

BYLAWS UNITED STATES FENCING ASSOCIATION AMENDED AND RESTATED

ARTICLE I NAME, ORGANIZATION AND JURISDICTION

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

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

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

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

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

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

ARTICLE II PURPOSES

The purposes of the USFA shall be:

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

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

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

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

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

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

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

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

Section 2.9. To ensure that the principle of non-discrimination on the grounds of race, sex, ethnicity, religion, political opinions, family status or other innate attribute, is respected.

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

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

ARTICLE III FISCAL YEAR; FINANCES

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

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

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

Section 3.4. **Loans and Security Interests.** The USFA may obtain loans and encumber or pledge its assets as collateral for such loans only with the prior authorization of the Board of Directors.

ARTICLE IV MEMBERSHIP

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

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

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

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

Section 4.5. **Membership is Open.** Membership in the USFA may not be denied to any individual or organization on grounds of race, gender, 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 geography, age, gender, skill level or disability or from establishing qualifying criteria for the entry into competitions.

Section 4.6 **Membership Anti-doping Obligations.** It is the duty of members of the USFA to comply with all anti-doping rules of the FIE, the International Olympic Committee ("IOC"), IWAS, the U.S. Anti-Doping Agency (USADA), and the USOPC including the

USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol), the USOPC National Anti-Doping Policy and all other policies and rules adopted by the FIE, IWAS, IOC, USADA, and the USOPC. Members agree to submit to drug testing by the FIE and USADA or their designees at any time as such organizations may require and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension. If it is determined that a member may have committed a doping violation, the member agrees to submit to the results, management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of WADA, the FIE and/or USA Fencing, if applicable or referred by USADA.

Section 4.7. Safe Sport.

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

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

Section 4.8 Membership Safe Sport Obligations.

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

ARTICLE V FEES AND DUES

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

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

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

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

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

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

ARTICLE VI OFFICERS AND SECRETARY

Section 6.1. **Officers.** The elected national 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 hold a position as a national officer of the USFA while simultaneously holding office in any organization recognized by the USOPC as the National Governing Body of another sport. No person may hold a position as an elected national officer of the USFA while serving as an officer of any Affiliated Unit of the USFA. National officers shall also meet the special qualifications of each office set forth below and shall subscribe to the Qualifying Affirmation set forth in Article VII below.

b. 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 USOPC, the FIE, IWAS 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. The President shall chair meetings of 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 a national officer, member of the Board of Directors or chair or member of a Principal Committee(s) who has served as a member of such Principal Committee(s) for minimum of four years 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 or for the entire fiscal year. The Treasurer shall confer with independent auditors selected by the Audit Committee and shall report on their findings. The Treasurer shall submit to the Board and the Audit Committee a standard set of monthly financial statements. The Treasurer shall assist the 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 and of the Board of Directors. Only persons who have demonstrated competence in financial control and management may hold the office of Treasurer. The Treasurer shall chair meetings of the membership and the Board of Directors in the absence of the President.

d. Vice Presidents. The Board of Directors may, from time to time and in its discretion, appoint one or more Vice Presidents. Vice Presidents shall advise the Board of Directors, assist the President in the discharge of the duties of that office and perform such other duties as may be assigned by the Board of Directors. No person may assume the position of Vice President until he or she has executed the Qualifying Affirmation provided in Article VII.

Section 6.2. Terms of Officers. Commencement and Duration. Terms of the President and Treasurer 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 (September 1 of a leap year to August 31 of the following leap year) 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 the foregoing sentence, 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

commenced within ninety (90) days following the end of his or her term. Vice Presidents shall serve until the next annual meeting of the Board of Directors following their appointment. The acceleration or delay of the Olympic Games shall not affect the term of the Quadrennium. This provision does not affect the term of the President in office as of August 31, 2020.

