

Agenda
Annual Meeting of the
USA Fencing Board of Directors
Saturday, October 16, 2021 at 6:00 pm Eastern Time
Via Teleconference
Public Access: 1-866-831-8616 Passcode: 13652

I. Call to Order

General Announcements

Remarks – Peter Burchard, President

Conflict of Interest announcement.

II. Consent Agenda Items (Mr. Burchard)

1. To approve the minutes from the August 31, 2021 meeting.
2. To approve the email vote minutes from September 24 and October 6, 2021.
3. To approve the reappointment of Peter Barton as Parliamentarian.

III. Post Tokyo Report (Ms. Reisinger)

IV. Education & Coach Development Update (Ms. Strong Simmons)

V. Finance Update (Ms. Toelle)

VIII. New Business

Motion (Mr. Alperstein): To approve the Committees and Resource Teams for the 2021-22 season as provided to the Board.

Rationale: The committee working group has reviewed all applications and provided the board with recommended appointments for the 2021-22 membership year.

Motion (Mr. Watson): That the Board of Directors of USA Fencing appoint as a Vice-President Mr. Samuel D. Chervis.

Rationale: Mr. Cheris brings to the Board experience, connections and abilities not present among the voting members of the Board. These include, but are not limited to, his extensive international experience, both with the FIE and in competitions. He is USA Fencing's longest tenured FIE representative and chairs the Legal Commission, one of the most important and influential positions in the FIE. His long experience on DTs (including as chair) and as Chief of Mission at world cup, Grand Prix, championship, and Olympic events makes him an invaluable advisor on the preparation and protection of USA teams and athletes. He brings financial knowledge and experience that is not shared by any other member of the Board, and appointing him a Vice President will allow the Board to put him on the Budget Committee if it so desires, where his successful work in placing USA Fencing on a sound financial footing can continue, a contribution greatly needed at this time. Mr. Cheris also stands in a unique position to assist the Board due to his position as treasurer of the United States Fencing Foundation.

Motion (Ms. Prescod): To further the purposes and duties of the Diversity, Equity, Inclusion and Belonging (DEIB) Committee as set forth in USA Fencing Bylaws Section 12.12, the DEIB Committee may at its option have a liaison to each USA Fencing committee and resource team. The DEIB liaison for each committee and resource team shall be invited to attend each meeting of the committee or resource team to which the liaison is assigned and shall be included in the distribution of materials and minutes of that committee or resource team. The following procedures for selecting such liaisons shall be in effect, commencing immediately:

1. The DEIB Committee may select any of its members to serve as liaison to any committee or resource team as the DEIB Committee designates by giving notice of such selection to the Chair of the Board and to the Secretary, who shall then notify the appropriate staff liaison and chair of such committee or resource team of the selection; or
2. The DEIB Committee may nominate other qualified USA Fencing members to serve as DEIB liaison to committees or resource teams for confirmation by the Board of Directors, and upon confirmation the Secretary shall notify the appropriate staff liaison and chair of such committee or resource team of the selection such nominee shall begin serving in the role.

The DEIB Committee shall adopt procedures by which the committee and resource team liaisons report to the DEIB Committee to assist that committee in the discharge of its mission and duties.

DEIB Committee liaisons may be removed from the committee or resource teams to which they assigned by the procedures set forth in USA Fencing Bylaws Section 10.5.

Rationale: USA Fencing's recently adopted bylaw amendments created the DEIB Committee with the purpose of creating and providing meaningful opportunities to advise the organization and increase the presence and protection of underrepresented communities within USFA governance. The DEIB Committee advocates on behalf of underrepresented groups relating, but not limited, to race, disability status, gender, gender identity, ethnicity, religion, political opinions, family status or another innate attribute.

