Committee.

Section 9. Vacancies. If there is a vacancy on the Board of Directors, except for National Officers, the position shall be filled by the appointment or election, as the case may be, of the person or group that appointed or elected the vacating party to the Board of Directors.

Section 10. Quorum. At any meeting of the Board of Directors a quorum shall be seven members present in person. On failure of a quorum a lesser number shall have the power to adjourn to a given time and place. The date, place and time of each meeting shall be designated by the President.

Section 11. Annual Meeting. The Annual Meeting of the Board of Directors shall be convened, upon not less than 45 days' notice, during the month of September or October.

Section 12. Special Meetings.

- a) Special Meetings of the Board of Directors shall be called by the President, on at least 30 days' written notice to each member of the Board of Directors. Special meetings shall be called not less than two (2) times in each calendar year. Meetings of the Board of Directors shall also be called by the President, upon written request of five (5) or more directors.

- b) Not less than 14 days prior to any meeting of the Board of Directors, there shall be mailed to each member 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, except that, if:
 - (i) a supplement to the agenda is sent by facsimile transmission, mailgram or telegram to the members not less than 72 hours prior to the meeting; and
 - (ii) two-thirds (2/3) of the members present and voting at the meeting vote to consider the matter.

Section 13. Action on Congressional Matters. Any proposed resolutions or legislation from the Congress shall be included on the agenda for the next Board or Executive Committee meeting (as appropriate) which is not less than 21 days after such item is received by the National Office. The Board shall take such action as it deems appropriate, which action may include adoption, adoption with amendments, rejection, submission to committee, or tabling. At the next meeting of the Congress, the Board shall report to the Congress on actions taken with respect to all proposed resolutions or legislation submitted by the Congress.

Section 14. Voting by Mail.

- a) Any specific question or matter which might be considered at a meeting of the Board shall be submitted to a vote by mail at the discretion of the President, or upon written request of any seven members of the Board of Directors.
- b) On a vote by mail, the Secretary of the USFA shall mail to each member of the Board a clear statement of the question to be voted upon, and of the date on which voting shall be closed, with a request that each member cast his vote thereon and communicate it to the Secretary prior to the closing date. The closing date shall be not less than 14 days after the mailing of the question.

Section 15. Executive Committee. The Board of Directors shall have an Executive Committee composed of not less than five members which Committee shall include the President, each of the 3 Vice Presidents and the Secretary and such other members (who may, but need not be members of the Board of Directors) as may be appointed by the President and approved by the Board of Directors. The Executive Committee, shall have such powers as the Board may by resolution prescribe or delegate, provided, however, that the power so delegated shall be limited to the power to take action until the next meeting of the Board of Directors.

Section 16. Legal Counsel. The Board of Directors shall appoint annually legal counsel to advise and represent the USFA, its directors and officers.

Section 17. Amateur Status. The Board of Directors shall have power to define amateur status and, in the absence of action to the contrary, the Board of Directors shall be deemed to have

adopted the following definition:

"Any fencer is an amateur who does not practice fencing except for his own pleasure, for relaxation or for his health and without ever gaining any profit from it."

The Board of Directors shall have the sole power to interpret this section, to enact an amateur code for the guidance of the members of the USFA; to prescribe and apply disciplinary penalties for infractions of the amateur code, including warning, reprimand and temporary or permanent suspension from amateur competition, according to the circumstances, and to grant reinstatement hereunder. Members of the Armed Forces of the United States duly appointed or assigned as instructors of fencing are exempt from the provisions of this section when in the discharge of such official duty.

Section 18. Competition/Exhibition Rules. The Board of Directors shall have power to formulate, establish, and publish the rules governing all member fencing competitions and all exhibitions in which a member of the USFA shall participate, and in the absence of action to the contrary the Board of Directors shall be deemed to have formulated, established and published the following rules:

- a) All fencing competitions in the United States, its territories and possessions, shall be conducted only under the rules and sanction of the USFA.
- b) A fencer willfully competing in fencing competition in the United States, its territories and possessions, not held under the rules and sanction of the USFA, shall be liable to suspension and may be held ineligible to enter any contest under USFA auspices for such period of time as the Board of Directors may determine.
- c) Any fencer knowingly competing in fencing competition with any one who has been suspended or disqualified by the Board of Directors of the USFA renders himself liable to suspension and may be held ineligible to enter any contest under USFA auspices for such period of time as the Board of Directors may determine.
- d) Professionals shall be permitted to compete in competition only under such rules and conditions as the Board of Directors may from time to time prescribe.