Section 6.3. 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 and six months 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 and six months 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 120 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 qualified 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 6.4. Secretary. The secretarial functions of the Board of Directors consist of preparing and distributing agendas for all meetings of the Board of Directors; preparing , maintaining and distributing records of the proceedings of the Board of Directors; communicating, as directed, the directives, inquiries and messages of the Board of Directors; and such other and additional duties as may be assigned to the Secretary by these Bylaws, the Board of Directors or the President. The President, with the approval of the Board of Directors, shall appoint a person or persons, who is/are either members qualified to hold office or are employed by the USFA, to perform these functions. The person or persons discharging these functions shall serve at the pleasure of the President.

Section 6.5. **Custodian of Records.** The National Office of the USFA shall serve as the custodian of records of the actions by the members, the Board of Directors and of the Principal and 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 or these Bylaws may prescribe.

ARTICLE VII BOARD OF DIRECTORS

Section 7.1. **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 7.2. **Athlete Representation on the Board, Designated Committees and Other Committees.** The USFA shall, at all times, comply with USOPC requirements for the representation of athletes on the Board and all USFA Committees.

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

Section 7.3. **Composition and Qualifications.** The Board of Directors shall include twelve (12) voting members, and such other persons as are designated non-voting members by these Bylaws. The voting members of the Board of Directors shall be classified and qualified as provided in this Section.

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. There shall be four (4) Athlete Directors comprising not less than 33 1/3% of the elected and appointed members of the Board. All Athlete Directors shall be voting members of USAFencing in good standing:

- i. No person shall serve as an Athlete Director unless he or she meets the requirements of Athlete Directors as provided in Appendix II.
- ii. The four (4) Athlete Directors shall be selected of as follows:
 - A. Any Director seated *ex officio* pursuant to Appendix II; and
 - B. The remaining Athlete Directors shall be elected according to the methods established by the Athlete Council.

c. Independent Directors. There shall be three (3) Independent Directors. All Independent Directors shall be individuals who meet the qualifications and are selected as specified in this Subsection.

i. The President shall nominate qualified individuals to serve as Independent Directors subject to confirmation by the Board of Directors. At least fourteen (14) days before presenting his or her Independent Director nomination to the Board, the President shall provide written notice thereof to the chairperson of the Nominating Committee, along with a summary of credentials of the person nominated. A majority of all members of that Committee may propose an alternative Independent Director candidate to the Board.

ii. No person may serve as an Independent Director who (1) is an immediate family member of a USFA member; (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. There shall be three (3) At-Large Directors. All At-Large Directors shall be voting members of the USFA in good standing and shall be elected by the membership.

Section 7.4. Qualifying Affirmation. No person shall be qualified for selection or service as an officer or director of the USFA except upon execution of a writing acceding to the following statement: "As [President] [Treasurer] [Vice President] [director] [other] 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, 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 7.5. Terms of Directors.

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

b. Athlete Directors. Athlete Directors shall serve terms of four years commencing on the first day of September in the year in which they are elected.

c. Independent Directors. Independent Directors shall serve two-year terms commencing on the first day of September and ending on the last day of August. Two Independent Directors shall be selected in even numbered years and one Independent Director shall be selected in odd numbered years. Directors fulfilling the unexpired portion of a vacated position shall serve the remainder of that term.

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. One (1) At-Large Director shall be elected in even numbered years and two (2) At-Large Directors shall be elected in odd numbered years.

e. Tenure. Once Directors have assumed their positions on the Board of Directors, they shall serve until their successor has been selected and qualified or until the position is vacated or eliminated as provided elsewhere in these Bylaws.

Section 7.6. 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. The vacated term to be completed by a Director selected pursuant to this section shall not be counted for the purposes of term limits.

Section 7.7. 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 7.8. Quorum. At any meeting of the Board of Directors a quorum shall be a majority of the voting members of the Board of Directors then in office. On failure of a quorum, a lesser number shall have the power to adjourn the meeting to a given time and place. The date, place and time of each meeting shall be designated by the President.

Section 7.9. Regular Meetings. The Regular Meetings of the Board of Directors shall consist of one Annual Meeting and two Scheduled Meetings. Regular Meetings shall be conducted in person upon not less than thirty (30) days' notice.

a. Annual Meeting. The Annual Meeting of the Board of Directors shall be convened during the months of September or October on a date and at a place and time designated by the President.

b. Scheduled Meetings. One Scheduled Meeting shall be conducted during the Winter and Summer of each year. The Winter Meeting shall be conducted during month of February and the Summer Meeting shall be conducted during either June or July on a date and at a place and time designated by the President. Scheduled Meetings may be conducted in conjunction with nationally organized tournaments.

