

BYLAWS
UNITED STATES FENCING ASSOCIATION

ARTICLE I
NAME AND ORGANIZATION

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

Section 2. **Incorporation.** The United States Fencing Association 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.

ARTICLE II
PURPOSES

The purposes of the USFA shall be:

1. To serve as the National Governing Body for the sport of fencing in the United States, and in that capacity to fulfill the lawful obligations imposed on national governing bodies and to enjoy the privileges and prerogatives accorded national governing bodies by United States Law, the USOC and the FIE.
2. To provide local, regional and national competitive opportunities for fencers of all levels of ability under uniform rules and regulations and to strive for improvement in all aspects of organizing and conducting fencing competition.
3. To select, support and prepare individuals and teams to represent the United States in international fencing competitions.

4. To 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.
5. To provide support in the form of information and programs to instructors of fencing and to organizations and groups that offer fencing opportunities.
6. To make available information and opportunities that will allow practitioners of fencing to enhance their ability and to increase the enjoyment and benefit they derive from the sport.
7. 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.
8. To foster good will and harmonious relationships with fencers and fencing organizations in foreign countries to their mutual benefit and for the betterment of the sport of fencing.

ARTICLE III FISCAL YEAR, FINANCES AND PROXIES

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

Section 2. **Endorsement of Instruments and Agreements.** All checks, drafts or other orders for the payment of money, obligations, notes or other evidence of indebtedness, and all other contracts, conveyances and instruments signed or issued on behalf of the USFA, shall be signed or endorsed by such officers or agents of the organization as the Board of Directors shall 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 Board of Directors or its designee.

Section 4. **Loans and Security Interests.** No loan shall be contracted by the USFA nor any of its assets pledged as collateral for any indebtedness, and no evidence of indebtedness or security instrument shall be issued, endorsed or accepted in the name of the USFA unless the same has been authorized by the Board of Directors or a committee designated by the Board of Directors to so act. Such authority may be general or confined to specific instances. The officer, officers, employee or employees upon whom such authority has been conferred may, within the scope of that authority, effect loans at any time from any bank or other entity; and for such loans may execute and deliver promissory notes and other evidences of indebtedness of the USFA; to the extent authorized, may mortgage, pledge, or otherwise encumber any real or personal property, or

any interest therein, owned or held by the USFA as security for the payment of any and all USFA loans (and obligations incident thereto); and to these ends may execute and deliver such instruments as may be necessary or proper.

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

ARTICLE IV MEMBERSHIP

Section 1. Classes. The membership of the USFA shall be divided into classes as established from time to time by the Board of Directors. Members of each class shall possess such rights and be subject to such regulations as the Board of Directors may determine.

Section 2. Rights of Members. All individual members in good standing shall be entitled to exercise all rights reserved to the membership class to which they belong, subject to the limitations of these Bylaws and to such regulations and limitations as the Board of Directors may from time to time lay down with respect to particular categories or classes of members or competitions. Only those individual members who have attained their 18th birthday as of the preceding February 1 and whose dues, as specified by the Board of Directors, have been received by the USFA National Office on or before that date, and who belong to a membership class the attributes of which include the right to vote, are eligible to vote on matters that may be presented to the membership pursuant to these Bylaws. Unless otherwise provided in these Bylaws, only members who are eligible to vote may hold elected or appointed positions within the USFA. The date of admission to membership is determined according to the provisions of Article V. To be eligible to vote or to hold an elected or appointed position within the USFA, members must on or before February 1st of the year at issue either have provided their date of birth to the USFA National Office or delivered to the National Office a sworn or affirmed statement, that he or she has attained, or will attain, their 18th birthday as of that date. All rights and privileges of membership shall cease upon death, resignation, expulsion, suspension or failure to pay dues.

Section 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 II of these Bylaws.

Section 4. Membership is Open. Membership in the USFA may not be denied to any individual or organization on grounds of race, gender, age, religion or national origin.

ARTICLE V FEES, DUES AND ARREARS

Section 1. **Dues to be Fixed by Board of Directors.** The schedule of dues of the USFA shall be established from time to time by the Board of Directors.

Section 2. **Dues Payable to Administrative Units.** In its discretion, the Board of Directors may allocate a portion of the dues collected in any one year from all classes of individual competitive memberships to administrative units of the USFA in such proportion as the Board of Directors determines, and shares of dues so allocated shall be paid by the USFA National Office to the appropriate agent or administrators of such administrative units as are in good standing, to be used by them in the discharge of their designated functions. The Board of Directors may revise or discontinue the allocation at any time.