Section 19. National Championships. The Board of Directors shall arrange for the conduct of National Championship Tournaments and shall select the times and places thereof.

Section 20. Disciplinary Powers. The Board of Directors by a two-thirds vote of the members voting shall 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. Any other legal sanction may be imposed by the Board of Directors or the Executive Committee upon a majority vote or by action of any

committee or group 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 or by the Executive Committee.

Section 21. No Proxy Voting Allowed. Directors may not vote by proxy.

ARTICLE IX

PROCEDURE AND ORDER OF BUSINESS: MEETINGS OF THE USFA AND THE BOARD OF DIRECTORS

Section 1. Order of Business. Unless those entitled to vote at the meeting shall determine otherwise, the order of business at any meeting of the Board of Directors or the members shall be as follows:

- | | |
|--------------------------------------|------------------------------------|
| 1. Reading of Minutes | 4. Elections (when appropriate) |
| 2. Report of Officers and Committees | 5. Unfinished Business |
| 3. Proposed Amendments to Bylaws | 6. New Business (when appropriate) |

Section 2. Procedures at Meetings. The President shall preside at all meeting of the Board of Directors and the USFA Membership. Unless otherwise provided for in these Bylaws or in the Colorado Nonprofit Corporation Act, procedure at meetings and procedure relating to contested elections shall be governed by the provisions of Robert's Rules of Order.

ARTICLE X

COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. Committees. Subject to the provisions of these Bylaws, the President, with the approval of the Board of Directors or the Executive Committee, shall have the power to create and appoint the members of such standing and special committees as he may deem necessary or appropriate, designate the chairs thereof, and assign functions thereto. The members of committees, need not be members of the Board of Directors.

Section 2. Committee Meetings. Every committee shall meet from time to time at the call of the Chair thereof, and it shall be the duty of the Chair to call a meeting upon the written request of a majority of the members of his committee or of the President.

Section 3. Committee Reports. The Chair of each Committee shall transmit a full report of its activities to the President of the USFA prior to the Annual Membership Meeting of the USFA,

and each Committee shall make such special reports as the President or Board of Directors shall direct.

ARTICLE XI

MEMBERSHIP MEETINGS

Section 1. Annual Membership Meeting. The Annual Membership Meeting of the USFA shall be convened in the same city as, and during, the Summer National Championship Tournament, at a date and time fixed by the President of the USFA.

Section 2. Special Membership Meetings. Special Membership Meetings of the USFA may be called by the President, or the Board of Directors at a time and place of which there shall be at least 30 days' notice. Business not specified in the notice of any such meeting shall not be acted upon.

Section 3. Quorum. At any Membership Meeting of the USFA a quorum shall consist, unless specifically otherwise provided for particular purposes of meetings, of 25 members, present in person or by proxy, and all business before the meeting other than elections may be voted on in person or by proxy, and a majority vote of those voting shall rule, provided, however, that no proxy shall be voted on a proposed change to the Bylaws unless the proxy specifies whether it is to be cast for or against the amendment.

ARTICLE XII

ELECTIONS

Section 1. Nominating Committee. At the Annual Meeting of the Congress in the calendar year immediately preceding that in which the Olympic Games, at which fencing is contested, are to be held, there shall be elected by the Congress a Nominating Committee which shall nominate candidates for the offices of President, each of the Vice President positions, Secretary and Treasurer. The Nominating Committee shall be constituted with one representative from each Section elected by the Congress from the whole of the membership of the USFA. The Nominating Committee shall report to the Secretary not later than December 15 of the calendar year in which it is empaneled. The Secretary shall mail to each member of the USFA a notice of the nominations filed by the Nominating Committee or cause such notice to be published in the first issue of the official publication of the USFA printed after issuance of the Nominating Committee report, but in no event shall notice be given later than January 31 of the year in which elections are to be conducted. If any person nominated by the Committee at any time chooses to withdraw from consideration or for any reason becomes unable to stand for election, the Nominating Committee shall promptly meet to select a substitute candidate for the position. The report of the Nominating Committee shall be available upon request to any member of the Association.