Section 7.10. **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 four months elapses between meetings of the Board of Directors. Special meetings of the Board of Directors shall also be convened upon the written request of four or more directors that is timely delivered to all members of the Board of Directors, that states the reason for the meeting and that specifies the time and place of the meeting. Special meetings may be conducted in person or otherwise in compliance with these Bylaws.

b. Not less than five business days prior to any Special Meeting of the Board of Directors, there shall be delivered to each director an agenda of matters proposed to be considered at such meeting. Business not mentioned in the agenda may not be acted on at a Special Meeting unless a majority of the members of the Board of Directors then in office vote to consider the matter.

c. Any notice required or allowed in this Section may be communicated by email, and agendas may be delivered by email or facsimile or by email directing the recipient to a specified page of the USFA web site where the agenda has been posted.

Section 7.11. **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, text or facsimile and shall state the nature of the emergency, the reasons the matter is urgent, and actions proposed to be considered at the Emergency Meeting.

Section 7.12. **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 7.13. **Board Transparency.** Except for privileged or confidential matters taken in executive session, 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 of attendance. 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 7.14. **Conducting and Participating in Meetings.**

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. Directors are expected to use diligent efforts to prepare for and attend meetings of the Board of Directors.

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 three business 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 7.15. Delegation of Authority. The Board of Directors may by resolution delegate elements of its authority to individuals, committees, task forces or commissions, in compliance with this Section.

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

b. All acts of any delegate of the Board of Directors shall be reported to the Board of Directors by the person or body to whom the delegation was made.

Section 7.16. Legal Counsel. The Board of Directors shall appoint annually legal counsel to advise and represent the USFA, its directors, officers and administrators.

Section 7.17. Operations Manual, Athlete Handbook, Rules of Competition and Web Site. The Board of Directors shall provide for the creation and maintenance of an Operations Manual, an Athlete Handbook and Rules of Competition to provide information about the policies, procedures, and operations of the USFA. Such documents shall include, but need not be limited to: procedures for handling disciplinary issues; resolution of grievances by individuals or organizational members; removal from a team or declaring an athlete, coach, trainer, manager, administrator or official ineligible to participate; and the sanctioning and conduct of fencing competitions. The Operations Manual, Athlete Handbook and Rules of Competition shall be published in a manner that makes them generally and easily available to members of the USFA, including on a web site maintained by the USFA for that purpose. All members shall be deemed to have notice of the contents thereof.

Section 7.18. Disciplinary Powers and Procedures. The disciplinary power of the USFA shall be 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.

a. 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 including, but not limited to the Ethics Committee and the Referees' Commission, whose disciplinary procedures shall have been approved by the Board of Directors.

b. Sanctions shall be imposed by the Board of Directors or such designated committee or commission only after adherence to procedures for the protection of the due process rights of the accused. The procedures to be used with respect to resolving disputes on matters of discipline, grievances, eligibility or participation shall be set forth in the Operations Manual, the Athletes Handbook or the published procedures of the designated committees or commissions. All panels affecting any individual's participation in protected competition constituted under this section shall include no less than one-third Athlete members as defined in Appendix II.

c. The imposition of competitive penalties within the Rules of Competition shall not be considered disciplinary action.

Section 7.19. Procedures for the Conduct of Meetings of the Board of Directors.

a. In the absence of the President and the Treasurer, the Board may by resolution appoint one of its members to preside.

b. Unless otherwise provided in these Bylaws, the majority vote of directors voting on a matter shall be the act of the Board of Directors. On matters requiring no more than a simple majority vote of Directors in attendance, the President shall not cast a vote, except to break a tie, and his failure to vote in such case shall diminish the number of persons counted as present and voting for determination of a majority vote..

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

d. Directors may not vote by proxy.

