I. Call to Order

Roll Call.

General Announcements

Remarks & Welcome – David Arias, Chair

Recognition and Memoriums.

Conflict of Interest announcement for this agenda.

II. Consent Agenda Items (Mr. Arias)

1. To approve the minutes from the Annual Meeting, conducted October 30, 2022 (Appendix A)
2. To accept the report of the US SEMI Commission (Appendix B)

III. CEO, Operations & Finance Update (Mr. Andrews, Ms. Chamberlin)

IV. Committee, Resource Teams & AAC Updates (if necessary / as applicable).

V. New Business

To approve independent directors of USA Fencing.

Motion 1 (Mr. Arias): That the following individual be appointed as an Independent Member of the Board of Directors for the term September 1, 2022 – August 31, 2024, to fill the position currently held by Mr. Alan Kidd.
Aimee Elizabeth Rice

Rationale: Following a review by the Nomination Committee, Aimee Elizabeth Rice, is recommended to be approved as a new Independent member of the Board of Directors.

Ms. Rice has a background in turnaround financial management and forensic accounting, as well as significant non-profit board experience. She is also an experienced athlete at the Veteran level in Olympic sport, as well as being the parent of an active athlete in sport. Her resume is attached as Appendix C.

Motion 2 (Mr. Arias): That the following individual be appointed as an Independent Member of the Board of Directors for the term September 1, 2022 - August 31, 2024 to fill the position currently held by Mr. Cliff Bayer OLY.

Darryl Jacobs

Rationale: Following a review by the Nomination Committee, Darryl Jacobs, is recommended to be approved as a new Independent member of the Board of Directors.

Mr Jacobs has a background in coaching, coaching education and Diversity, Equity and Inclusion. Mr Jacobs also brings significant experience in the collegiate athletics area. His resume is attached as Appendix D.

Appointment of Independent Director to Audit Committee

Motion 3 (Mr. Arias): That the following individual be appointed as an Independent Member of the Audit Committee for the term 2022 - 2023

Aimee Elizabeth Rice

Rationale: An independent member of the Board of Directors is required to sit on the Audit Committee of USA Fencing. Ms. Rice has a significant career in financial management and oversight inclusive of the investigation and restructuring of fraud.

Appointment of Board of Directors’ liaisons to Committees & Working Groups.

Motion 4 (Mr. Arias): That the following be appointed as Board Liaisons to the various Committees and working groups of USA Fencing until further notice.

Athlete Advisory Council: Kat Holmes OLY
Audit Committee: Aimee Rice
Budget Committee: David Arias
Election Committee: Darryl Jacobs
Nominating Committee: Kat Holmes OLY
Diversity, Equity and Inclusion Committee: Darryl Jacobs
International Relations Commission: Sam Cheris
Referee Commission: Donald Alperstein
SEMI Commission: Donald Alperstein
Hall of Fame Committee: Peter Burchard
Tournament Committee: Peter Burchard
Veterans Committee: Abdel Salem OLY (Egypt)
Club & Member Resource Team: David Arias
Division Resource team: Donald Alperstein
Paralympic Development Resource team: Abdel Salem OLY (Egypt)
FenceSafe Resource team: Donald Alperstein
Youth Development Resource Team: David Arias
Sports Performance Resource Team: Lorrie Marcil Holmes
Sports Medicine Resource Team: Kat Holmes OLY
Marketing & Communications Resource Team: Darryl Jacobs

Rationale: Each Committee and associated group in USA Fencing has a designated board liaison designed to ease communication lines between USA Fencing’s volunteer leadership and its’ committees.

Bylaw Revisions.

Motion 5 (Mr. Alperstein): That the following amendments to the USA Fencing Amended and Restated Bylaws effective as of January 5, 2022 (“Bylaws”), be approved for publication pursuant to Bylaw Section 14.2.a, and that they be considered for adoption at the next meeting of the Board following the required comment period:

1. That all references in the Bylaws be amended to change the phrases “Vice-Chair,” “Vice-Chairs,” “Vice Chair,” “Vice Chairs,” and “Vice Presidents” to read “Board Advisor” or “Board Advisors” as the context requires, except for such references in Section 12.11, which shall remain unchanged.