Section 2. Nominations by Petition. Additional nominations may be made on the written petition of not less than two percent of the voting membership as of the close of the preceding membership year with at least twenty-five members from each of three different Sections subscribing to the petition. No petition shall serve to nominate candidates for office unless the original of all parts thereof is received in the National Office and a copy is received by the Secretary 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 10 days before due, shall raise a presumption of timely delivery to the addressee.

Section 3. Slates of Candidates. Candidates for office may stand for election as individuals or may compose a slate to be voted on in its entirety. Candidates nominated by the Nominating Committee shall run as individuals. Slates may be nominated by qualifying petitions naming each member of the slate, stating the office which each member of the slate will occupy if the slate is elected and clearly disclosing that the entire slate is being nominated. No person may stand for election both as an individual candidate and as part of a slate.

Section 4. Election Committee. The Board of Directors shall at its annual meeting, but in no event later than March 1 of each year, choose an Election Committee of five individuals, including a chair, to fairly administer the election of National officers and balloting on other issues brought before the membership. Only voting members of the USFA may serve on the Election Committee. The 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 provide for the mailing, validation and tallying of ballots; shall certify the results of the election; and shall arbitrate, after notice and an opportunity to be heard, the grievances of any interested party concerning electoral procedures. Each candidate for the office of President may designate a representative to attend meetings of the Committee, and reasonable notice shall be given to said representative to provide for fair opportunity to attend all meetings of the Committee, but not at the expense of the USFA. 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.

Section 5. Uncontested Elections. If no additional timely nominations have been made for any office, then the nominees of the Nominating Committee for such office or offices shall be certified by the Election Committee as having been unanimously elected.

Section 6. Ballots for Contested Elections. When more than one candidate has been nominated for an office, the Election Committee shall provide for voting by secret ballot as follows:

- a) Notice of the contested election and the names of the duly qualified candidates shall be mailed by first class mail to each member entitled to vote therein. Notice

shall be sent to each such member at the address last designated by the member in writing to the National Office of the organization or, failing such designation, in care of the Secretary of the member's Division. Such notice shall be mailed not later than May 1 of the year in which the election is to be conducted; shall indicate the offices being contested and the duly qualified candidates, identifying those who were nominated by petition; shall include those portions of any report of the Nominating Committee which relate to the contested offices and statements provided by the candidates at their option, the length of which may not exceed one page of 8 1/2 by 11 inch paper copied on both sides; and shall include a form of ballot and a sealable return envelope.

- b) The form of ballot and return envelope shall be prescribed by the Election Committee and shall be designed to minimize ambiguity and to allow easy and accurate validation. Where three or more candidates have qualified for any office, the ballot shall be designed according to a system of preferential voting.
- c) To be valid a ballot must be returned by first class mail at the expense of the voter to the address specified by the Election Committee, must be postmarked not later than the 14th day before the Annual Membership Meeting and must bear such proof of validity as may be determined and specified in advance by the Election Committee.
- d) When ballots are tallied they shall be handled in a manner designed to protect the confidentiality of each member's vote and that also allows ballots to be identified with the validating envelope in which they were received. Ballots and validating envelopes shall be retained until the Annual Meeting of the Board of Directors and for longer if the Board so requires.

Section 7. Elections by Majority. The National officers of the USFA shall be elected by a majority of the votes cast.

Section 8. Membership Labels. All duly qualified candidates shall be provided copies of the membership list and mailing labels upon the payment of a price reasonably determined by the National Office to represent the cost of generating the materials.

Section 9. Consent to Binding Arbitration of Election Committee. No person may be qualified as a candidate for office except upon first agreeing in writing, in such form as may be prescribed by the Election Committee, 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 10. Arbitration Rules. In arbitrating disputes, the Election Committee shall apply, to the extent practical, the *Rules of Commercial Arbitration* of the American Arbitration Association.