Section 7.20. Transition. The Board of Directors as constituted on the date of the adoption of these Amended and Restated Bylaws shall by resolution provide for the transition of the

structure of the Board of Directors as it then exists to the structure as defined in Sections 7.2 and 7.4 above. Said resolution may not extend or shorten the terms of any Director then in office. Upon conclusion of the transition, these Bylaws shall be automatically amended to remove this Section 7.20.

ARTICLE VIII ATHLETE COUNCIL

Section 8.1. **Athlete Council.** The Athlete Council shall establish procedures for the selection of athletes to positions in the USFA that are reserved for athletes; shall advise the 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 8.2. **Terms, Classification and Composition.** The Athlete Council shall be composed of nine or ten athletes as follows:

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

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

- i. USOPC Athlete Advisory Council Representative and Alternate.
- ii. Weapon Representatives. One member of the Athlete Council shall be selected to represent each of the six internationally recognized weapon and gender categories, making a total of six Weapon Representatives. Such members shall be selected by those athletes qualified to serve in each recognized weapon and gender category as specified below.
- iii. Wheelchair Representative. One Wheelchair Representative shall be selected by all wheelchair fencers who are qualified to serve as specified in Section 1.c below.
- iv. Should a member of the Athlete Advisory Council be elected to serve as a member of the USOPC AAC Leadership group, that member shall become an ex-

officio voting member of the Athlete Advisory Council.

c. Qualification to Serve: All members of the Athlete Council shall (1) have been ranked in the top 32 of the USFA Senior Rolling Point Standings at the conclusion of the USFA Division I National Championships in the year preceding the start of the term; or (2) shall satisfy the criteria set forth in Appendix II.

d. Compositional Requirement: At least six members of the Athlete Council must satisfy the criteria set forth in Appendix II.

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 other 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 Appendix II, 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 Other Members shall follow selection of Weapon Representative Members. The other members of the incoming Athlete Council shall include a sufficient number of individuals who meet the criteria set forth Appendix II to fully satisfy the compositional requirement set forth in Section 2(d) of this Article, if it has not been otherwise met.

Section 8.3. **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 requirements set forth above. Individuals selected to fill vacant positions shall serve the remainder of the vacated term.

ARTICLE IX ELECTIONS

Section 9.1. **Method of Balloting**. The Board of Directors shall provide for a secure and accurate method of electronic voting that assures compliance with the voting qualifications,

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

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

Section 9.3. Nomination of Officer Candidates. Candidates for President and Treasurer may be nominated by either of the following methods:

a. The Nominating Committee shall nominate at least one qualified candidate for the office of President and at least one qualified candidate 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 these Bylaws; and

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

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

Section 9.4. Nomination of At-Large Director Candidates. Candidates for At-Large Directors may be nominated by either of the following methods:

a. Nominations by the Nominating Committee. The Nominating Committee shall nominate at least as many qualified candidates as there are directors to be selected, and shall announce its nominees no later than January 15 of the calendar year in which the

elections are to be held by publishing the names of the nominees and any report issued by the Committee on the USFA web site.

b. Nominations by Petition. 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 these Bylaws; and

iii. The petitions submitted in support of the prospective candidate include no fewer than 50 subscriptions of voting members in good standing who have among them named no fewer than ten separate officially recognized clubs as their primary affiliation and whose identity and intent are not reasonably subject to doubt.

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

Section 9.5. Delivery of Petitions. No petition shall serve to nominate a candidate for any USFA position unless the original petition and all other documents required by this Article are received by the National Office of the USFA not later than 5:00 p.m. Mountain Time of the last business day of March of the year in which the election is to be conducted. Electronic petitions and electronic delivery of copies of petitions are not permitted.

Section 9.6. Submissions by Nominees. The signed Qualifying 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 Qualifying 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 9.7. 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 9.8. Proceedings of the Election Committee. Formal Meetings of the Election

Committee shall be open, except for deliberations in arbitration and consultations with legal counsel regarding matters within the protection of the attorney-client privilege. Reasonable notice of meetings of the Election Committee shall be given by posting on the official USFA web site. Candidates for office or their designated representatives may attend such meetings at their own expense.