   Rationale: These changes were recommended by the Chair of the Board. The terms “Vice-Chair” and “Vice Chair” and their plural forms appear numerous times in the Bylaws but do not reflect the role of the positions to which they refer. For example, the Vice-Chairs do not stand in the line of succession to the duties of the Chair of the Board. Instead, as described in Section 6.1.d, these positions exist to “advise the Board of Directors, assist the Chair of the Board in the discharge of the duties of that office, and perform such other duties as may be assigned by the Board of Directors.” The term “Board Advisor” more accurately describes those functions. “Vice Presidents” appears once in the Bylaws (in Section 9.3), apparently as an artifact of earlier terminology that was apparently overlooked when use of that term was discontinued by previous amendments. Section 12.11 is excluded from the proposed amendment because it refers to Vice-Chairs of the Referees’ Commission and the designation remains accurate and appropriate in that context.

2. That in Sections 7.4.c and 7.6.c the term “AtLarge Directors” be corrected to read “At-Large Directors.”

   Rationale: The Bylaws contain 23 references to the position of At-Large Director. In all but these two the term is hyphenated. These two represent typographical or proofreading errors and should be corrected and harmonized with the other spellings of
3. That the Section captioned “Treasurer and Vice Chair Candidates” and currently numbered as Section 9.3 be relocated and renumbered to become Section 6.1.e.

   **Rationale:** There are two reasons for the change. First, and most importantly, Article IX addresses elections. The Vice-Chairs (to be renamed “Board Advisor” if item 1, above, passes) and Treasurer are not elected positions, so the current placement is anomalous. This provision, regarding these officers’ qualification to serve should be set forth in proximity to other provisions regarding their selection, in Section 6.1. Second, as currently published, the Bylaws contain two sections numbered 9.3, so at least the numbering of one should be revised.

4. That Section 10.4 be restated to read in its entirety as follows:

   **Section 10.4. Removal of Treasurer or Vice Chairs.** The Treasurer or Vice Chairs of the USFA may be removed by the Board of Directors, with or without cause, as follows by a duly adopted resolution of the Board of Directors.

   a. The Treasurer may be removed only after having been provided notice and an opportunity to be heard by the Board of Directors and upon the affirmative vote of two-thirds of the Directors present and voting.

   b. The Vice Chairs may be removed by a duly adopted resolution of the Board of Directors.

   **Rationale:** This amendment does not change the procedure for removal of the Vice-Chairs (to be renamed “Board Advisors” if item 1, above, passes). However, because the Treasurer serves as a check on improper use of USA Fencing funds, removal from that office should be made more difficult to protect against a small segment of the Board abusing the removal power to protect wrongdoing or hide mismanagement. Providing the Treasurer with the opportunity to address the Board before a removal vote is taken and requiring a supermajority of the Board’s vote to remove should provide adequate assurance against abuse of the removal process. (Alternatively, removal could be predicated on proof of cause. However, defining cause could be problematic and the fact-finding necessary to prove or disprove it would be time consuming and distracting, possibly at a time when the need for removal seems urgent.)

5. That Section 6.2.a regarding the terms of officers be amended to read in full as follows:

   a. **Commencement and Duration.** The Director appointed as the Chair of the Board shall serve until they are no longer qualified or until a new Chair of the Board is approved by a majority of the Board. Once a new Chair of the Board is so approved, the former Chair will continue to serve the remainder of their term as an At-Large Director. Unless otherwise removed as provided in these Bylaws, Vice Chairs and the Treasurer shall serve terms of approximately two years, until the next annual from adjournment of the annual meeting of the Board of Directors at which they are appointed until adjournment the second annual meeting following their appointment.

   **Rationale:** Annual appointment of the Vice-Chairs (to be renamed “Board Advisors” if item 1, above, passes) and the Treasurer is inconvenient and
unnecessary and gives these officers too little time to understand and discharge the
duties of their positions before having to stand for retention. By giving them
approximately two-year terms from the end of the annual meeting at which they
were selected to the end of the annual meeting two seasons later addresses that, and
with At-Large Directors now serving staggered terms of four years that end in even
numbered years, any new members of the Board will have the opportunity to assess
and pass on the credentials of incumbent or newly nominated Vice-Chairs and
Treasurers.