ARTICLE XIII

NOTICES AND MAILING OF BALLOTS

Section 1. Notices to Last Known Address. Any notices or ballots shall be deemed validly given or delivered if mailed to a member at the address last designated by such member to the Secretary of the USFA or, failing such designation, to the member at the address of such member, furnished by the Secretary of his or her Division.

Section 2. Notice of Annual Meeting. Notice of the Annual Membership Meeting shall be given to all voting members of the USFA by the Secretary, which notice shall be mailed or published in the official publication of the USFA on or before the 14th day prior to such meeting and shall contain a statement of the name or names of the officer or officers to be elected by unanimous ballot, if any, and otherwise a reference to the candidates to be voted on at the meeting. Such notice shall include or be accompanied by the text of any amendment to these Bylaws to be acted upon at such Annual Meeting.

Section 3. Time for Mailing of Ballots. Where any officer is to be voted on at a meeting of the members, ballots for the candidates and return envelopes shall be mailed to all voting members on or before the 28th day prior to such meeting.

ARTICLE XIV DIVISIONS AND SECTIONS

Section 1. Divisions. In order to facilitate the development of fencing in the United States of America, its territories and possessions, The Board of Directors may, upon application in conformance with these Bylaws, create administrative units to be known as Divisions. Such Divisions shall be created by a charter designating the territorial limits of jurisdiction and setting forth such powers as the Board may prescribe and reserving to the Board the right and power to rescind or amend such charter at its discretion or when the total number of members in the Division has fallen below ten.

Membership in a Division shall be limited to persons eligible for membership in the USFA who reside in, or belong to a registered fencing club located within, the territorial limits of the Division and who are not members of another Division.

Section 2. Sections. In order to encourage annual interdivisional competitions throughout the United States of America, its territories and possessions, the Board of Directors is empowered to create non-administrative units to be known as Sections. Such Sections shall encompass large areas whose geographical limits shall be fixed and recorded by the Board. All Divisions lying within the area covered by the Section shall be members of the Section and shall support the annual Sectional Championships as provided in these Bylaws.

Section 3. Division and Section Bylaws. Subject to the directives and limitations contained in these Bylaws, each Division and Section is empowered to draft the Bylaws under which its respective functions shall be carried out.

Section 4. Application for Division Charter. The application for a Charter, addressed to the Secretary of the USFA, shall be signed by not less than ten members, accompanied by the dues and fees for the current year prescribed in these Bylaws and outlining the territorial jurisdiction sought for the proposed Division.

Section 5. Grant or Denial of Division Charters. The Board of Directors shall, at its discretion, grant or deny the request for a Charter. If granted, the Charter shall be the Constitution of the Division and the members thereof shall, within six months, adopt rules for the administration of local affairs not inconsistent with these Bylaws and submit a copy to the Secretary of the USFA.

Section 6. Division Annual Meetings. There shall be an Annual Meeting of the Division, of which there shall be at least 15 days' notice, and a quorum shall consist of seven voting members present in person or by proxy.

Section 7. Divisional Officers. At the Annual Meeting of the Division there shall be elected a Chair, one or more Vice-Chairs, Secretary, Treasurer (or Secretary-Treasurer), Congress Representatives and members of the Divisional Executive Committee. The casting of ballots for officers, Representatives and members of the Divisional Executive Committee may be made in person or by proxy and nominations from the floor at the time of meeting may be made unless the Bylaws of the Division specify to the contrary.

Section 8. Divisional Executive Committee. The management of the Division shall be vested in a Divisional Executive Committee which shall consist of the elected officers and other annually elected members in accordance with Section 7 of this article.

Section 9. Divisional Reports Required. The Division Chair shall, within the time and format specified by the Secretary of the USFA file a complete report of the membership, finances and activities of the Division for the current year.

Section 10. Section Membership. Membership in a Section is limited to members of the component Divisions.