Section 9.9. 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 9.10. 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 in a regular election shall end no later than June 25; and
- c. 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 9.11. Tie-Breaking. In case of a tie, the Chair of the Election Committee shall draw lots to determine the winner.

Section 9.12. Method of Selecting Officers and At-Large Directors. The President, Treasurer and At-Large Directors shall be selected in balloting conducted under the supervision of the Election Committee.

Section 9.13. Consent to Arbitrate. No person may be elected to a position in the USFA or appear on the ballot therefore who has not agreed in writing, in such form as may be prescribed by the Election Committee, to submit to binding arbitration by the Election Committee of all disputes arising out of the election as the sole, final and exclusive means of resolving such disputes.

Section 9.14. Arbitration Rules. In arbitrating disputes, the Election Committee shall conduct a self-administered arbitration and, to the extent practical, shall follow the Election Rules of the American Arbitration Association and shall preserve the due process rights of the parties.

ARTICLE X

REMOVAL OF OFFICERS, DIRECTORS AND COMMITTEE CHAIRS

Section 10.1. **Exclusive Procedure.** Except as provided in Section 7.13.b., 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 10.2. **Removal for Cause.** No officer or Director may be removed except for cause. “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 undisclosed conflict of interest, advancing the undisclosed conflict interest of another, or placing one’s own gain or advantage above that of the USFA; (iii) willfully refusing to implement or follow a lawful policy or rule or directive of the USFA; (iv) engaging in misfeasance, malfeasance or dereliction demonstrated by a pattern of willful failure faithfully to perform the duties of the position; (vii) fraud or deception in demonstrating the director’s qualification to serve on the Board of Directors; or (viii) failure to pass a required background check or otherwise failing to meet the requirements of the position from which the person is being removed.

Section 10.3. **Removal of Officers and Committee Chairs.** Any officer or committee chair 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. The President and Treasurer may only be removed through impeachment.

i. Impeachment shall require the affirmative assent of a majority of the disinterested 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 by the person subject to the motion of impeachment.

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, but not less 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 provide justice to the parties and the issues, provided that the right of the impeached officer to representation and 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 disinterested members 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 and Committee Chairs. The Vice Presidents and Committee Chairs 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 10.4. 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. 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 11.1. **Annual Meeting of the Membership.** The annual meeting of the membership shall be conducted in conjunction with the Summer Meeting of the Board of Directors on a date and at a place and time designated by the President.

Section 11.2. **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 100 voting members in good standing who have among them named no fewer than ten different clubs among their primary affiliations. Only business specified in the notice of a special meeting may be conducted at such meeting. Unless a vote of the membership is required by the notice of the meeting, special meetings may be conducted by telephone or video conference at the discretion of the President or, if the stated purpose of the meeting creates a conflict of interest for the President, at the discretion of the Board. Special Meetings of the Membership at which votes will be required shall be held in conjunction with the next Regular Meeting of the Board.

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

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

- a. No person may act as a proxy who is not a voting member in good standing.
- b. No appointment of a proxy shall be valid unless (1) the person appointing the proxy would be eligible to vote if present in person; (2) the appointment is given in writing, is signed and dated by the member appointing the proxy and includes that person's USFA membership number; (3) the writing names the person being appointed as proxy, or the persons who may act as proxy, in order of preference, against the eventuality that one or more appointees are not present; (4) the writing appointing the proxy has been received by the National Office of the USFA for verification not less than ten (10) calendar days before the meeting at which the proxy is to act.
- 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, by the presentation of a valid appointment bearing a later date, or by written notice withdrawing the appointment.

Section 11.5. Action Taken Without a Meeting. The Board of Directors may refer matters to the membership to be voted upon in conjunction with an election, and the procedures

prescribed in these Bylaws for elections shall govern the balloting thereon.