The committee is charged with assisting the Board of Directors with assuring diverse representation on the Board, committees and resource groups so that diverse perspectives and views are included in governance matters; with identifying qualified candidates for leadership positions to be considered in the selection process on the Board, committees and resource groups; with educating and preparing interested individuals to serve in USFA governance; and with addressing inquiries regarding the applicability, compliance or non-compliance with anti-discrimination standards. The DEIB Committee can best serve these functions and discharge its duties by engaging with each USA Fencing committee and resource team, providing conduits of information between itself and the committees and resource teams, and by staying abreast of their activities. The motion provides a method for accomplishing this goal that vests the DEIB Committee with discretion on how to fulfill its mission and achieve its purposes while preserving appropriate Board oversight.

Motion (Ms. Marcil Holmes): To revise the Black Card Review policy by eliminating the “Level 0” category.

Rationale: The Black Card Review Group is recommending that Level 0 Black Cards be removed from the Black Card Policy. As stated:

Level 0: Administrative Black Cards are those given for failure to appear on the strip, for mid bout withdrawal, and when no disrespect, unsportsmanlike conduct or other aggravating elements are involved. Administrative black cards, while recorded, do not result in a follow-up email from the USA Fencing National Office or Ethics Committee and do not put the individual in a probationary period.

The change will align USA Fencing’s rules with FIE policy o.74 and o.79, under which failure to appear is considered an elimination, not an exclusion, with no black card issued. Fencers who fail to appear are listed in the final result maintaining place as if they lost the bout in direct elimination, versus a black card where a fencer’s name no longer appears in the final results. Since the inception of the BC Policy no other Level 0 Black Cards have been issued.

Motion (Mr. Alperstein): To reappoint the existing members of the Legal Resource Group and to add the following individuals to that Group:

Emil Pehlivanov, Esq.

Jonathan Hirsch, Esq.

Raymond Snytsheugel, Esq.

Rick Torres, Esq.

Samuel Lillard, Esq.

Rationale: The Legal Resource Group serves USA Fencing in several ways. Among these are service as chairs of grievance/disciplinary panels, advisors to such panels, *pro bono* legal counsel and otherwise assisting USA Fencing’s general counsel in the discharge of their duties. Supporting materials for each of the new nominees are included in the Executive Session sharefile (because they are considered personnel documents).

Motion (Mr. Alperstein): That the following additional prospective amendments to the USA Fencing Amended and Restated Bylaws be approved for publication pursuant to

Bylaw Section 14.2.a, and that they be considered for adoption at a meeting of the Board following the required comment period:

That Section 7.20.b of the Amended and Restated Bylaws as adopted August 31, 2021, be amended to read, in its entirety, with the addition of the words below in red and the omission of the words below that are struck through:

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~~ The Chair of the Board may, but shall not be required to, cast a vote, ~~except to break a tie, and on matters requiring no more than a simple majority vote of Directors in attendance, the Chair's~~ failure to vote ~~in such case~~ shall diminish the number of persons counted as present and voting for determination of a majority vote.

Rationale: It was the decision and intent of the Governance Task Force that the person serving as Chair of the Board, unlike the case with the office of President as it previously existed, should not be prevented from voting on all matters that come before the Board and should have the right to vote on the same footing as other directors. The amendments proposed by the GTF inadvertently failed to remove the restriction. The last clause of the proposed amendment recognizes the Chair's prerogative of not casting a vote, in which case they shall not be considered in calculating the number of votes needed to approve a proposed action.

That the following Section 7.21 be added to the Amended and Restated Bylaws as adopted August 31, 2021:

Section 7.21. Transition. The terms of the At-Large directors elected as officers in 2020 shall end in and be filled by election in, 2024. The term of the At-Large director elected in 2020 shall be extended from two (2) years to three (3) years, and that position will be filled by election in 2023. The three At-Large directors elected in 2023 shall serve three (3) year terms ending in 2026. Upon conclusion of the transition in 2026, these Bylaws shall be automatically amended to remove this Section.