6. That the first sentence of Section 7.19 be amended to read as follows:

   The disciplinary power of the USFA shall be vested in the Board of Directors, which shall,
   by a the affirmative vote of 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.

   Rationale: This change, recommended by the USA Fencing Parliamentarian,
   clarifies that the designated actions require two thirds of the directors voting to
   approve the action. Without the clarification, the sentence could be construed to
   mean that so long as two thirds of the members cast a vote, the action could be
   approved by a majority of them. Note also that if item 7, below, is adopted the
   phrase “members of the Board of Directors” will be changed to “Directors.”

7. That the multiple phrases in the Bylaws referring to Directors be made uniform through
use of the words “Director” or “Directors” in each instance. Specifically:

   That in Section 6.3.a.i the phrase “one of its members” be changed to read “a Director;”
   That in Sections 6.3.a.ii, 7.11.a, 7.11.b, 7.12, 7.15.c, 10.3.a, and 12.4 the phrases “member
   of the Board of Directors” and “members of the Board of Directors” be changed to read
   “Director” or “Directors” respectively;
   That in Sections 6.3.a.iii, 7.15.c, and 7.19 (in the phrases “a two-thirds vote of the
   members” and “a majority of the members”), the word “member” or “members” be
   changed to read “Director” or “Directors” as the context requires;
   That in Sections 7.4.a, 7.d, 7.7, 12.6.b, 12.7.b, and 14.2.a the phrases “member of the
   Board” and “members of the Board” be changed to read “Director” and “Directors”
   respectively;
   That in Section 7.4 (first and last sentences) the phrase “voting members” be changed to
   read “Directors,” but that the phrase “non-voting members” in the first sentence not be
   changed;
   That in Section 7.9 the phrase “voting members of the Board of Directors” be changed to
   read “Directors;”
   That in Section 7.14 the phrase “Board members” be changed to read “Directors;”
   That in Section 7.20.a the phrase “its members” be changed to read “a Director;” and
   That except for its use in the phrase “comparable director seat” in Section 7.4.d, that
   wherever the terms “director” and “directors” appear in the Bylaws they be changed to read
   “Director” or “Directors” respectively.

   Rationale: These changes, recommended by the parliamentarian, serve several
   purposes. First, a voting member of the Board of Directors is properly designated
as a “Director” and that term is used in establishing the composition of the Board as set forth in Section 7.4. Additionally, the word “member” appears 140 times in the current Bylaws, but in so doing refers to several different statuses, often in the same sentence or paragraph, such as enrolled members, committee members, family members, etc. The proposed change differentiates Directors from these other categories. Further, the Treasurer is described in Section 6.1.c as a “non-voting member of the Board of Directors,” and in the following proposed amendment it is suggested that vice-chairs (proposed to be re titled “Board Advisors”) and the Secretary be referred to in a similar manner. Designating these positions as “non-voting members of the Board of Directors” distinguishes them from Directors, who do vote, clarifies their status, and removes ambiguities such as whether they may sit with the Board in executive session, fall within the ambit of attorney-client privilege, and have other, albeit not voting, privileges and duties, including fiduciary duties, of the Board.

8. That the second sentence of Section 6.1.d be amended to read as follows:

Vice-Chairs (Board Advisors) shall serve as non-voting members of the Board of Directors, advise the Board of Directors, assist the Chair of the Board in the discharge of the duties of that office and perform such other duties as may be assigned by the Board of Directors.

And that the last sentence of Section 6.4, regarding the office of Secretary, be amended to read as follows:

The person or persons discharging these functions shall serve as a non-voting member of the Board of Directors and shall serve at the pleasure of the Chair of the Board.

Rationale: Designating these positions as “members of the Board of Directors” clarifies their status and removes ambiguities such as whether they may sit with the Board in executive session, fall within the ambit of attorney-client privilege, and have other, albeit not voting, privileges and duties, including fiduciary duties, of Directors. See also Section 7.4, which refers to “such other persons as are designated non-voting members by these Bylaws.”