Section 11.6. Conduct of Meetings. All meetings of the membership shall be conducted in open session and shall be presided over by the 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 11.7. Quorum and Manner of Acting. At any meeting of the membership, a quorum shall consist of 200 voting members in good standing present in person or by proxy who have among them named no fewer than twenty different clubs among their primary affiliations. Once a quorum has been established, all actions duly taken at that meeting shall be valid, notwithstanding the departure of sufficient members to reduce the number present and voting below that required for a quorum. All business to come before a duly constituted meeting at which a quorum is present shall be decided by majority vote.

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

ARTICLE XII COMMITTEES

Section 12.1. Types of Committees. Committees shall be divided into two general types, “Standing Committees” and “Committees of the Board.”

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

b. Committee of the Board: A “Committee of the Board” is a committee that is created by and that may be disbanded by resolution of the Board of Directors.

Section 12.2. Principal Committees: “Principal Committees” include the Standing Committees designated as such by these Bylaws and such additional committees as the Board of Directors determines are sufficiently integral to the operation of the USFA as to require a comprehensive understanding of the USFA’s goals, functions, organization and operations. The Board of Directors shall maintain a list of Principal Committees on the official website of the USFA. The Chairs of Principal Committees shall be ex-officio observers with voice, but no vote, at meetings of the Board of Directors..

Section 12.3. Special Committees. Committees may also be classified as one of the following:

a. Commission: A “Commission” is a type of Standing Committee that is charged with operational responsibility. Commissions may (i) comprise members who are not subject to annual reappointment; (ii) be populated other than by Presidential appointment; and (iii) be authorized to select their own Chair.

b. Task Force: A “Task Force” is a special Committee of the Board 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.

c. Resource Group: A “Resource Group” is a Committee of the Board constituted for the purpose of providing ongoing support and guidance to the USFA or any of its bodies or constituencies.

Section 12.4. **Composition.** All individuals serving on committees shall be members of the USFA in good standing who meet the qualifications for At-Large Directors, and unless otherwise provided in these Bylaws, may, but need not be, members of the Board of Directors. All committees shall include no less than one-third Athlete members selected by the Athlete Council who meet the qualifications required by Appendix II, as applicable.

Section 12.5. **Creation and Sunset.** A Committee of the Board may be created or terminated only by resolution of the Board of Directors. Unless otherwise provided by these Bylaws or a resolution of the Board of Directors, the President, with the approval of the Board of Directors, shall appoint the members of committees and designate the Chairs thereof.

Section 12.6. **Audit Committee.** The Audit Committee is a Standing Committee and is not a Principal 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 two Athletes who meet the qualifications required in Appendix II. Of the members selected 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. Members shall serve staggered terms of two years. The Board of Directors shall select the Chair of the Audit Committee. The Board of Directors and the Athlete Council shall provide for staggered terms of the members each body selects by limiting one half of its initial appointees after the effective date of these Bylaws to a one-year term and the other half will have an initial two-year term.

Section 12.7. **Budget Committee.** The Budget Committee is a Standing Committee and is a

Principal Committee.

a. Purpose. The Budget Committee shall have primary responsibility for working with the professional staff and exercising oversight in the development and formulation of the USFA's annual budget; presenting the budget to the Board of Directors for its review, revision and approval; monitoring budgetary performance; recommending variances to the budget; and reporting on the foregoing to the Board of Directors at each meeting of the Board.

b. Composition. The 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 required in Appendix II. The Chief Executive Officer of the USFA, or another staff member designated by the Chief Executive Officer, shall be a non-voting member of the Budget Committee.

Section 12.8. Election Committee. The Election Committee is a Standing Committee that is not a Principal Committee.

a. Purpose. The Election Committee shall be responsible for fairly administering the elections by the membership of national officers and positions on the Board of Directors specified in these Bylaws; for deciding issues raised and encountered during the conduct of elections; and for overseeing balloting on other matters as provided by these Bylaws or by resolution of the Board of Directors. Among its duties, the Election Committee shall validate the submissions of all candidates for nomination by petition; shall enforce such electoral rules not inconsistent with these Bylaws as the Board of Directors may adopt; shall make such additional electoral rules as are necessary and not inconsistent with rules adopted by the Board of Directors or specified in these Bylaws; shall provide a template form of petition that may be used by any candidate; shall decide challenges to qualifications of candidates and compliance with election procedures; shall provide for the distribution, validation and tallying of ballots; shall certify the results of elections; and shall arbitrate, after notice and an opportunity to be heard, the grievances of any interested party concerning electoral procedures.