Rationale: At the meeting on August 31, the proposed amended and restated bylaws were adopted in their entirety except for the section governing transition to the new terms for At-Large directors, and no alternative provision was proposed at that time. The transition must be accounted for, and the foregoing proposes to do that by adopting essentially the same approach adopted by the Governance Task Force.

That Section 7.15.c of the Amended and Restated Bylaws as adopted August 31, 2021, be amended to read, in its entirety, with the addition of the words below in red:

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 Chair of the Board 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 their vote thereon and communicate it to the Secretary and the Chair of the Board prior to the closing date. The notice shall also state that a failure to respond **by casting a vote, abstaining in writing, or demanding in writing that such action not be taken without a meeting**, 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.

Rationale: §7-128-202(2)(c) of the Colorado Revised Nonprofit Corporation Act provides that action may not be taken without a meeting if a director objects to doing so and requires that the notice of action to be taken without a meeting so states. The Bylaw as written complies with the first of these provisions but does not require that the notice include reference to the right to object. The proposed amendment addresses and corrects that omission.

That Section 10.1 of the Amended and Restated Bylaws as adopted August 31, 2021, be amended to read, in its entirety, with the addition of the words below in red:

Section 10.1. **Exclusive Procedure.** Officers, directors and committee members may be removed from the positions to which they have been duly selected only by the procedures set forth in this Article **or by judicial proceedings in compliance with the Colorado Revised Nonprofit Corporation Act.**

Rationale: Colorado law provides for the removal of officers, directors, etc., by judicial decree, but the Amended and Restated Bylaws do not make allowance for that provision and in fact appear to attempt to exclude the possibility. The proposed language makes clear that USA Fencing is not attempting to evade that provision and reaffirms that its operations, as stated in §1.3, shall conform to law.

That the references in Section 1.2; 1.3; 7.13; and 7.20.c to the “Colorado Nonprofit Corporation Act” be amended to read “Colorado Revised Nonprofit Corporation Act.”

Rationale: There are four specific references in the Bylaws to the Colorado statutes governing nonprofit corporations. The official short title for that statute as set forth in Colorado Revised Statutes §7-121-101 is different from the language currently appearing in the Bylaws, and they should be corrected to conform with the statute.

Motion (Mr. Alperstein as Liaison to the Referee Commission): Beginning with the NAC scheduled for December 9-12, 2021, and until further action by the Board of Directors, entry to USA Fencing national competition venues will be limited to individuals who are fully and demonstrably vaccinated against coronavirus (Covid-19) disease, those who have demonstrated authentic medical or religious vaccination exemptions, and vaccine ineligible individuals (i.e., members of groups for whom vaccines have not been approved by the CDC or FDA). Rules for regional and divisional competitions shall continue to observe regulations in effect for the jurisdiction where such competitions are held, and the organizers of regional competitions and the sanctioning divisions of local

competitions are authorized to adopt and enforce such additional coronavirus (Covid-19) disease vaccination requirements as they deem appropriate. Mask rules, venue number caps, social distancing and other means for preventing the spread of the virus shall comply with or exceed local regulations. The USA Fencing National Office is instructed to adopt procedures for assuring compliance with the vaccination rules at national competition venues, including the authentication of claimed exemptions and testing or other requirements for vaccine ineligible individuals. The National Office is authorized to continue the imposition of such other Covid-19 regulations as appropriate.

Rationale: Coronavirus (Covid 19) disease continues as a pandemic health problem in the United States. The spread of the disease and individual susceptibility are best controlled by full vaccination with FDA approved and CDC recognized vaccines. Such vaccines are easily obtained and are administered at no cost. USA Fencing has an obligation to take reasonable steps to protect its members and guests. Vaccination requirements have been shown to be effective and have been widely adopted by governments, industry, schools, and other institutions. USA Fencing should act accordingly to protect all who enter its venues.

- IX. Other New Business**
- X. Good and Welfare**
- XI. Recess to Executive Session**
- XII. Executive Session**