Section 3. **Membership Year.** The membership year shall commence on August 1 and end on the following July 31. All dues are payable upon application for membership and thereafter on or before the next membership year begins.

Section 4. **Extended Membership Year for New Members.** A new member whose dues are paid during the last four months of the membership year shall be entitled to membership through the next membership year.

Section 5. **Accounting for Dues.** All dues received by the USFA National Office shall be accounted for by the USFA. Those portions allocated to administrative units of the USFA shall be distributed to the appropriate agent or administrator of administrative units in good standing. Before an administrative unit is eligible to receive any payments, a valid financial report must first be filed with the USFA National Office for the previous membership year. That portion of dues not reserved to administrative units of the USFA shall be deposited to the national account of the USFA for general USFA purposes.

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

ARTICLE VI OFFICERS AND SECRETARY

Section 1. **Officers.** The elected officers of the USFA shall consist of a President and a Treasurer. There shall be, in addition, such appointed positions as are provided for in these Bylaws or established by the Board of Directors.

a. Qualifications for Officers. Only voting members in good standing may hold office in the USFA. No person may take or hold a position as 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 agent or administrator of any administrative unit of the USFA. Officers shall also meet the special qualifications of each office set forth 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 other authorities whose jurisdictions affect the functions and purposes of the USFA, and to execute the decisions and directives of the Board of Directors and the Executive Committee, if one has been constituted. The President shall chair meetings of the Executive Committee if one has been constituted, the membership and the Board of Directors and shall be a voting member of those bodies. The President shall have such authorities, powers and duties as are assigned to that office by these Bylaws or as are necessary and normally appurtenant to the powers and duties herein specified. Only citizens of the United States who have previously served the USFA as an Officer, member of the Board of Directors or chair of a Principal Committee may hold the office of President.

c. Treasurer. The Treasurer shall 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 USFA 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 and the Board of Directors in the formulation of proposed budgets. The Treasurer shall chair the Audit and Finance Committee and serve as a voting member of that committee the Board of Directors and the Executive Committee, if one has been constituted. Only persons who have demonstrated competence in financial control and management may hold the office of Treasurer.

d. Vice Presidents. The Board of Directors may, from time to time and in its discretion, appoint one or more Vice Presidents to advise the Board of Directors and to assist the President in the discharge of the duties of that office.

Section 2. 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 3. Removal of Officers. Any officer of the USFA may be removed from office by the Board of Directors through the procedure prescribed in this Section.

a. Removal of the President or Treasurer. Neither the President nor the Treasurer may be removed except for cause and by impeachment in accordance with the procedures prescribed in this Subsection.

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

ii. Following impeachment, the officer impeached shall continue to hold office and to execute the duties of that office unless the Board of Directors, 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 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 or may not be a member of the Board of Directors, to fill the office of the suspended party 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 150 days following impeachment.

iv. The General 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 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 or denied.

v. 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.

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

Section 4. Vacancy in Offices of President and Treasurer. Vacancies in the offices of President and Treasurer shall be filled through the procedures prescribed in this Section.

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

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

ii. If a vacancy in the office of President occurs by reason of resignation, death, removal or otherwise, and fewer than two years remain in the term of office, the Board of

Directors shall fill the vacancy for the balance of the term. In filling vacancies, the Board may appoint any member of the USFA who meets the qualifications of the office of President.

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

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

ARTICLE VII BOARD OF DIRECTORS

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

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

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

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

i. No person shall serve as an Athlete Director unless he or she has (1) within ten years preceding election represented the United States in the fencing competition at the Olympic Games or Pan American Games or at the Senior World Fencing Championships; or (2) within the twenty-four months preceding election finished in the top 50% of the USFA National Championships of the most elite level; or (3) represented the United States in the fencing competition at the Paralympic Games or at the Senior Wheelchair World Fencing Championships.

ii. Athlete Directors shall be selected according to the methods set forth in these Bylaws

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

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

ii. No person may serve as an Independent Director who (1) is an immediate family member of a USFA member; (2) is affiliated as an owner, member, employee, or agent of a USFA member that is an organization; or (3) 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 publically 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.

iv. The terms of Independent Directors shall commence upon adjournment of the Annual meeting of the year in which they are selected.

d. At Large Directors. The four At Large Directors shall be voting members of the USFA in good standing.

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

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

ii. has been identified as his or her primary coach by an athlete member of a United States Olympic fencing team or a United States Senior World Fencing Championship team.

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

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

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

i. Qualifying Affirmation. No person shall be qualified for selection or service as a Director except upon execution of a writing acceding to the following statement: "As a member of the Board of Directors of the United States Fencing Association I agree and undertake to adhere to high ethical standards and to avoid conflicts of interest. I acknowledge my fiduciary duties of loyalty and care to the United States Fencing Association and understand that those duties supercede my personal interests and the interests of any individual person, group, faction or entity. I pledge to devote the full extent of my knowledge, experience and ability in good faith to advance the purposes, objectives, integrity and betterment of the United States Fencing Association."

Section 3. **Terms of Directors.**

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

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

c. Independent Directors. Independent Directors shall serve terms of two years commencing upon adjournment of the Annual meeting of the year in which they are selected. One Independent Director shall be selected in even numbered years and one Independent Director shall be selected in odd numbered years

d. At Large Directors: At Large Directors shall serve terms of two years commencing upon adjournment of the Annual Membership Meeting at which they are selected. , Two At Large Directors shall be elected at the Annual Membership Meeting in even numbered years and two At Large Directors shall be elected at the Annual Membership Meeting in odd numbered years

e. Elite Coach Director. Elite Coach Directors shall be elected in even numbered years and shall serve terms of two years commencing upon adjournment of the Annual Membership Meeting at which they are selected.

f. Club Director. Club Directors shall be elected in odd numbered years and shall serve terms of two years commencing upon adjournment of the Annual Membership Meeting at which they are selected.

g. Age Group Parent Director. Age Group Directors shall be elected in even numbered years and shall serve terms of two years commencing upon adjournment of the Annual Membership Meeting at which they are selected.

h. Volunteer Staff Director. Volunteer Staff Directors shall be elected in odd numbered years and shall serve terms of two years commencing upon adjournment of the Annual Membership Meeting at which they are selected.

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

Section 4. Nomination of Director Candidates to Be Selected By the Membership. The candidates for At Large Directors, Elite Coach Director, Club Director, Age Group Parent Director and Volunteer Staff Director may be nominated by either of the following methods:

a. The Nominating Committee shall nominate twice the number of qualified candidates as there are directors to be selected in each category, and shall announce its nominees no later than March 1 of the calendar year in which the selections are to be made.

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

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

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

iii. The petitions submitted in support of the prospective candidate include no fewer than 25 unambiguous subscriptions of voting members in good standing who officially represent at least five separate member clubs.

Section 5. Method of Selecting Directors By the Membership. The following procedures shall govern the selection of directors at the Annual Membership Meeting.

a. Directors shall be selected in the following order: At Large Directors , who shall be selected simultaneously; Elite Coach Director; Club Director; Age Group Parent Director; Volunteer Staff Director.

b. In the selection of At Large Directors, voting member present in person or by proxy shall be allocated two votes to be distributed among the candidates as the member chooses

c. Specific instructions of members present by proxy contained in the document appointing the proxy shall be honored.

d. The candidate, or the two candidates in the case of At Large Directors, receiving the greatest number of votes shall be declared as elected to the Board of Directors.

e. The Board of Directors by resolution may prescribe additional procedures for selection of directors not inconsistent with these Bylaws; the Election Committee may prescribe additional procedures for selection of directors not inconsistent with these Bylaws or with duly adopted resolutions of the Board of Directors; and the voting members present at the meeting in person or by proxy may prescribe additional procedures for selection of directors not inconsistent with these Bylaws, with duly adopted resolutions of the Board of Directors or with procedures prescribed by the Election Committee.

Section 6. Removal of Directors.

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

b. All other directors may be removed only for cause. For the purposes of this Section, "cause" shall mean: (i) the commission of a crime injurious to the USFA's image, reputation or operation or that involves dishonesty, breach of trust, or physical harm to any person; (ii) engaging in conduct that is in bad faith and materially injurious to the USFA, including but not limited to, misappropriation of property, profiting from a conflict of interest, advancing the conflicting interest of another, or placing one's own gain or advantage above that

of the USFA; (iii) willfully refusing to implement or follow a lawful policy or rule or directive of the USFA; (vi) engaging in misfeasance, malfeasance or dereliction demonstrated by a pattern of willful failure to faithfully perform the duties of a member of the Board of Directors, including, but not limited to, chronic unexcused absences from meetings of the Board of Directors or of committees of which the affected director is a member; or (vii) fraud or deception in demonstrating the director's qualification to serve on the Board of Directors..

c. No director may be removed until the Board of Directors shall have adopted a resolution stating the grounds for removal and providing notice thereof to the affected director. At a meeting of the Board of Directors conducted not less than 45 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. 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.

Section 7. 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 by resolution of the Board of Directors.

Section 8. Non-Discrimination. 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 9. Quorum. At any meeting of the Board of Directors a quorum shall be eight members present in person. 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 10. 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 on a date and at a place and time designated by the President.

Section 11. 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 not less than three times in each calendar year. Special meetings of the Board of Directors shall also be called by the President, upon written request of five or more directors.

b. Not less than five days prior to any meeting of the Board of Directors, there shall be delivered to each director an agenda of matters proposed to be considered at such

meeting. Business not mentioned in the agenda may not be acted on at a Special Meeting unless two-thirds of the directors present and voting at the meeting vote to consider the matter.

Section 12. Board Transparency. The Board of Director's actions shall be available to members. Meetings of the Board, except with respect to matters discussed in executive session, shall be open to members of the USFA, provided that the member bears the cost thereof. Minutes of each meeting, except with respect to matters discussed in executive session, shall be published on the USFA web site and otherwise be made available to members of the USFA.

Section 13. Conducting and Participating in Meetings by Means Other than Attendance in Person.

a. In the discretion of the President, meetings of the Board of Directors may be conducted by video conference or by any means that allows all participants to hear the proceedings and to participate fully therein.

b. When meetings of the Board of Directors are noticed to be conducted in person, the President, or the Board by resolution, may allow one or more directors to participate by electronic means.

c. Any specific question or matter which 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. 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 vote thereon and communicate it to the Secretary and the President prior to the closing date. The closing date shall be not less than seven days after the provision of notice of the vote to be taken.

Section 14. Delegation of Authority. The Board of Directors may by resolution delegate elements of its authority to individuals, committees, task forces or commissions, provided that such delegation complies with the limits stated in this Section.

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

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

c. All acts of the Executive Committee and any other delegate of the Board of Directors shall be reported to the Board of Directors. No such act shall be finally binding until

the Board of Directors at a duly noticed meeting following the receipt of such report has had an opportunity to ratify, limit, revise or reject the action.

Section 15. **Legal Counsel.** The Board of Directors shall appoint annually legal counsel to advise and represent the USFA, its directors, officers and administrators.

Section 16. **Operations Manual, Athlete Handbook and Rules of Competition.** The Board of Directors shall provide for the creation and maintenance of an Operations Manual, an Athlete Handbook and Rules of Competition to provide information about the policies, procedures and operations of the USFA. Such documents shall include, but need not be limited to: procedures for handling disciplinary issues; resolution of grievances by individuals or organizational members; removal from a team or declaring an athlete, coach, trainer, manager, administrator or official ineligible to participate; and the sanctioning and conduct of fencing competitions. The Operations Manual, Athlete Handbook and Rules of Competition shall be published in a manner, which may be electronic, that makes them generally and easily available to members of the USFA, and all such members shall be deemed to have notice of the contents thereof.

Section 17. **Disciplinary Powers and Procedures.** The Board of Directors shall 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 upon a majority vote or by action of any committee or commission designated by the Board of Directors. Sanctions shall be imposed only after adherence to procedures for the protection of the due process rights of the accused as adopted by the Board of Directors. The procedures to be used with respect to resolving disputes on matters of discipline, grievances, eligibility or participation shall be set forth in the Operations Manual or the Athletes Handbook. The imposition of competitive penalties within the Rules of Competition shall not be considered disciplinary action.

Section 18. **Procedures for the Conduct of Meetings of the Board of Directors.**

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

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

c. Directors may not vote by proxy.

Section 19. **Committees of the Board of Directors.** Except for standing committees and other committees for which provision is made elsewhere in these bylaws, committees of the Board shall be constituted and shall operate as provided in this section. Nothing in this section shall be construed to prohibit or restrict the authority of the Board of Directors to appoint less than the full number of its members to assist in conduct the business of the Board of Directors.

a. Committees. The President, with the approval of the Board of Directors, shall have the power to create and appoint the members of such committees as the President may deem necessary or appropriate, designate the chairs thereof, and assign functions thereto. The members of committees shall be members in of the USFA in good standing, but need not be members of the Board of Directors.

b. 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 the committee or of the President.

c. Committee Reports. 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.