b. Composition. The Election Committee shall consist of six members, four of whom are selected by the Board of Directors at its Annual Meeting and two athletes, who meet the requirements in Appendix II, selected by the Athlete Council. Each member of the Election Committee, however chosen, shall serve a term of two years commencing with adjournment of the Annual Meeting of the Board of Directors, but shall continue to serve until 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 select the successor. No person may serve on the Election Committee who is candidate for office or other elected position within the USFA or who holds a position for which an election or preparations for an election can be reasonably anticipated while such person is a member of the Election Committee, provided that any person who irrevocably renounces 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. The Board of Directors and the Athlete Council shall provide for staggered terms of the members each body selects by limiting one half of its initial appointees after the effective date of these Bylaws to a one-year term and the

other half will have an initial two-year term.

c. Proceedings. The proceedings of Election Committee shall be open, except for personnel matters, deliberations in arbitration and consultations with counsel concerning legal matters within the protection of the attorney-client privilege. Meetings shall be announced with sufficient advance notice that candidates or their representatives may, at their own expense, attend in person or by electronic means.

Section 12.9. Nominating Committee. The Nominating Committee is a Standing Committee and is a Principal Committee.

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

b. Composition. The Nominating Committee shall comprise six members of whom two athletes, who meet the requirements in Appendix II, shall be selected by the Athlete Council for two-year staggered terms and four shall be selected by the Board of directors, with one drawn from each of the following groups for staggered two-year terms. The first selection of the Nominating Committee after the effective date of these Bylaws will provide that one-half of those selected shall have an initial one-year term and the other half will have an initial two-year term:

- i. Past presidents of the USFA;
- ii. Either a coach with a demonstrated record of producing fencers who perform at a high level or a principal of an established operating fencing club;
- iii. Active officials (referees, armorers, bout committee members, Referees' Commission members) who have regularly staffed national tournaments during the two years preceding their appointment; and
- iv. Current or past Independent Directors.

The Chief Executive Officer shall be a non-voting ex-officio member of the Nominating Committee. 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 would be 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. The Nominating Committee shall annually select its chair. Any vacancy on the Nominating Committee shall be filled by a person of same qualifications as the vacating member.

Section 12.10. Ethics Committee. The Ethics Committee is a Standing Committee and is a Principal Committee.

- a. Purpose. The Ethics Committee shall promote and help sustain a culture of

ethical conduct throughout the USFA. The Ethics Committee shall review all USFA codes of conduct, conflict of interest regulations and disclosures, and other policies and reports addressing prescribed and recommended standards of behavior of USFA members, contractors and employees. The Ethics Committee may recommend to the appropriate promulgating authority proposals for adoption, revision and improvement of codes and policies concerning ethical conduct of persons associated with the USFA. The Ethics Committee shall prescribe standards and forms for the disclosure of actual, apparent and potential conflicts of interest, and shall not less frequently than annually review such disclosures and make a report thereof to the Board of Directors.

b. **Operations.** The Ethics Committee shall:

- i. address inquiries regarding the applicability, compliance or non-compliance with promulgated ethical standards;
- ii. shall review complaints alleging ethical violations that are referred to it by the National Office or Board of Directors or undertaken on its own initiative;
- iii. shall conduct disciplinary and grievance proceedings within its jurisdiction; and
- iv. shall refer to the Board of Directors or other appropriate body any recommendations for commencement of disciplinary proceedings that the Ethics Committee deems advisable.

c. **Composition.** The Ethics Committee shall consist of six members, four of whom shall be chosen by the Board of Directors and two athletes, who meet the requirements in Appendix II. Of the members chosen by the Board, at least one shall be an individual who meets the criteria for Independent Directors and at least one shall be a member of the Legal Resources Group. The athlete members shall be selected by the Athlete Council. The Board of Directors shall select the Chair of the Ethics Committee. Each member of the Ethics Committee, however chosen, shall serve a term of two years commencing with adjournment of the Annual Meeting of the Board of Directors. If there is a vacancy on the Ethics Committee, the body that selected the member who is no longer serving shall select a successor who qualifies for and meets the requirements of the vacant position. The Board of Directors and the Athlete Council shall provide for staggered terms of the members each body selects by limiting one half of its initial appointees after the effective date of these Bylaws to one-year terms.