Section 11. Sectional Executive Committee. The management of a Section shall be vested in a Sectional Executive Committee composed of the Chair of each Division in the Section, an additional member from each Division (appointed by such Division's Executive Committee), the Congressional Representatives of each Division in the Section, and the Chair and Secretary-Treasurer of the Section. The Section Chair and Secretary-Treasurer shall be appointed by the Section Executive Committee from among members of the Section. The Chair of the

Section shall become a member of the Congress but will not be entitled to more than one vote. Within the time specified by the Treasurer of the USFA, the Chair of each Section shall file with the Treasurer of the USFA a report of the finances and activities of the Section for the year.

Section 12. Disciplinary Power of Divisions. The disciplinary power of the Divisional Executive Committee shall be limited to the competitive penalties of expulsion or exclusion. All other discipline shall be referred to the Board of Directors.

Section 13. Removal of Division and Section Officers. Officers of the Divisions and Sections may be removed for cause. The Board of Directors may prescribe procedures for removal that provide the accused officer with notice of the asserted grounds for removal and due process during the removal proceedings. If the Board of Directors fails to adopt such procedures, the USFA Executive Committee may remove an officer of a Section or Division if it finds there is cause for such removal after notice to the accused officer and a hearing or other appropriate proceeding in which that officer was accorded due process rights.

ARTICLE XV

THE NATIONAL DIVISION

Section 1. National Division Membership. All members of the USFA who are not eligible, or do not apply for membership in a Division shall be members of the National Division.

Section 2. National Division Administration. The National Division shall be administered by the officers of the USFA and the Board of Directors.

ARTICLE XVI

COLORS

The colors of the USFA shall be Dark Blue and Gold.

ARTICLE XVII

AMENDMENTS

Section 1. Manner of Making Amendments. These Bylaws may be amended at any Annual Membership Meeting of the USFA, or at any Special Membership Meeting of the USFA called for that purpose, by a vote of the majority of those present in person or by proxy. Voting at such meetings is subject to the provisions of Section 3 of Article 0 of these Bylaws. Notice of any proposed amendment setting forth its general tenor shall be given by publication in the official publication of the USFA or by direct mailing to all voting members of the USFA at least 45 days

in advance of the meeting.

The Board may adopt, repeal, or amend any Bylaws, provided however that such adoption, repeal, or amendment must be approved at the next Annual Membership Meeting or Special Membership Meeting that is held at least 60 days after such adoption, repeal, or amendment, or it shall be automatically revoked.

Section 2. Effective Date of Amendments. Unless otherwise specified, amendments to these Bylaws shall take effect on August 1 next after their adoption. Copies of the amendments so adopted shall be mailed to every Division of the USFA within 30 days after their adoption and notice of their adoption shall be given to all members by publication in the official publication of the USFA or by direct mailing.

ARTICLE XVIII

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 provided for in the Constitution and Bylaws of the USOC and Section 205 of the Amateur Sports Act of 1978 (P.L. 95-606), 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 provided for in the Constitution and Bylaws of the USOC.

ARTICLE XIX

TRANSITION

Section 1. Effective Date of 1997 Amendments. The Amendments to the Bylaws (the "1997 Amendments") proposed to be adopted at the Annual Membership Meeting to be held on July 3, 1997 shall take effect at the conclusion of that Meeting, except that those provisions governing the size and constitution of the Board of Directors shall take effect on August 1, 1997.

Section 2. Directors to Act as Representatives. Those parties elected as members of the Board of Directors prior to the July 3, 1997 Annual Membership Meeting shall take office as Representatives to the Congress until their successors shall have been elected and qualified.

Section 3. Conditional Elections Valid. If any group that is authorized under the 1997 Amendments to elect one or more directors, or one or more Representatives to Congress,

conducts a conditional election prior to the 1997 Amendments being adopted, such conditional Representatives shall be considered elected and qualified for their office immediately after the 1997 Amendments are adopted, and such conditional directors shall be considered elected and qualified for their office on August 1, 1997.

Section 4. Deletion of Transition Provision. This Article of the Bylaws shall be deleted from the Bylaws on June 30, 1998, although all acts taken hereunder shall remain valid and binding.