9. That in Sections 6.2 and 11.8 the phrase “annual meeting” be changed to read “Annual Meeting.”

Rationale: All other appearances of the term, whether referring to the Annual Meeting of the Board or of the Membership are capitalized. The suggested change makes all such references uniform.

10. That the following Section 7.10.c be added to the Bylaws:
Agendas setting forth the matters to be considered at Regular Meetings of the Board of Directors shall be distributed not later than five business days before the scheduled date of the meeting, subject to change pursuant to Colorado law and Robert’s Rules of Order (Newly Revised) and with the proviso that a Director may propose motions not on the agenda at the Annual Meeting.

Rationale: At present, there is no agenda notice requirement for Regular Meetings of the Board. While staff has undertaken to provide draft agendas well in advance
of all meetings, there should be a firm deadline for notice of actions to be considered, provided that amendment of the agenda is possible in accord with established procedures and that the Annual Meeting remains open for new proposals.

11. That in Section 7.4.b the phrase “this Subsection” be amended to read “this Subsection 7.4.b,” that in Section 7.4.b.iii the phrase “this Subsection” be amended to read “this Subsection 7.4.b.iii,” that in Section 7.15.c the phrase “this Subsection” be amended to read “this Subsection 7.15.c,” and that in Section 12.6.a the phrase “this subsection” be amended to read “this Subsection 12.6.a.

Rationale: These changes are recommended by the Parliamentarian to clarify internal references.

12. That the following be added as a second sentence to Section 7.15.c: If the matter to be submitted for such a vote is to be considered privileged or confidential, as if taken up in executive session, the notice of the submission shall so state and the Directors shall act accordingly.

Rationale: This amendment, suggested by the Parliamentarian, is intended to assist the Directors in their understanding of their obligations with respect to the treatment of matters submitted for votes taken other than at convened meetings of the Board.

13. That the following sentence in Section 7.15.c be amended to read as indicated: The closing date shall be not less than the earlier of three business days after the provision of notice of the vote to be taken or upon receipt votes or abstentions from all Directors.

Rationale: This amendment, suggested by the Parliamentarian, provides that the voting closes when all Directors have voted or abstained and that balloting need not be held open thereafter.

14. That the following be added as the penultimate sentence to Section 7.15c: Once a matter has been submitted for a vote under this Subsection 7.15.c, it may not be withdrawn after the vote of at least one Director has been received by the Secretary.

Rationale: This amendment, suggested by the Parliamentarian, is intended to reduce the potential for manipulation of matters submitted for votes under the section.

15. That the following be added as Section 7.20.e: For each meeting of the Board of Directors there shall be a Parliamentarian, who may be appointed for each meeting or as a standing position, to advise the Board on matters of procedure and who serves at the pleasure of the Board.

Rationale: This amendment, suggested by the Parliamentarian, establishes the position which otherwise has no standing under the current Bylaws.

16. That Section 12.5 be amended to read in its entirety as follows:
**Appointments.** Unless otherwise provided by these Bylaws or a resolution of the Board of Directors, the Chair of the Board **shall** with the approval of the Board of Directors, **shall** appoint the Parliamentarian, USFA representatives to other organizations, and the members of committees and designate the Chairs thereof.

**Rationale:** This amendment, suggested by the Parliamentarian, makes two clarifications to the section. First, it affirms that appointments of the Parliamentarian and official representatives of USA Fencing to the FIE other organizations are a prerogative of the Chair with the advice and consent of the Board of Directors. Second, it resolves an ambiguity by confirming that the appointment of committee chairs is subject to Board approval.

17. That in the third sentence of Section 14.2.a the word “date,” be inserted before the phrase “time and place.”

**Rationale:** This amendment, suggested by the Parliamentarian, removes any ambiguity whether the word “time” requires disclosure of the date as well as the hour of the meeting.