Section 12.11. **Referees' Commission.** The Referees' Commission is a Standing Committee and is a Principal Committee.

a. **Purpose.** The Referees' Commission shall be responsible for:

- i. the recruitment, development and evaluation of referees;
- ii. the appointment of referees to national competitions and to such international competitions as USA Fencing is allowed;

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

b. Composition.

- i. The Referees' Commission shall be organized under the leadership of a Chair, Vice-Chairs of Domestic Development, Rules, International Development and Assignment, Domestic Development and Ombudsman and three athletes.
- ii. The Chair and Vice-Chairs of the Referees' Commission shall be elected by experienced referees. The standards for electors and the method for nominating candidates for these positions shall be determined by the Board of Directors consistent with these Bylaws, and nominees for the positions shall be elected by a vote of the electors that is conducted by the Election Committee.
- iii. Athlete members, who meet the requirements in Appendix II, of the Referees' Commission shall be selected by the Athlete Council.
- iv. The Vice-Chairs may constitute advisory groups to assist them in the discharge of their obligations. Advisory groups shall be populated by persons chosen by the Vice-Chairs on consultation with the Chair of the Referees' Commission, but shall not be considered members of the Referees' Commission and shall not vote on matters that come before it.

Section 12.12. **Meetings.** Except as otherwise provided in these Bylaws, every committee shall meet from time to time at the call of the Chair thereof, and it shall be the duty of the Chair to call a meeting upon the written request of a majority of the members of the committee, of the Board or of the 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 12.13. **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 12.14. **Terms of Service.** Unless otherwise provided in these Bylaws, committee members shall serve from the date of their appointment until the succeeding Annual Meeting of the Board of Directors except that a member of a Standing Committee or a Principal Committee shall continue to serve until his or her successor has been elected and qualified.

ARTICLE XIII INDEMNIFICATION

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

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

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

Section 13.4. **Insurance.** The USFA shall continuously maintain one or more policies of insurance reasonably anticipated to provide coverage for the obligations described in this

Article. This requirement states a minimum amount of the coverage to be obtained and does not restrict the USFA from procuring insurance that provides broader coverage. The Board of Directors shall review and establish the minimum level of coverage each year as part of its approval of the Budget for the ensuing year.

Section 13.5. **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 14.1. **Effective Date.** Upon approval of these Bylaws by the Board of Directors in accordance Section 14.2, these Bylaws shall take effect on August 1, 2020 and the Bylaws in effect prior to that date shall be repealed in full except as otherwise provided in these Bylaws. Thereafter Reference to “Bylaws” shall mean these Amended and Restated Bylaws.

Section 14.2. **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 45 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 14.3. **Amendments by the Members.** These Bylaws may be amended or repealed, and new Bylaws may be adopted, by the members acting in accordance with the procedures specified in this Section.

a. Procedure. Amendments to these Bylaws or the adoption of new bylaws may be placed before the membership for consideration of approval by the submission of a petition that sets forth any proposed change with specificity and that is subscribed to by not

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

b. Effect. Amendments and newly adopted bylaws approved by the membership shall take effect on August 1 of the year in which they are adopted unless otherwise specified in the amendment or new bylaw.

ARTICLE XV IRREVOCABLE DEDICATION OF ASSETS

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

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

ARTICLE XVI ARBITRATION

The USFA shall submit to binding arbitration conducted in accordance with the applicable rules of the American Arbitration Association in any controversy (1) involving its

recognition as a national governing body for the sport of fencing, as may be lawfully provided for Bylaws of the USOPC and 36 U.S.C. § 220529, or (2) involving the opportunity of any athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition in the sport of fencing, as lawfully provided for in the Bylaws of the USOPC.