18. That in Section 7.11 the word “assure” be changed to “ensure”:

**Rationale:** “Assure” is a typographical or diction error noted by the Parliamentarian.

19. That in the last sentence of Section 11.8 the phrase “by the members” be added after the word “approved.”

**Rationale:** This amendment, suggested by the Parliamentarian, clarifies any ambiguity about the process for approving the submission of member initiated resolutions to the Board.


**Rationale:** This amendment, suggested by the Parliamentarian, corrects a misspelling.

*Paralympic Strategic Plan Amendment*

**Motion 6 (Ms. Deluca):** To amend the USA Fencing Strategic Plan by the addition of a new Objective 7 “Position USA Fencing’s Paralympic Program for Optimal Success in the 2024-28 Quad” in the form of the attached Appendix E.

**RATIONALE:** Investment into the Parafencing program is needed to grow it into a force that can position USA Fencing to dominate at the 2028 Los Angeles Paralympics.
Proposed Objective 7 sets benchmarks designed to position the Parafencing cadre consisting of athletes, referees, and medical classifiers for success at the 2028 Los Angeles Paralympics. The proposed objective lays out benchmarks such as

- Developing 10 National Level Parafencing referees
- Having a minimum of 3 IWAS, international certified referees
- A minimum of 1 IWAS certified classifier
- Host a Parafencing World Cup at least every other year.

These benchmarks will be met by systematically supporting athletes, focused program fundraising, engaging and educating coaches, recruiting quality referees, and implementing incentives for clubs, athletes, coaches, and athletes.

**Black Card Policy Amendment**

**Motion 7 (Mr. Bratton):** To amend the Black Card Policy to adjust the probation period for a level 1 offense from “the reminder of the season plus 12 months” to “12 months from the date of issuance” and to adjust the probation period for a level 2 offense to “24 months from the date of issuance”. Black Card Policy Proposal is attached as Appendix F.

Rationale: The current probation period impacts offenders disproportionally depending on when the black card was received during the season. The current policy could result in an almost 24 month probation for those offenders in receipt at the beginning of the season but only 12 months for those in receipt at the end of the season. This change provides a more equitable penalty for all recipients and adjusts to account for the severity of a level 2 black card.

**Appointment of Independent Member of the Ethics Committee**

**Motion 8 (Mr. Arias):** To appoint the following individual to the Ethics Committee

Darryl Jacobs.

Rationale: The USA Fencing bylaws call for an individual who meets the criteria for independent director to be named to the Ethics Committee of USA Fencing, as a result, Mr. Jacobs could serve ably as an independent and disinterested member of this Committee.

**Motion 9 (Mr. Burchard):** That members of USA Fencing, who have worn the colors of Russia and Belarus in the past five years, and who have been suspended from participation in USA Fencing activities in the recent motion, have their suspensions reduced from 3 years to one year, provided they renounce in writing the current war in Ukraine, and refrain from wearing any insignia or making any statement of support for this war.

Rationale: USA Fencing’s diverse community of athletes, coaches and club owners include a large percentage of Russian and Belarusian members. The very fact that these members reside in the USA, and participate in USA Fencing activities, speaks to the intentions of these members, originally from Russia and Belarus. These members are great contributors to our community, and to our competitive success domestically and abroad.
With a declaration of their renunciation of the Russian and Belarussian aggression in Ukraine, and an allegiance to the United States, and US measures against this war, they demonstrate their intentions to support the principles of fair play, and fair competition of all athletes and clubs without political statements.

One year should suffice as a sanction, provided those in question sign a declaration of renunciation of the prosecution of was by the Russian and Belarussian governments in Ukraine. Declaration Form attached in Appendix G.

VI. Good and Welfare

1. To discuss the notice of the updated USA Fencing Disciplinary Procedures, for later approval alongside associated policy and bylaw updates. (Appendix H).
2. To discuss the upcoming FIE rule changes, approved by the FIE Congress, for later implementation and approval.

VII. Recess to Executive Session (If necessary).

VIII. Executive Session (If necessary).

IX. Recess
Appendix A

Name:
Meeting Minutes:

Members Present:
Members Absent:
Board Liaison:
Staff Liaison:
Guests: