

Board Meeting Agenda

Special Meeting

USA Fencing Board of Directors

Saturday, December 16, 2023 at 10:00AM (MT) – Virtual

Public Zoom Link: <https://us02web.zoom.us/j/86991542175?pwd=RVpjV05GZlpENVpWYVBab0ErUytZUT09>
Passcode: 202939

I. Call to Order

Roll Call

General Announcements

Opening Remarks – Ivan Lee, Chair

Conflict of Interest announcements for this agenda

II. CEO, Operations & Financial Update (Mr. Andrews, Ms. Chamberlin)

III. Consent Agenda Items

- a. To approve the minutes from the September, 10, 2023 meeting ([Appendix A](#))
- b. Parafencing Resource Team Charter ([Appendix B](#))

IV. Committee, Resource Teams & AC Updates (as applicable)

- a. Parafencing Resource Team Report ([Appendix C](#))
- b. t109 Working Group Report ([Appendix D](#))
- c. Youth Development Resource Team Report ([Appendix E](#))
- d. Division Resource Team Report ([Appendix F](#))
- e. Data Resource Team Report ([Appendix G](#))
- f. International Relations Committee Report ([Appendix H](#))
- g. Coaching Advisory Resource Team Report ([Appendix I](#))
- h. Referee Commission Report ([Appendix J](#))

V. New Business

MOTION 1 (Mr. Lee): To approve the strategic plan of USA Fencing as stated in [Appendix K](#).

Rationale: USA Fencing requires a documented approach to guide the organization, its' decisions and give direction to the organization across the period 2024-2028. USA

Fencing has held a planning weekend and received feedback from across its' community to arrive at the document presented for approval today.

MOTION 2 (Mr. Lee): To approve a revised USA Fencing logo, to be shared during the meeting, to merge our USA Fencing and USA Parafencing shields into one shield. Such logos to replace current logo usage at the next natural time of change for printed materials; and to be used as soon as reasonably possible in digital materials.

Rationale: USA Fencing has expressed its' commitment to treating Parafencing in an equal fashion to its' able-bodied counterpart. By merging our able bodied and Parafencing shields into one shield, USA Fencing provides a further step in integration of Parafencing into the sport, and a further sense of belonging for our Parafencing community.

MOTION 3 (Mr. Lee): To approve the creation of a dedicated parent and family membership, equivalent in nature to the existing Access Membership type, and instruct the staff of USA Fencing to determine the benefits and implementation strategy of the membership type. The Board will delegate control of dues structure to the National Office Staff the decision of which will be reviewed during annual budget approval process.

Rationale: In line with the USA Fencing strategic plan goal of aiding communication and interaction with the parents and families of young Fencers; the creation of a meaningful membership category will allow us to better understand our membership base while focusing on enhancing the experience to all fencing families.

MOTION 4 (Mr. Lehfeldt): To amend rule t.20.2 to the following language: "Any fencer taking a lesson must wear at least a mask, jacket, plastron, glove, and plastic chest protector (where applicable)."

Rationale: A more stringent competition lesson safety standard is needed to mitigate potential safety risks and ensure maximum protection for athletes taking a lesson in competition. While the current language of t.20.2 aligns to that within the FIE rulebook which stipulates that only a mask and glove must be worn, altering the verbiage to promote greater safety will have no demonstrable effect on international competition readiness.

The Referees' Commission (RC) has reviewed the amendment to t.20.2 and is in support of the rule change. However, the RC wishes to note that referees are not expected to enforce this rule in any way, shape, or form. Enforcement of this rule rests with the supervisor of the competition and/or members of the Bout Committee, as well as the coaches and athletes."

Recommend instituting an effective date of February 1, 2023, to allow sufficient time to communicate these changes to the community and our numerous impacted stakeholder groups, which include:

- Referees (simply need to be made aware)
- Athletes
- Coaches
- Bout Committee/Supervisors

MOTION 5 (Mr. Lehfeldt): To re-affirm the American exception for rule t.109 in the USA Fencing rule book.

Rationale: The previous Board voted for passage of rule t.109 (a ban on strip coaching) which would have had an effective date of September 1, 2023. In September 2023, the current Board voted to suspend implementation of rule t.109, leaving uncertainty as to whether it would be implemented at a future date.

Based on the report from the t.109 working group, this motion seeks to clarify that no implementation will occur, and the current exception to t.109 which reads:

“In USA Fencing competitions, coaches and spectators are allowed to give advice to fencers...in all situations, coaches and spectators must not disturb the order of the bout”

will remain in place.

MOTION 6 (Mr. Lee, as liaison to the Referees’ Commission): That the following prospective amendments to Sections 12.11.b.i and 12.11.b.ii of the USA Fencing Amended and Restated Bylaws be approved for publication pursuant to Bylaw Section 14.2.a, and that this amendment be considered for adoption at the next meeting of the Board following the required comment period:

That Section 12.11.b.i be amended to read in its entirety as follows:

The Referees’ Commission shall be organized under the leadership of a Chair, Vice-Chairs of Domestic Grassroots Development, Domestic National Development, Rules and Examinations, International Development and Assignment, ~~Domestic Development~~ and Ombudsman, and three athletes.

And that Section 22.11.b.ii be amended to read in its entirety as follows:

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~~ Nominees for the positions shall be elected by a vote of the electors that is conducted by the Election Committee, and notwithstanding Section 9.10 of these Bylaws, such election shall be by simple majority.

Rationale: The first of these amendments makes three basic changes to the existing Bylaw provision. First, it splits the Vice-Chair of Domestic Development into two Vice-chair positions, one for grassroots development and one for development of national level referees. Second, it renames the Vice-Chair of Rules to Vice-Chair of Rules and Examinations to better reflect the duties of that position. Lastly, it eliminates the redundant reference to “Domestic Development.” Of these, only the first is substantive.

Experience has shown that the task of overseeing the development of referees through the spectrum of P-N1 is a larger undertaking than initially envisioned and has proven too great a burden to fairly ask of one person. While the path from beginning referee to the highest level of national competence is continuous, the demands of developing starting referees are somewhat distinct from those of honing the skills of more experienced officials. It is expected that the Vice-Chair of Domestic Grassroots Development and the Vice-Chair of Domestic National Development will coordinate their efforts, but it makes sense to separate the basic functions. This change also postures the Referees’ Commission to better meet the referee development goals of the USA Fencing Strategic Plan.

With the proposed change, the Referees’ Commission will comprise a Chair, five Vice-Chairs, and three athletes, a total of nine individuals, thus assuring the required athlete representation is met.

The second proposed change means that Referees’ Commission elections will be by simple majority, in contrast to elections of directors and Hall of Fame honorees, which are by preferential voting. This makes sense because under the rules consistently approved by the Board under the Section, the elections for Referee Commission Chair and Vice-Chairs are races between two people, in which circumstance preferential voting is unnecessary and an avoidable burden on the Election Committee.

MOTION 7 (Mr. Lee): In the role of the sole member of the US Fencing Foundation, to approve the revised US Fencing Foundation Bylaws, as stated in [Appendix L](#) subject to legal counsel approval.

Rationale: Since October 2022, the operation of the US Fencing Foundation has changed from a savings-based principle into the active fundraising arm in support of USA Fencing. The revised bylaws of the US Fencing Foundation bring the governance model of the Foundation into line with similar foundations, for example the US Olympic & Paralympic Foundation or USA Triathlon Foundation.

MOTION 8 (Mr. Lee): In the role of the sole member of the US Fencing Foundation, to approve the revised Articles of Incorporation of the US Fencing Foundation attached as [Appendix M](#) subject to legal counsel approval.

Rationale: In concert with the approval of new Bylaws, the Articles of Incorporation also require amendment to move some of the powers vested in the articles to the bylaws, primarily the power to appoint new Trustees of the Foundation.

MOTION 9 (Mr. Burchard as liaison to the Hall of Fame Committee): To approve the list of Hall of Fame Nominees as attached in [Appendix N](#).

Rationale: In line with past practices, the Hall of Fame Committee has put forward a slate of nominees for the Class of 2025 Hall of Fame inductees.

MOTION 10 (Mr. Lee): To appoint Damien Lehfeldt as the Board of Directors Representative to be named to the Referees' Commission Nominating Committee for the Referees; Commission election to be held in 2024.

Rationale: During the September 10, 2023 the Board approved the composition of the Referees' Commission Nominating Committee which charged the Board with appointing their representative.

VI. Good and Welfare

Next scheduled meeting to be held in-person on February 17, 2024, at Junior Olympics in Charlotte, NC.

VII. Recess to Executive Session (if needed)

VIII. Executive Session (if needed)

IX. Adjournment

Reporting Dates of Committees & Resource Teams

Committee/RT	Date of Last Report	Report This Meeting	Board Liaison
Referee Comm.	12/16/23	Yes	Ivan Lee
Hall of Fame Comm.	12/16/23	Yes	Peter Burchard
Audit Comm.		No	Aimee Rice
Budget Comm.	6/10/23	No	Emily Bian
Election Comm.	9/10/23	No	Darryl Jacobs

Nominating Comm.	9/10/23	No	Amanda Nguyen
DEIB Comm.		No	Darryl Jacobs
IR Comm.	12/16/23	Yes	Ivan Lee
SEMI Comm USA	10/22/22	No	Damien Lehfeltdt
Tournament Comm	7/4/23	No	Peter Burchard
Veterans Comm.	7/4/23	No	Abdel Salem
Club and Member RG		No	David Arias
Division RG	12/16/23	Yes	David Arias
Mar/Comm RG		No	Darryl Jacobs
Parafencing RG	12/16/23	Yes	Lauryn Deluca
FenceSafe RG		No	Nzingha Prescod
Sports Medicine RG		No	Kat Holmes
Youth Development RG	12/16/23	Yes	Ivan Lee
Sports Performance RG		No	Kat Holmes
Coaching Advisory RG	12/16/23	Yes	Ben Bratton
Data Science RG	12/16/23	Yes	Kat Holmes

Board Meeting Agenda Annual Meeting Minutes - DRAFT USA Fencing Board of Directors

Part II - Sunday, September 10, 2023 at 1:00PM (MT)– Denver, CO

I. Call to Order

Present: Ivan Lee, Donald Alperstein, David Arias, Emily Bian, Peter Burchard, Lauryn DeLuca, Kat Holmes, Darryl Jacobs, Mike Joo, Selina Kaing, Damien Lehfeltdt, Amanda Nguyen, Nzingha Prescod, Abdel Salem, Peter Barton (Parliamentarian).

Absent: Ben Bratton, Aimee Rice.

USA Fencing Staff: Phil Andrews, Kate Reisinger, Tabitha Chamberlin, Amanda Lilly, Glen Hollingsworth, Christina Pachuta

II. Consent Agenda Items (Mr. Lee)

- a. To approve the minutes from the July 4, 2023 meeting attached as [Appendix A](#).
- b. To approve updates to the Member Code of Conduct as attached in [Appendix B](#).
- c. To approve the minutes from the September 8, 2023 meeting to be attached as [Appendix J](#) when available.
- d. To approve the record of e-voting from September 1, 2023 attached as [Appendix K](#).

Second: Darryl Jacobs

Result: Passed by voice vote

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

IV. Committee, Resource Teams & AC Updates (as applicable)

- a. Election Committee Report ([Appendix C](#))
- b. Division Resource Group Report ([Appendix D](#))
- c. Nominating Committee Report ([Appendix E](#))
- d. Black Card Review Group Report ([Appendix F](#))
- e. Referees' Commission Report ([Appendix G](#))
- f. International Relations Committee Report ([Appendix H](#))

V. New Business

2020 Olympic Team Recognition

MOTION 1 (Mr. Lehfeldt): To the extent it is within its' jurisdiction and to the extent possible, that Adam Rodney be recognized by USA Fencing as a member of the Tokyo 2020 Olympic Team.

Rationale: Due to bureaucratic circumstances largely outside of his control, Adam Rodney was unable to compete in the 2020 Tokyo Olympics as the alternate athlete. While USA Fencing lacks the jurisdiction to credential Mr. Rodney as an Olympian (or OLY), the official records of the NGB should be updated to reflect Mr. Rodney as the alternate in the Tokyo Olympics.

Second: Peter Burchard

Result: Defeated by roll call vote; 7 No, 2 Yes, and 1 Abstention

Approval of the 2023 Financial Policy and Procedures

MOTION 2 (Mr. Lee): That the 2022 Financial Policy and Procedures now updated to the 2023 Financial Policy and Procedures be approved as our USA Fencing policy subject to review by an independent auditor. 2023 Financial Policy and Procedures are attached as [Appendix I](#).

Rationale: Following a review and update by the USA Finance team, minor updates have been made to the Financial Policy & Procedures which requires the formal approval of the Board of Directors. Primarily items addressed include expense requirements, and clarifying the levels at which the CEO and/or the Board of Directors need to be involved or made aware.

Second: David Arias

Result: Passed by voice vote

Youth Competition

MOTION 3 (Mr. Lee): That all Youth-8 competitions conducted under the authority of USA Fencing abide by and apply the field of play rules applicable to Youth-10 competitions conducted at the same divisional, regional, or national level, and that the Athlete Handbook, Operations Manual, Regional Handbook and other applicable documents be revised accordingly.

Rationale: During the 2022-23 season, USA Fencing's Board of Directors approved Youth-8 as a sanctioned but optional regional and divisional event. However, no decision was made at the time regarding what rules would apply in such competitions,

e.g., concerning blade length, uniform requirements, DE bout formats, etc. Certain local and regional organizers have begun scheduling Y-8 events without such guidance. Without the adoption of this resolution, standard Rules of Competition would apply in these youngest of our youth events, including, for example, full length blades and 15 touch DE bouts. After consultation with the US SEMI Committee and the Youth Development Resource Team, the Referees' Commission recommends use of the same rules in this age group as apply to Y-10 competitions, at least as a temporary measure.

Other issues such as age minimums for Y-8 events, whether a points list will be maintained, etc., will be reviewed at a future date.

This motion was drafted by the Board Liaison to the RC as at the 8/19-20/2023 meeting of the Referee Commission in Denver CO, Mr. Donald Alperstein, with the approval of the Referee Commission.

Second: Abdel Salem

Result: Passed by voice vote

Referee Commission Nomination & Election

MOTION 4 (Mr. Lee): That the Referees' Commission Nominating Committee for the Referees' Commission election to be held in 2024 comprise eight individuals and be constituted as follows:

The Referees' Commission Chair if not running for reelection. If the Chair is running for reelection, then a Referees' Commission vice-chair who is not running for re-election, to be chosen by the Referees' Commission members who are not running for re-election. This individual will chair the Referees' Commission Nominating Committee;

One additional vice-chair of the Referees' Commission who is not running for reelection;

Three referees who have worked as referees at least two North American Cup, Summer Nationals and July Challenge, National Junior, Senior or Wheelchair Championship, or international events during the 2022-23 or 2023-24 seasons, to be selected by a vote conducted by the Election Committee among referees who meet that same qualifications;

Two athletes selected by the USA Fencing Athlete Council; and

One member of the Board of Directors selected by the Board of Directors.

Rationale: Section 12.11.b.ii of the Bylaws provides, with regard to the election of the Referees' Commission Chair and Vice-Chairs:

The . . . method for nominating candidates for these positions shall be determined by the Board of Directors consistent with these Bylaws . . .

The foregoing motion addresses the portion of this section that calls for the Board of Directors to establish “the method for nominating candidates” for positions to be filled on the Referees’ Commission. The proposed method of establishing a Referees’ Commission Nominating Committee to vet candidates follows the practices used in previous elections for the positions. The standards for referee representation on the Referees’ Commission Nominating Committee, and for the electors who will choose those representatives, reflect the importance of current high-level experience in filling those positions. (Note that the standards for electors to fill the open positions, as opposed to those for the Referees’ Commission Nominating Committee, is the subject of a separate motion.) The proposed composition of the Referees’ Commission Nominating Committee meets the requirement for athlete representation, provides substantial rank and file input during the nomination process, places two individuals with Referee Commission experience on the committee, and assures Board input in the nominating process.

This motion was drafted by the Board Liaison to the RC as at the 8/19-20/2023 meeting of the Referee Commission in Denver CO, Mr. Donald Alperstein, with the approval of the Referee Commission.

Second: David Arias

Motion to Amend (Ms. Deluca): Two athletes selected by the USA Fencing Athlete Council, one of whom shall be a Parafencer with IWAS classification if no referee so qualifies.

Second: David Arias

Result: Passed by voice vote

Result: Passed by voice vote

MOTION 5 (Mr. Lee): That the eligible voters in the Referees’ Commission election to be held in 2024 shall be those licensed referees who have worked at least as referees at least two North American Cup; Summer Nationals and July Challenge; National Junior, Senior or Wheelchair Championship; or international events during the 2021-22, 2022-23, or 2023-24 seasons.

Rationale: Section 12.11.b.ii provides, in pertinent part:

The Chair and Vice-Chairs of the Referees’ Commission shall be elected by experienced referees. The standards for electors . . . 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.

The foregoing motion addresses the provision of this section that calls upon the Board of Directors to establish “the standards for electors” for Referees’ Commission positions to be filled by the 2024 election (conducted by the Election Committee during the spring or early summer months). The proposed qualifications for electors who will fill the open positions are broader than the qualifications for the Referees’ Commission Nominating Committee as proposed in a companion motion because the Referees’ Commission oversees the entire referee cadre and the active members of that group should have a say in their leadership.

This motion was drafted by the Board Liaison to the RC at the 8/19-20/2023 meeting of the Referee Commission in Denver CO, Mr. Donald Alperstein, with the approval of the Referee Commission.

Second: Peter Burchard

Result: Passed by voice vote

Rule T109

MOTION 6 (Mr. Burchard): To appoint a working group to discuss and recommend the future of rule T109, to report back as soon as possible, but no later than the December 2023 meeting of the USA Fencing Board of Directors. Such a working group to be composed of 1 active FIE Referee, 1 member of the Tournament Committee, 2 Elite Athletes as defined by the USOPC bylaws and appointed by the USA Fencing Athlete Council, 1 current National Coach, the Chair of the Referee Commission, the Vice Chair for Rules & Examinations of the Referee Commission, and the Board of Directors’ RC liaison as follows:

Chair of the Referee Commission: Tasha Martin

Vice Chair of the Referee Commission for Rules & Examinations: As appointed by the Chair of the Referee Commission

The Board of Directors Liaison to the Referee Commission: Ivan Lee

Tournament Commmittee: As appointed by the Chair of the Referee Commission

Active FIE Referee As appointed by the Chair of the Referee Commission

10 Year Athlete 1: As appointed by the USA Fencing Athlete Council

10 Year Athlete 2: As appointed by the USA Fencing Athlete Council

National Coach: As appointed by the Chair of the Referee Commission

Staff Liaison/Staff Support: As appointed by the National Office

Rationale: The Board of Directors voted in its’ 2022-2023 sessions to implement the FIE wording of the T109 rule, replacing the USA Fencing adaptation of this rule. However, in recognizing there is significant work to be done and agreement across all stakeholders to be made about the way the rule is implemented, appointing a group of key stakeholders to

evaluate how we best do this as a sport offers a way forward that can be agreed upon by all.

Second: Lauryn DeLuca

Result: Passed by voice vote with 1 opposed

Motion to Adjourn (Kat Holmes)

Second: Lauryn DeLuca

Result: Passed by voice vote

Reporting Dates of Committees & Resource Groups

Committee/RT	Date of Last Report	Report This Meeting	Board Liaison
Referee Comm.	2/23	Yes	Donald Alperstein
Hall of Fame Comm.	2/23	No	Peter Burchard
Audit Comm.		No	Aimee Rice
Budget Comm.	6/10	No	David Arias
Election Comm.	7/4	Yes	Darryl Jacobs
Nominating Comm.		Yes	Kat Holmes
DEIB Comm.		No	Darryl Jacobs
IR Comm.	6/23	Yes	Sam Cheris
SEMI Comm USA	10/22	No	Donald Alperstein
Tournament Comm	7/4	No	Peter Burchard
Veterans Comm.	7/4	No	Abdel Salem
Club and Member RG		No	David Arias
Division RG	6/23	Yes	Donald Alperstein
Mar/Comm RG		No	Darryl Jacobs
Parafencing RG		No	Abdel Salem
FenceSafe RG		No	Donald Alperstein
Sports Medicine RG		No	Kat Holmes
Youth Development RG	4/23	No	David Arias
Sports Performance RG		No	Lorrie Marcil Holmes
Coaching Advisory RG		No	Ben Bratton
Data Science RG		No	Kat Holmes



Resource Team Charter Paralympic Development

Resource Team Purpose
The purpose of the Paralympic Development Resource Group is to gather the knowledge and experience of trusted individuals in the parafencing community to advise and support the initiatives and decisions of the National Office.

Composition
Reviewed by staff and approved by BOD through application process.

REPORT OF THE PARALYMPIC DEVELOPMENT RESOURCE GROUP

To the USA Fencing Board of Directors

November 28, 2023

The Paralympic Development Resource Group meets monthly via Teams to discuss ongoing action items, needs of the para-fencing community, and projects to develop and advance para-fencing in the US.

Recent and current projects and discussions include:

- Purpose of the Paralympic Development Resource Group and priorities for the season.
- Continuing to develop the Para-fencing Club Directory on USA Fencing website - www.usafencing.org/para-fencing-clubs.
- Accumulating resources for the para-fencing community including grant opportunities, equipment manufacturer information, etc. to be shared on the USA Fencing website - www.usafencing.org/page/show/8118008-para-fencing-grants-and-resources.
- Reviewing and providing feedback on the grant applications for the recent equipment grant supported by Toyota and the USOPC.

t.109 Working Group Report

November 29, 2023

At the direction of the Board, the *t.109 working group* (members: Tasha Martin, Bradley Baker, Ivan Lee, Maggie Dull, Jelena Zeljkovic, Lee Kiefer, Eli Dershwitz, Ralf Bissdorf, and staff liaison, Kate Reisinger) met on October 3, 2023, to discuss potential changes to rule t.109 (see text of the current and previous versions of the rule in the summary below). Following extensive discussion of the rule, the purpose of the rule, the anticipated effect of potential changes to the rule, current practice at both domestic and international tournaments, and the desired tournament environment, the working group arrived at a consensus recommendation that, at this time, no changes should be made to t.109 from the version in place in April 2023.

The competition environment at US domestic tournaments (local, regional, and national) is substantially more permissive of input and engagement from spectators, notably including coaches, than is typical internationally (FIE and non-FIE tournaments). Working for a culture change within USA Fencing to bring domestic practice more into alignment with international conventions would be beneficial for all parties, including athletes, coaches, and referees. This is a laudable goal that the working group strongly endorses. However, revision to the language of rule t.109 does not appear to be the best approach to bring about such culture change. The following summary of t.109 discussions and timelines is intended to provide additional information and context to the deliberations and recommendation of the working group.

Respectfully submitted,

t.109 Working Group

Summary of t.109 Discussions and Timelines

Overview of Relevant Issues

- For approximately 20 years, USA Fencing has permitted active coaching during bouts. While coaching should not disturb the smooth running of competitions, this has been unevenly enforced. Wide differences are observed based on geographic region, level of competition (along both the local/regional/national dimension and age-group/strength of fencer dimension), weapon, referee (specific people and associated with broad referee characteristics including age, gender, and experience), and coach.
- In general, the volume of coaching (both quantity and degree of loudness) is substantially higher domestically than is typical at international competition.
- Coaching internationally occurs at all levels, although typically restricted to when fencing is not actively taking place (e.g., after a touch and before the fencers are reset for the next touch) and is more concise than domestic coaching. Brief interjections during the active fencing (e.g., “meter” or “10 seconds”) are common and accepted, while more extensive instruction or advice is not. While there is variability in the quantity of coaching during bouts internationally, the level is considerably lower than is typically seen domestically and the range of what is acceptable is considerably narrower.
- Interactions between coaches and referees are more common and more extensive at US domestic competitions than is typical in other countries or international competitions. This is especially true during bouts, where extended interactions are atypical outside the US. The rules (domestic and international) do not permit such interactions, although enforcement is uneven and selectively engaging in brief interactions can facilitate the fencing. Experienced referees have a tolerance for what interactions, and under what terms, they will permit; this tolerance is idiosyncratic to each referee and may depend on previous experience with a particular coach.
- Abuse of referees is a critical problem across all sports and at all levels of sport, including fencing both domestically and internationally. The quantity of abuse received by US fencing referees domestically is unacceptably high. This negatively impacts the experience for referees, fencers, coaches, and spectators. It is associated with challenges in recruiting and retaining referees and staffing tournaments. The quantity and impacts of referee abuse are unevenly distributed with regard to referee characteristics and consequently reinforce systemic barriers to participation by disadvantaged groups.
- Reducing the quantity and intensity of interactions between referees and coaches (or other interested spectators) may also reduce the frequency and intensity of abuse received by referees. While the adopted changes to t.109 were not directly related to referee abuse (which has always been impermissible under both domestic and international rules for fencing, including unaltered portions of t.109), the rationale provided with the motion to modify t.109 indicated reduction in bullying of referees was a prime motive for the change.

Timeline

Prior to 2010: Rule t.82 mirrors the FIE rule t.82 and prohibits giving advice to fencers. Prior to approximately 2000, this is generally followed domestically, although with exceptions including non-English language coaching and coded phrases. Around 2000, domestic interpretation is reversed to match international standards and permit limited coaching, although the text in the Rules is not modified at this time.

2010: t.82 is modified to remove the prohibition and add a note explicitly allowing coaches and spectators to give advice, as long as they do not disturb the order of the bout. This change brings the Rules into conformity with accepted practice.

2018: Rules extensively reorganized; t.82 becomes t.109.

March 2023: [Motion to revise t.109](#) to remove the USA Fencing Note allowing the giving of advice to fencers during bouts submitted to the Board and withdrawn prior to a vote, to allow consultation with the Referees' Commission, Tournament Committee, and USA Fencing Events staff.

April 2023: [Motion to revise t.109](#) to remove the USA Fencing Note allowing the giving of advice to fencers during bouts submitted to the Board along with comments from Referees' Commission, Tournament Committee, and USA Fencing Events staff. Amended version of the motion passed, with effective date August 1, 2023.

July 2023: Townhall-style meeting with coaches and representatives of the Referees' Commission at Summer Nationals to provide a feedback channel from coaches on how the revised t.109 rule should be interpreted and implemented.

July 2023: Implementation date for revised t.109 postponed to September 1, 2023 to provide the Referees' Commission opportunity to discuss implementation and communication plans at the Referees' Commission summer meeting.

August 18-19, 2023: Referees' Commission discusses implementation of the revised t.109 and how best to communicate and educate referees, athletes, and other stakeholders.

Key Interpretations and Implementation Details:

- The only changes to the Rules resulting from the Board's action were to add a prohibition on giving advice to fencers during bouts and to remove a note allowing the giving of advice to fencers, while not disturbing order. Thus, this must be assumed to be the primary purpose of the rule change when considering how to interpret the Board's intent.
- t.109 should be enforced as written.
- t.39.2 provides an exception for during the breaks between periods of direct elimination bouts that is more specific than t.109 and thus takes precedence.

August 30, 2023: [News article](#) posted to USA Fencing website providing a high-level overview of the changes to t.109 and a basic FAQ to guide interpretation and implementation.

September 1, 2023: The [Board votes](#) to suspend implementation of changes to t.109 and revert the rule to the previous language and interpretation indefinitely, to allow the Board opportunity to review and plan an appropriate direction forward at the Board's annual meeting.

September 8-10, 2023: Annual Meeting of the Board. [Board passes motion](#) to appoint a working group to discuss and recommend the future of rule t.109, reporting back not later than the December 2023 meeting of the Board.

October 3, 2023: t.109 working group meets to discuss the future of rule t.109 and make recommendations to the Board.

USA Fencing Rule Timeline

2008 and prior

2. Maintenance of order and discipline

t.82 Fencers must observe strictly and faithfully the Rules and the Statutes of the FIE, the particular rules for the competition in which they are engaged, the traditional customs of courtesy and integrity and the instructions of the officials.

In particular they will subscribe, in an orderly, disciplined and sporting manner, to the following provisions; all breaches of these rules may entail punishments by the competent disciplinary authorities after, or even without, prior warning, according to the facts and circumstances (cf. t.113–t.120).

Everybody taking part in or present at a fencing competition must remain orderly and must not disturb the smooth running of the competition. During bouts (between the command “Fence” and “Halt,”) no one is allowed to go near the strips or to give advice to the fencers. At no time is one allowed to criticize the Officials or thier [sic] decisions, to insult them or to attempt to influence them in any way. Even the team captain must remain in the space assigned and may only intervene in the situations and in the manner provided for in Article t.90 of the Rules. The Referee must stop immediately any activity which disturbs the smooth running of the bout which he is refereeing (cf. t.96).

Smoking in competition halls is forbidden. Smoking will be considered as a disturbance of the smooth running of the competition (cf. t.83).

Any breach of the rules will be punished as laid down in Articles t.114, t.118, t.120.

2010-2018

Maintenance of order and discipline

t.82 1. Fencers must **observe strictly and faithfully** the Rules and the Statues of the FIE, the particular rules for the competition in which they are engaged, the traditional customs of courtesy and integrity and the instructions of the officials.

2. In particular they will subscribe, in an orderly, disciplined and sporting manner, to the following provisions; all breaches of these rules may entail punishments by the competent disciplinary authorities after, or even without, prior warning, according to the facts and circumstances (cf. t.113–t.120).

3. Everybody taking part in or present at a fencing competition must **remain orderly and must not disturb the smooth running** of the competition. During bouts (between the command “Fence” and “Halt,”) no one is allowed to **go near the strips**, to **criticize the Officials** or their decisions, to insult them or to attempt to influence them in any way. Even the **team captain** must remain in the space assigned and may only intervene in the situations and in the manner provided for in Article t.90 of the Rules. The Referee must stop immediately any activity which disturbs the smooth running of the bout which he is refereeing (cf. t.96.1-3).

In USA Fencing competitions, coaches and spectators are allowed to give advice to fencers, but cf. [t.90.1](#), as well as [t.92.1](#) and the associated USA Fencing note. In all situations, coaches and spectators must not disturb the order of the bout.

4. Smoking in competition halls is forbidden. Smoking will be considered as a disturbance of the smooth running of the competition (cf. t.83).

Any breach of the rules will be punished as laid down in Articles t.114, t.118, t.120.

August 2018 and later; the former t.82.1-3 became t.109 and the former t.82.4 became t.110

t.109

Everybody taking part in or present at a fencing competition must **remain orderly and must not disturb the smooth running** of the competition. During bouts no one is allowed to **go near the strips**. At no time is anyone allowed to **criticize the Officials** or their decisions, to insult them or to attempt to influence them in any way. Even the **team captain** must remain in the space assigned and may only intervene in the situations and in the manner provided for in Article [t.130](#)

of the Rules. The Referee must stop immediately any activity which disturbs the smooth running of the bout which he is refereeing (cf. [t.137.1-3](#)).

Any person who, for any reason, threatens or insults an official commits an offence of the 4th group and is penalized according to Article [t.169](#).

In USA Fencing competitions, coaches and spectators are allowed to give advice to fencers, but cf. [t.130](#), as well as [t.131](#) and the associated USA Fencing note. In all situations, coaches and spectators must not disturb the order of the bout.

Revised for September 2023 [change suspended indefinitely]

t.109

Everybody taking part in or present at a fencing competition must **remain orderly and must not disturb the smooth running** of the competition. During bouts no one is allowed to **go near the strips, to give advice to the fencers, to criticize the Referee** or the judges, to insult them or to attempt to influence them in any way. Even the **team captain** must remain in the space assigned and may only intervene in the situations and in the manner provided for in Article [t.130](#) of the Rules. The Referee must stop immediately any activity which disturbs the smooth running of the bout which **the Referee**¹ is refereeing (cf. [t.137.1-3](#)).

Any person who, for any reason, threatens or insults an official commits an offence of the 4th group and is penalized according to Article [t.169](#).

¹ This change reflects a separate initiative to revise language in the Rules for gender neutrality.

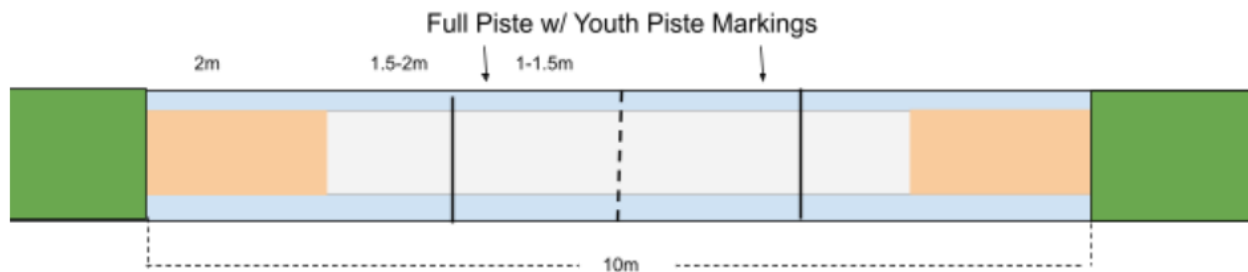
November 29, 2023

Report of the USA Fencing Youth Development Resource Team For USA Fencing December Board Meeting

The Youth Development Resource Team was tasked with developing below Y10 (BY10) event rules and policies. These rules and implementation timeline proposal have been developed and are currently in review with the Referee Commission, SEMI and the Tournament Committee, with the goal of these rules to be put forth to the board of directors in the form of a motion in an upcoming board meeting.

The YDRT will continue to evaluate and work on future rules and policies associated with BY10. This includes field of play, equipment, coach/spectators and local competitions.

Further review of the **field of play** for BY10 will include reducing the width from 1.5 meters to 1 meter by adding a line or panel markings to the regular fencing piste. As well as evaluating the En Garde Lines on whether these should be moved forward to be either 1 meter or 1.5 meters from the center line. These en garde lines can be marked to the edge of the piste.



The YDRT will look to connect with SEMI regarding **equipment** updates. Ideally, to research making shorter blades for younger fencers, in terms of both safety, especially regarding flexibility, and feasibility/cost for manufacturers to provide these new blades.

Discussion around **Coaches and Spectators** at these youth events will continue. These kids are likely to need assistance getting hooked up, knowing where to go, dealing with equipment malfunctions, handling nerves, and communicating with the ref etc. Leaving all of this up to the ref could slow down an event and lead to frustration when a ref does not understand what a fencer is trying to communicate. In an ideal environment, a coach or parent would help facilitate the fencing. No further updates associated with these discussions.

At the **local level**, we can focus on enhancing participants' intrinsic motivation while challenging their development in a supportive and positive environment with a format that challenges the participants' movement literacy, fencing skills and socio-emotional skills. That also engages parents and coaches.

One of the issues with Y8 is that we introduce external rewards (points, ranking lists, medals, number of victories, number of losses) before we build and enhance kids' intrinsic motivation. In addition, competing at such young age when the skills needed to handle the pressure of competition aren't developed, can lead to negative psychological consequences such as self-criticism, self-doubt and

November 29, 2023

reluctance to try again. As of the time of the discussion, there were 35 local tournaments with Y8, which is less than the 39 RYC/SYC events with Y8, with 12 RYC and SYC events have not been posted yet.

November 29, 2023

Report of the USA Fencing Division Resource Team

For USA Fencing December 2023 Board Meeting

The Division Resource Team (DRT) meets monthly and has been working with Division Officers across the country to ensure divisions are in compliance with the updated bylaws and division operating guides.

As of November 29, 2023:

- 70% of Divisions have adopted the new bylaws.
- 48% of Divisions have adopted the new bylaws and the new division operating guides.

Updated Bylaw Update:

70% of divisions are in compliance with the new bylaws. The DRT has been providing support to division officers to ensure compliance.

If a division has been non-responsive, the DRT and staff have put in place a review process to determine when each such division last filed its financial and officer reports and the last time that division received a rebate check, along with to whom the check was sent and whether it was negotiated. The DRT will follow up with those individuals and attempt to determine who are the current officers. If those effort fail, the DRT will consider scheduling and conducting Division membership meetings and officer elections through the National Office.

The DRT has decided to wait until it has a clearer picture of how many non-compliant and inactive divisions it is dealing with. The operational plan is to go into effect in January.

Division Operating Guide Update:

The DRT is continuing to provide support to divisions as they work through these operating guides. While the number of submitted division operating guides is lower than the number of bylaws submitted, this is due to the nuanced nature of each division and the greater flexibility accorded to the DOG than to the Bylaws.

The focus will be on making sure the divisions adopt the bylaws prior to pushing on the division operating guides. The completion date has been extended to before the next season starts, July 31, 2024.

Division Geographic Boundaries:

The DRT has discovered multiple divisions with overlapping boundaries. Analysis and work to understand the extent of this issue, how it pertains to member event qualifications, and how best to address the problem is underway.

Services USA Fencing Can Provide Divisions

Ongoing discussions around this topic are on the monthly standing meeting. Through a division officer's request, the *Request a Referee Tool* was developed. This was reviewed and operations were discussed with the group to ensure that referee compliance is handled at the National Office level.

Meeting Notes

DATA RESOURCE TEAM MEETING

Date: November 27th, 2023

Open: 4 pm ET

Close: 5 pm ET

In Attendance: Joe Inzerillo, Jonathan Yergler, Marc Shull, Melvin Rodriguez, Ben Cohen, Matt Tucker, Kat Holmes, Brad Suchorski, Phil Andrews

Agenda Items:

1. Initial Matters
2. Old Business
3. New Business
4. Action Items and Next Meeting
5. Adjourn

Discussion:

1. Initial matters
 - i. Welcome and Introductions
 - ii. Roll Call
2. Old Business
 - i. Operations:
 - i. Slack Channel
 1. Everyone in attendance had access to the slack channel
 - ii. Outstanding NDAs
 1. Current members with outstanding NDAs: Ben Cohen, Hashi Vaid, Jonathan Bartlett, Yi Yang, Eliza Mace
3. New Business: Membership Retention
 - i. Customer Retention and Data Collection Strategies
 - i. Data was presented on member retention, highlighting a significant risk of attrition among 17 and 18-year-olds and the need for more data collection. Proposal to incentivize clubs to participate in data collection—an opportunity for this group to provide guidance on the annual surveys to go out. The group noted significant data gaps, particularly in contact information, suggesting that mandating completion of this information at sign-up might be a solution. They also discussed the issue of mandatory fields in their re-enrollment process.
 - ii. Member Attrition in USA Fencing Discussed

- i. The team discussed the issue of member attrition in USA fencing, particularly focusing on the drop-off in high-performance members. It was highlighted that this attrition could impact the mission of the organization, which includes fostering the growth of fencing and creating Olympians. Correlating the data on those who leave the organization with their rankings, results, and whether they participated in NCAA fencing. The group agreed on the importance of retention and the need for more data to answer these questions, concluding with a suggestion of running variations of the analysis to gather more information.
 - iii. Olympics and USA Fencing Membership Conversion Funnel Discussion
 - i. The group discussed the importance of understanding the conversion funnel for USA Fencing, particularly with the Olympics approaching. Suggesting the need to gather data on how people were initially interested in the sport and how they converted to competitive membership. Proposal to incentivize clubs to gather more data and suggested asking questions to determine the longevity of a group of people who come in before and after the Olympics. The challenge of assuming that the Olympics alone will attract enough interest and emphasize the need for a multi-touch attribution.
 - iv. Fencing Retention and International Collaboration
 - i. The need to capture data to improve marketing strategies and mentioned potential collaborations with other national federations, such as those in Italy, Germany, France, Hungary, Japan, Korea, and Britain. It was suggested to share their data with these federations to compare and learn.
 - v. Data Collection and Evaluation Strategy
 - i. The team discussed refining their objectives and identifying actionable items for evaluation. It was suggested to create a list of questions to ask other National Governing Bodies and consider other potential organizations to join. The team agreed on the need to enhance their data collection and evaluation strategy. A club census to gather information about membership trends and demographics, but there were concerns about the quality of data from some clubs. It was suggested considering a former member survey and using last year's surveys as a basis. The team also discussed developing programs to test their hypothesis on member retention and identified a potential predictor, but acknowledged the need to rectify inconsistencies in the data. Focus on collecting data for a longer-term analysis of member retention and growth.
4. Next Steps and Future Meetings
- i. Google Document to begin adding questions for the Current Member Survey, Former Member Survey and Club Census: https://docs.google.com/document/d/1kOGR4VMLb88u_YCcQ-6IsNyVWXEOqmzmQoGWvrThss0/edit?usp=sharing
 - ii. The group will continue discussions and additions to the Google Drive document throughout December.
 - iii. A follow-up meeting is planned for January: <https://calendly.com/d/4yy-dj4-ps8/data-resource-team-january-meeting>

- iv. Consider collaborating with other national governing bodies to share data and insights.
- v. Identify unacceptable or statistically unusual patterns in membership retention and prioritize interventions.
- vi. Develop a set of common questions for understanding across NGBs and fencing National Governing Bodies.
- vii. Consider collaborating with other NGBs and the NCAA to gather more data and insights.
- viii. Brad and Marc will discuss the family structure within the Design Sensory system.
- ix. Brad will send out the reports from last year for review and potential question augmentation.

November 30, 2023

USA Fencing International Relations Committee Report for the USA Fencing Board Co-Chairs – Donald Anthony and Rita Comes

The USA Fencing International Relations Committee (USA Fencing IR) members actively communicate with each other about actions of the FIE and IOC regarding the status of the Russian and Belarussian athletes in preparation for the Paris 2024 Olympics. The information that is shared is important for USA Fencing IR. International FIE events continue to be relocated due to the restrictions that will allow the Russian and Belarussian athletes to participate in FIE qualifying events for the 2024 Olympics. USA Fencing has publicly stated its opinion on this issue and the designated voter during the March 10th FIE Extraordinary Congress – Voted No on all three issues that were up for vote and made a statement on behalf of the USA Fencing from a USA Fencing press release. During the 2023 FIE Congress – the Ukrainian Federation made a presentation and three voting opportunities presented themselves after this presentation – to block Russian fencers from participation, to block Belarussian fencers from participation and to block Russian Coaches, etc. from participation. The USA Federation voted in accordance with previous decisions within the USA Federation concerning this issue. The IR Group continues to keep abreast of this and other issues and shares information with USA Fencing.

In October 2023, the USA Fencing Federation hosted the FIE Veteran World Championships in Daytona Beach, Florida. This is the first FIE event the US has hosted since the cancelation of the FIE Cadet Junior World Championships in April 2020. The event had several of the International Committee Members in key positions and everyone worked closely with the staff and participants. Due to unrest in the world, some participants were not able to travel to the event but the event at the end was considered a success by the Local Organizing Committee and the FIE. The IR members that traveled to the FIE Congress in Sharm El Sheikh Egypt, November 2023, received praise and the beautiful Grand Prix Veterans Medal for the success of the US fencers medal count. USA Fencing received several Medals during the 2023 Congress:

Individual:
Lee Keifer Senior Women's Foil
Alex Massialas Senior Men's Foil
Colin Heathcock Junior Men's Sabre

Hadley Husisian Junior Women's Epee

Teams:

Junior Foil Women's Team

Junior Foil Men's Team

Junior Men's Grand Prix Foil Team

Veteran's Grand Prix for 2023 VWC in Daytona Beach

USA Fencing has had incredible results at international competitions during the beginning of the new season, members of the International Relations Committee were present at each event and held different levels of responsibility and authority. We look forward to the hosting of the two upcoming FIE events in the US leading into the Paris Olympics and the 2028 USA Olympics.

The USA Fencing International Relations Committee is very bonded on a common goal of helping the US National Team Members, cadre and staff succeed internationally this year and for years to come.

Donald Anthony

Co-Chair – USA Fencing International Relations Committee

Rita Comes

Co-Chair – USA Fencing International Relations Committee



Don Alperstein, Jennifer Yamin, Ivan Lee, Rita Comes, Donald Anthony and Jeremy Summers
Attendees at the November 2023 FIE Congress – Sharm El Sheikh, Egypt

To: USA Fencing Board of Directors

From: Coaches Advisory Resource Team (CART)

Dear Board Member:

The CART is currently working on communicating with and listening to USA Fencing coaches. In the past, a similar committee was extremely well received and was instrumental in providing input to the USFA.

Through the National Office Staff, we have been working to have a Coaches Lounge at various National events where we will begin the process. We feel this will meet the guidelines given to us by our charter as well as demonstrate to our members that we are reaching out, asking for their thoughts, and then following through on them.

Please feel free to contact me if you have any questions or suggestions.

My email is michael@marxfencingacademy.com and my phone is 503-267-5059. Please send a text first as I rarely answer numbers I do not recognize.

Respectfully submitted,

Michael Marx

Appendix J

Referees' Commission Report for the USA Fencing Board of Directors November 30, 2023

Chair Report

Submitted by Chair: Tasha Martin

Ethics Committee Updates: Since the beginning of the season, over a dozen “ethics complaints” have been submitted to the RC Ethics Committee. All came from parents or coaches. While there were some concerning interactions/behaviors, none rose to the level of a formal panel hearing, and some were dismissed due to lack of merit. Additionally, the RC Chair is working with Christina Pachuta to streamline the ethics complaint process (e.g., building an online submission portal) and delineate complaints that should go to USA Fencing vs. RC Ethics. The goal is to have this in place by Jan 1, 2024.

The RC is instituting a quarterly “RC Newsletter” (a catchier term to be decided upon later....suggestions are welcome) to provide updates on RC activities and promote transparency and clear communication with the referee cadre.

The RC held an open house at the October NAC to provide a forum for referees to obtain information and ask any questions about the upcoming RC elections. This was fully attended by the RC yet poorly attended (as in 0%) by the cadre. The RC will hold another open house at the January NAC.

The chair and vice-chair of Rules and Examinations participated in a workgroup to discuss t.109. A separate report has been submitted to the Board.

The RC will hold a closed meeting at JOs.

The RC continues to hold pre-NAC calls. The majority of the information covered on these calls relates to the upcoming competition, but there are often “bonus” topics. All members of the cadre are encouraged (but not required to join). The RC invites any referee to request a particular topic of interest to be covered. At the January NAC, Alan Freedman, will cover “All things Medical”. Requests have been made for a presentation by a CPA (or similar certification) to talk about all things taxes. The RC has yet to identify a speaker that could cover such a topic (again, any suggestion is welcomed).

Domestic Assignments Committee Report

Submitted by Vice-Chair: Sean Shumate PLY, Vice -Chair of Domestic Assignments.

Committee Members: Sean Shumate, PLY, Anne Crocket, Mark Stasinos, Mary Frye, Kelly Koehler

Taysir Mahmoud will begin training as a higher once availability opens for March 2024 NAC submissions and Lindsey Stapleton have begun training and hiring for the 2024 January NAC.

Current list of Assigners:

Foil	Epee	Saber`
Kelly Koehler	Sean Shumate	Chris Cheney
Abdel Aziz	Donald Alperstein	Ivan Lee
Mark Stasinos	Jon Moss	Laura Decker
Jelena Zeljkovic	Susan Borgos	Lindsey Stapleton
Greg Domashovetz	Taysir Mahmoud	Bill Becker
Andrew Foster	Mary Frye	Adam Brewer
Tasha Martin	Bruce Gilman	Matthew Tucker
Patrick Webster	Tyler Jacobson	Ariana Klinkov
Iana Dakova	Chad Morris	Ron Thornton
	Leo Curtis	
	Anne Crocket	
	Charles Greene	
	Susan Belanich	
	Jerry Benson	

Meeting dates: Meetings are conducted through Zoom, Email, and phone conversations. The need for group meetings are few as the hiring process is individualized to the event.

Motion(s) to be brought to the Board of Directors: No motions coming forward at this time

Committee's Action Items: (in progress)

- Review Assigner Qualifications for selection
- Review and modify newly implemented Event procedures

Tasks Completed:

- Designed and implemented new DT call to strip forms
- Updated the Assigner responsibility worksheet
- Designed and implemented Assigner code of conduct
- Updated the Pod Captain responsibilities

- Updated the Referee Coordinator Responsibilities
- Updated the Referee Event Hiring Responsibilities
- Designed and implemented Referee Coordinator and Assigner NDA
- Scheduled and published Referee Coordinator placement for the 2023-2024 season
- Scheduled and published NAC Event Assigner placement for the season
- Selected and currently training one new Referee Coordinator
- Selected and currently training two new referee NAC hiring referees.

Next Steps:

Continue to work action points and evaluate completed items in February 2024 R.C. meeting.

Referees' Commission: International Assignments & Development YTD Status Report

Vice-Chair: Kelly Koehler

FIE committee: Iana Dakova, Tasha Martin

IWAS committee: Jon Moss, Sean Shumate

Cadet Advisory Committee – Tasha Martin, Iana Dakova, Adam Brewer, Laura Decker, Jelena Zeljkovic, Jason Chang, Tyler Jacobson, Morgan Partridge (AR), Dwight Smith (AR)

International Development Committee - Taysir Mahmoud, Tyler Jacobson, Jason Chang, Rylan Delap, Adam Brewer, Laura Decker, Brian Kaneshige (AR),

Assignments

YTD: Referee attendance requirements reviewed in August. Referees not meeting minimum standard given the opportunity to petition. Petitions received, reviewed, and ruled upon in September. Previous season opt-outs reviewed in August. Referees contacted and plans for return to international refereeing counselled in September. New Cadet advisory committee formed in August. Cadet advisory committees convened in August and September. Recommendations for assignments finalized in September. Referee availability requests sent and received in September. Referee assignments for junior world cups and cadet European circuits completed in September and continuously updated for issues as needed. IWAS committee meeting convened in October. Referee availability requests sent and received in October. Fall IWAS assignments completed in July and Winter assignments completed in October and continuously updated as needed.

Remaining: Referee assignments for junior world cups will continue to be managed through JOs weekend. IWAS winter assignments beginning now. IWAS committee to be convened, availability sent to referees, and assignments to be made in late January and February for Spring events, with strong focus on Paralympic referee experience before the Games. IWAS summer assignments anticipated to be made in April. Weapon advisory

committee revisions in May. New committees and process to be finalized in June. New process to be published in July when tournament designations are released.

Working well: GP referees received assignments before the USA Fencing assignments were finalized. This minimized the number of cancellations by our GP referees due to conflicts, allowing them to meet their attendance requirements without petitioning. Staging IWAS assignments by season helps bring IWAS more closely in line with FIE standards while minimizing cancellations due to IWAS designations. Restructured Advisory Committee has received positive feedback. Mentors on cadet trips are providing strong support for new referees.

Improvements needed: IWAS advisory committee needs to be expanded to include more perspectives, including filling open athlete representative position.

Exams

YTD: FIE exams were announced and the FIE committee convened for selection in August. Selected candidates were notified in August. Exam preparation sessions were run in August and September by Zoom and for those who could not attend all sessions, individual phone meetings.

One IWAS exam has been announced to date. Due to the location (Busan, South Korea), only referees assigned to the event were given the opportunity to test in an additional weapon. Unfortunately, the necessary additional time commitment did not make that possible.

Remaining: FIE exam candidates for the next exam will come from performance this international and domestic season. Evaluations will be given at JOs, the April NAC, and Summer Nationals to set expectations and prepare potential candidates. Nominated IWAS candidates who were not able to attend last season's domestic exam will be tracked and supported for the next opportunity.

Working well: FIE exam preparation sessions are well-received. Three of four candidates for the FIE exam received a license during the testing process.

Improvements needed: The FIE epee exam has the lowest pass rate among US candidates. A new approach for exam preparation is needed for epee.

IWAS has few referees to select from to test. An emphasis on domestic development of candidates has been added again to the agenda for JO's Referees' Commission meeting to address deficiencies in the path.

Development

YTD: Informal referee reviews and season planning sessions conducted in August, September, and October. Mentor/Head referee discussions from October to current to obtain feedback on US referee work overseas. Development committee formed in August to build high-level weapon-specific training.

Remaining: Informational sessions for FIE and IWAS progression paths will be held at JOs. Weapon-specific seminars for saber and epee will continue to be developed and presented at the April NAC. IA&D overview and weapon-specific seminars will be held at Summer Nationals. Formal reviews for referees in the FIE development pipeline (cadet assignments) will receive a formal written progress report and plan for the next season, if they so choose, at JOs and Summer Nationals.

Working well: Feedback from head referees in Europe has improved dramatically, as well as mentor feedback and immediate communication to referees.

Improvements needed: Weapon-specific development seminars are time-consuming to prepare and have a very short shelf life. Relying on volunteers for this work is quite limiting.

Activity Summary – Referees' Commission Rules Committee

Vice-Chair: Bradley Baker

The Rules Committee routinely responds to requests for information and clarification from USA Fencing stakeholders, including the National Office, referees, athletes, coaches, and other supporters. We address these questions through communications facilitated by the National Office or directly to the committee's email account (RCRulesandExams@refereescommission.org). Additionally, we dedicate a portion of each Referees' Commission pre-NAC call to discussing rules updates, recent interpretations, and ongoing issues identified at domestic tournaments. In addition to these routine activities, our current priorities are providing recommendations on potential USA Fencing Rules changes to align with newly adopted FIE statutes and completing an update of the referee examination.

Regarding rule change recommendations, we will submit feedback to the Referees' Commission and Board of Directors on proposals adopted at the 2023 FIE Congress prior to the scheduled February Board meeting. This initiative is currently pending receipt of the official summary of decisions from the FIE Congress.

We are presently conducting a review of the referee examination to identify outdated questions in need of immediate correction. In a subsequent phase, we will conduct a thorough review to identify content that is not adequately covered in the examination and existing questions that would benefit from revision to enhance clarity. This will involve both drafting new questions and revising existing content. Longer-term plans include a comprehensive evaluation of the purpose, format, structure, and content of the examination in close coordination with the Vice Chair of Domestic Development.

Referees' Commission – Ombudsman

Vice-Chair: Sue Borgos

The RC Ombudsman Committee, until recently, was meeting on the Wednesday prior to each NAC. We were having some attendance issues so in September we changed to the third Wednesday of every month. This seems to be working much better. We recently had one member, Michael Ross, step off the committee. Michael recommended that April Alford be his replacement. Two of us interviewed April and after reports of the interview were provided, she was accepted unanimously by the group. The committee also decided that we were lacking in representation from California and we found Olivia Curry was interested in the position. She also was interviewed by two members of the committee and after reports of the interview were provided, she too was accepted unanimously by the group.

Since last May (we met only once over the summer, right before Summer Nationals) we have been working on a Referee Bill of Rights. A rough version of that was presented to the RC at the RC annual meeting. We hope to present a refined version at the February meeting.

The primary impetus and focus of that Bill of Rights is to protect referees from abuses at local and regional competitions. Over the last two years we have been receiving reports from referees about lack of meals, late hours, strips that are too close together, lack of payment for referees who test at the event, and some other items. We are hoping that a Bill of Rights would be a start at addressing these concerns. We are also looking for ways to work with the national office and/or the Board to see how these issues can be resolved.

Our main purpose, is to be available to referees to a) lend an ear and listen to their concerns and b) help them find the best resource or resources to provide assistance with their concerns. Over the past two months, I and the members of the committee have spoken to 13 individuals who have had concerns. We were able to provide almost all of them with resource to assist them. For some, the issue was not one we could address but we provided a sympathetic ear.

We are working on building a website and a Facebook presence. We expect the Facebook page to be available shortly and the website to be available early in 2024.

Referees' Commission - Domestic Referee Development

Vice-chair: Patrick Webster

Seminar and Observations Status

42 Certified Referee Instructors

65 Certified Referee Observers

718 Regional/Local referee observations performed by CRI/CROs across the country during the 2023 calendar year.

30 Seminars given either in person or via online media, with over 1,000 participants.

This seminar count also includes the seminars given at national events.

The free seminars for national events schedule this season.

- January NAC – San Jose, CA
- February NAC (Junior Olympics) w/ Para – Charlotte, NC
- Summer Nationals – Columbus, OH

There will be another Para seminar planned for February NAC to build our para-referee cadre.

Projects Complete

Regional event language updated to include using regional events for practical observations. This has allowed for several new referees in each region.

Launched the updated regional referee observation form elements that include simplified referee rating renewal in preparation for the automation of ratings

degradation. The new elements also include an easier way to provide feedback when submitting ratings.

Launched 'push list' from regional observations which R1 rated referees were identified as potentially ready for national events. This list of 14 names was provided to Domestic Assignments for hiring opportunities into the 2023-2024 NAC Season.

Library of actions for training purposes on google drive with access for CRIs being rolled out. 50 Actions currently approved and agreed upon for use. Over 100 additional videos captured from October in review process.

Current Projects Still in Process

Formal notification regarding rating auto degradation. Target beginning Q1 2024

Updating training materials and sample exams to match latest rules changes. Target Q1 2024

Online content for Certification Seminars. First 4 modules content identified. First module pilot pushed based on resources. New target End of Q2 2024.

Request has been made for training material in alternate languages. Specifically Spanish to start. Target end of Q1 2024

STRATEGIC PLAN

2024



USA
FENCING



USA
PARAFENCING

Dear Fencing Family,

As we stand at the threshold of a new era for USA Fencing, I'm thrilled to share our roadmap for the journey ahead — a journey that focuses on serving our members, and exponential growth and innovation - cherishing the same spark that led Lee Kiefer OLY to Olympic gold and Eli Dershwitz OLY to the pinnacle of men's saber.

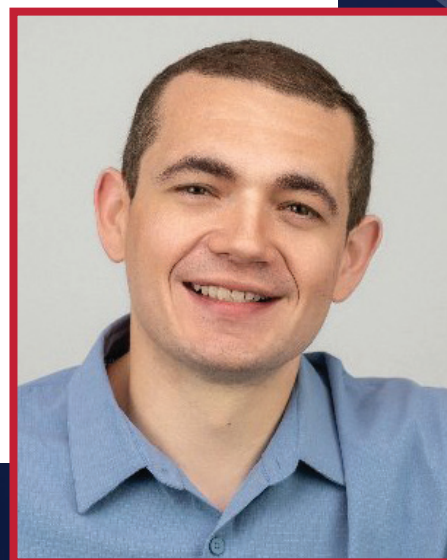
This isn't just a strategic plan; it's our collective dream sketched out on paper — one that's been shaped by voices from across our vibrant community, from our Board of Directors (who own this plan), right to our grassroots members. It's about honoring our heritage and simultaneously leaping toward new heights of success and inclusion.

Think of what we've achieved when we've dared to chase the seemingly impossible. Now, let's dream bigger. This blueprint is an invitation to you all — athletes, coaches, officials, families and fans — to forge a rich future. It's a challenge to push past limits as we grow and thrive together.

We're one USA Fencing, one passionate group of people willing to improve this sport, this NGB, one point at a time.

What will the next chapter hold? That's for our community to decide, and for the world to watch in wonder.

Yours sincerely,
Phil Andrews
CEO, USA Fencing





MISSION

MISSION of USA FENCING

To grow and promote the sport of fencing in the United States, honor its rich traditions, and achieve sustained competitive international excellence.

VISION of USA FENCING

To inspire a lifetime enriched by fencing.

STRATEGIC PLAN

As we navigate a period of change in the sport landscape, we are committed to a strategic path defined by unwavering allegiance to our mission, respect for our history (yet a desire for change), a relentless pursuit of sustained growth, and service excellence on and off of the strip — underpinned by service to our membership.

The 2024-2028 USA Fencing Strategic Plan was developed with extensive input from diverse stakeholder groups across our community, including the first opportunity for our entire membership to contribute and reflects how we jointly see our priority items for the next few years. Together, we have chartered a path that resonates with our shared values and vision for our future.

Our strategic plan does not take away from issues that have become a matter of day-to-day excellence for our organization — for example, our delivery of the largest combined Olympic & Paralympic sport series in the world (the NAC series), our commitment to DEIB, our focus on fairness, our attention to member safety, and our renewed dedication to service of the membership (to name but a few).

This plan is intentionally focused on growth, transformation, and excellence to impact our sport through the following priorities:

BRAND AWARENESS & REVENUE GROWTH - Increase visibility to drive brand value, grow revenue in order to support programs and build financial stability.

SPORT EXCELLENCE - Advance fencing through competitive excellence on the field of play, delivered through outstanding experiences for athletes, coaches, referees, armorers, families, cadre and spectators.

PARAFENCING ADVANCEMENT - Invest resources and implement best practices to elevate Parafencing and foster belonging across the community.

SPORT GROWTH - Increase participation and impact to drive lifelong engagement through our sport.

ORGANIZATIONAL EFFECTIVENESS - Improve organizational capabilities to build trust with stakeholders and achieve the mission of USA Fencing.

As a united fencing community, we will embrace these priorities and work tirelessly towards a future where the sport of fencing thrives and inspires, leaving a lasting legacy for generations to come.



USA
FENCING



USA
PARAFENCING

BRAND AWARENESS & REVENUE GROWTH

Increase visibility to drive brand value, drive new Fencers to clubs and grow revenue in order to support programs and build financial stability.

BRAND VALUE - Leverage the power of data to understand the value of our brand and identify, inclusive of the intellectual and leadership skills grown by Fencing, to new marketplaces as opportunities to increase and diversify revenue, while ensuring to continue to engage our existing loyal Fencing membership.

SPORT AWARENESS - Establish new media platforms to raise awareness in both general and niche media and distribute content widely across channels to enhance national and regional presence, drive revenue and attract potential athletes to clubs, including using alternate and unusual media opportunities.

CREATIVE REVENUE BUILDING - Identify opportunities to diversify revenue streams and increase financial health, with a particular focus on outside or new revenue, not derived from events or membership.

CULTURE OF GIVING - In partnership with the U.S. Fencing Foundation, grow philanthropic support at all donor levels by creating compelling fund options and presenting a coordinated message on the impact of giving.

CULTURE OF SERVICE & BELONGING - By building a culture of service, drive more belonging to the organization and, as a result, increase brand value and member retention during a lifetime of fencing.

Any criteria above are by 2028, unless otherwise stated.



HEADLINES

- USA Fencing raises revenue by 5% or more per year.
- USA Fencing raises the profile of the sport to a Top 8 sport by media value among Olympic & Paralympic sports.

SUPPORTING METRICS

- Increase overall revenue by minimum 5% each year.
- Increase outside revenue to \$750,000 per year.
- Minimum 5% of revenue from new sources.
- Minimum 20% of revenue from sources other than National events & Membership income.
- Increase the number of followers on social media by 100%.
- Increase earned media value of Fencing by 100%.
- Grow Membership to 70,000 members / 700 clubs by 2028.

SPORTS EXCELLENCE

Advance fencing through competitive excellence on the field of play delivered through outstanding experiences for athletes, coaches, referees, armorers, families, cadre and spectators.

COMPETITION STRUCTURES - Evaluate athlete rating and tournament structures to reduce complexity in the system and provide greater opportunities to athletes, and enhance our local event offerings and growth.

REFEREE DEVELOPMENT - Restructure the referee development program to attract, develop and grow the pool while ensuring a consistent judging experience for athletes through feedback and performance measurement opportunities for existing officials.

MEMBER PATHWAYS - Identify and implement development and educational pathways for all members (athletes, coaches, armorers, bout committee, sports medicine, referees and other key groups) to support holistic development for fencing, in utilizing our strategic partnerships with the USFCA and other industry partners to provide optional pathways for members, while ensuring compliance with regulatory requirements is completed.

COMPETITIVE EXCELLENCE - Strengthen the high-performance pipeline and deploy resources to increase the number of competitive athletes funded to appropriate events; increase athlete resources and provide a focus specifically on events where the USA has not medaled in a significant time period.

MEMBERSHIP RETENTION - Explore and define the reasons why USA Fencing athletes, coaches, referees leave the sport using a data-driven approach to identify and resolve retention issues.

Any criteria above are by 2028, unless otherwise stated.



TARGET OUTCOMES

HEADLINES

- Membership Retention raises 5%.
- USA is Top 4 nation in medal count across FIE events.
- 30% raise in local event participation, measured by total entries.

SUPPORTING METRICS

- Implementation of a refreshed points, ratings and rankings structure encompassing every level of the sport.
- 30% rise in Local event participation, measured by total entries.
- 30% rise in Local event sanctioning.
- 5% rise in Membership Retention.
- USA is a Top 6 ranked team at every age group, every weapon for able-bodied sport.
- USA has a Top 16 ranked individual at every senior world ranking category.
- Increase the number of nationally rated referees by 10%.
- Increase the lesser represented gender of referees to 40%.
- Athlete funding is expanded to 6 athletes per weapon per gender by 2028.
- USA Fencing wins at least one medal per weapon at the World Championships or Olympic Games.



PARAFENCING ADVANCEMENT

Invest resources and implement best practices to elevate Parafencing and foster belonging across the community.

PARAFENCING PARTICIPATION - Increase recruitment of athletes, coaches, classifiers and referees and provide greater access to equipment and facilities to drive participation in Parafencing.

PARAFENCING SYSTEMS - Implement a classification structure (Fencing & Disability) to establish appropriate governance for the sport.

ATHLETE DEVELOPMENT - Support athlete development by initiating Parafencing pipeline while providing education to coaches, referees and other members of the cadre.

REPRESENTATION & AWARENESS - Actively promote Parafencing and pursue equitable representation of Parafencing voices to drive awareness across the community.

Any criteria above are by 2028, unless otherwise stated.



TARGET OUTCOMES

HEADLINES

- Parafencing athlete participation increased by 100%.

SUPPORTING METRICS

- Increase the number of Parafencing athletes by 100%.
- Increase the number of Parafencing referees by 50%.
- Increase the number of Parafencing coaches who have coached an international athlete by 50%.
- Win at least one World Cup, World Championship or Paralympic Games medal.
- Team USA wins at least one team medal in the quadrennial.
- Increase parafencing representation in decision making Committees (i.e. Financial and Governance related committees) to 20%.
- Implementation of a Parafencing rating system and classification structure (Fencing and disability).

SPORTS GROWTH

Increase participation and impact to drive lifelong engagement through our sport.

FIGHTING FOR FENCING - Strengthen NCAA relationships and increase collegiate programs, inclusive of club programs, to protect the pipeline and secure the future for our sport.

FOCUSED GROWTH - Grow fencing through opportunities, programs, and resources focused on driving participation for women, post-collegiate athletes, veteran fencing and underserved and diverse communities in order that USA Fencing more broadly reflects the society, including a focus on beginner and introductory coaching and participation programs.

PARTNERSHIPS & COMMUNITY NETWORK - Develop mutually beneficial relationships within our community and with strategic partners to maximize participation, expand athlete resources, and grow expertise within our sport.

PARENT ENGAGEMENT - Provide information and resources to engage parents with our sport and foster sustained participation for their athletes, and provide opportunities for Parents feedback to be meaningfully understood in decision making, particularly as far as decisions that affect the parent, such as scheduling.

EMBRACING VOLUNTEERISM - Through delivering outstanding service to our community, foster a culture of belonging to increase the network of volunteers who are committed to giving back to the sport of fencing.



TARGET OUTCOMES

HEADLINES

- The NCAA pipeline is strengthened, through additional programs.
- Parent satisfaction and voice increased.
- More than 1,000 people exposed to Fencing through outreach activities.

SUPPORTING METRICS

- 5 additional NCAA Programs by 2028, inclusive of at least two HBCUs.
- Demonstration Para event at the NCAA Championships.
- Women's NCAA Championship by 2028.
- USFA or NCAA hosted Para College Championship by 2028.
- USFA or NCAA hosted College Division III Championship by 2028.
- Increase % of member numbers for women to 50%.
- Reduce attrition of NCAA college athlete participation by 10%.
- 25% of Parents are Members of USA Fencing.
- Parent pulse survey measurement of Parent satisfaction at 80% or higher.
- Expose more than 1,000 people per year through outreach activities.
- Increase % of POC in USA Fencing membership to reflect societal average.
- Increase % of USA Fencing coach members in the lesser represented gender to 30%.
- Increased satisfaction/engagement scores from member surveys, above 80%.
- 75% of greater of USFA Leadership Academy graduates in committee or board positions.

Any criteria above are by 2028, unless otherwise stated.

ORGANIZATIONAL EFFECTIVENESS

Improve organizational capabilities to foster responsible growth, build trust with stakeholders and achieve the mission of USA Fencing.

CREATIVE COST REDUCTION - Identify and implement innovative solutions to reduce expenses, optimize operations and reallocate resources. Establishing a culture of cost-consciousness throughout the organization by encouraging all employees and Board members to contribute cost-saving ideas and practices. Sustainable cost reduction measurement will be continuously assessed and adapted to changing market conditions and business needs.

DATA & TECHNOLOGY CAPABILITIES - Leverage technology and integrate analytics and automation across the business, and performance, to support more informed decisions based on data-driven insights.

LEADERSHIP ALIGNMENT - Foster open dialogue between leaders, both in the organization and in the community, to effectively implement strategic priorities and operational initiatives while supporting positive change outcomes for our community, utilizing world-leading change management.

MEMBER SAFETY - A continuation of focus on creating a safe and positive environment for members to practice their sport of choice and holding those who do not meet those community standards accountable.

CONTINUED EXCELLENCE - While our plan focuses on what USA Fencing needs to do beyond what it does today, keeping USA Fencing's focus on growth does not harm our ability to deliver our core competencies that exist as of 2023, including Internal Communications, DEIB, Elite High Performance and Membership service.

A CULTURE OF SERVICE - Ensuring that USA Fencing becomes seen as a service organization to its members rather than a governmental organization, winning loyalty via collaboration and performance.

Any criteria above are by 2028, unless otherwise stated.



TARGET OUTCOMES

HEADLINES

- USA Fencing runs at a 4-year surplus.
- USA Fencing consistently delivers 80% or higher member satisfaction.

SUPPORTING METRICS

- Reduced overall expenses by 5% on like-for-like expenses, inflation adjusted.
- Cost budget variances do not exceed 10% per functional area of USA Fencing.
- Reduce the negative reserve balance to zero.
- Data dashboards created and reported in each area of the business.
- Click rates for Data Measurables above 50% of staff/board, 5% of membership.
- Change Management certification earned by 100% of Senior Leaders (Staff & Board)
- Average time for response to safety issues under 90 days.
- Less than 10% overturned decisions of USA Fencing panels.
- Response rates to members under 1 working day.

STRATEGIC PLAN

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USA
FENCING



USA
PARAFENCING

USAFENCING.ORG

AMENDED AND RESTATED BYLAWS

OF

UNITED STATES FENCING FOUNDATION

(a Colorado Non-for-Profit Corporation)

Dated as of [December 16], 2023

AMENDED AND RESTATED BYLAWS

– OF –

UNITED STATES FENCING FOUNDATION

RECITALS

UNITED STATES FENCING FOUNDATION (the “*Foundation*”), was formed on March 3, 1986 with the filing of its articles of incorporation with the state of Colorado (the “*Articles of Incorporation*”). The bylaws of the Foundation (the “*Bylaws*”) were first adopted on September 1986 and were previously amended on or around December 2020.

WHEREAS, on [December 16], 2023 (the “*Effective Date*”), the Foundation hereby adopts these amended and restated Bylaws, which restate, amend, and supersede all previous Bylaws of the Foundation, as previously amended and restated, in their entirety. These Bylaws have been amended and restated to ensure the long-term viability of the Foundation, facilitate the continued successful pursuit of its charitable activities, and enact new governance and procedures to that end.

NOW, THEREFORE, in consideration of the provisions contained herein, the Board of Trustees hereby amend and restate these Bylaws in their entirety to read in full as follows:

ARTICLE I. **NAME AND STATUS**

Section 1.1. Name. The name of the organization shall be the United States Fencing Foundation. The Foundation may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks or trademarks as may be appropriate to further its purposes, mission recognition and goals.

Section 1.2. Non-Profit Status. The Foundation shall be a non-profit organization incorporated and licensed pursuant to the laws of the State of Colorado. The Foundation shall be operated for charitable and educational purposes. To the extent that anything within these Bylaws is inconsistent with the law of the State of Colorado, the law of the State of Colorado shall take precedence. The Foundation shall operate consistently with and shall maintain a tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Code of 1986, including its Treasury Regulations, as amended from time to time (the “*Internal Revenue Code*”).

ARTICLE II. **OFFICES**

Section 2.1 Business Offices. The principal office of the Foundation shall be as set forth in the State of Colorado and shall be in the City of Colorado Springs, Colorado. The Foundation may at any time and from time to time change the location of its principal office. The Foundation may have such other offices, either within or outside Colorado, as the Foundation's trustees (each, a "*Trustee*" and, together, the "*Board of Trustees*") may designate or as the affairs of the Foundation may require from time to time.

Section 2.2 Registered Office. The registered office of the Foundation required by the Colorado Revised Nonprofit Corporation Act (the "*Act*") to be maintained in Colorado shall be as set forth in the Articles of Incorporation. The Board of Trustees, subject to the approval of the Member (as defined herein) as set forth in Article II herein, may change the location of its registered office which, if in Colorado, may be, but need not be, the same as the principal office.

ARTICLE III.

VISION AND MISSION

Section 3.1 Vision and Mission. The Foundation is dedicated to supporting the pursuit of excellence for fencers at all levels. By providing funds to teams, athletes, and programs, the Foundation supports the United States Fencing Association, a Colorado not-for-profit corporation (the "*Member*") as it works to build champions and create a legacy for future generations of fencers.

ARTICLE IV.

MEMBER

Section 4.1 Class of Membership; Member. The Foundation shall have one (1) class of membership with the Member serving as the sole member of the Foundation. The Member shall have all rights permitted by applicable law, including all rights and duties of the Member as may be set forth in these Bylaws.

Section 4.2 Termination of Membership. The membership of the Member in the Foundation shall be terminated only by: (a) resignation; (b) dissolution and liquidation of the Foundation; (c) dissolution and liquidation of the Member; or (d) by the entry of a decree or order for relief of the Member by a court of competent jurisdiction in any case involving the Member under any bankruptcy, insolvency or other similar law now or hereafter in effect by the appointment of a receiver, liquidator, assignee, custodian, trustee, sequestrator, or similar agent for the Member or for any substantial part of the Member's assets or property under such law.

Section 4.3 Rights of the Member. The Member shall have the right to attend all meetings of the Board of Trustees.

Section 4.4 Representation of Member. Any individual(s) duly authorized or designated by the board of directors of the Member to represent the Member at a meeting of the members of the

Foundation shall be authorized to represent the Member for purposes of such meeting. The presence of such individual(s) as aforesaid shall be deemed to mean that the Member is present in person for purposes hereof. In the absence of the aforesaid designation, the chief executive officer of the Member (the “**Member CEO**”) shall be deemed to represent the Member.

Section 4.5 Meetings of the Member. Meetings of the members shall be held on such dates and at such times and places as determined by the Member.

Section 4.6 Addition of New Members. The Member shall be the sole member of the Foundation. Neither the Member nor the Board of Trustees may admit any person or entity as an additional member of the Foundation.

ARTICLE V.

BOARD OF TRUSTEES

Section 5.1 General Powers. The business and affairs of the Foundation shall be managed by or will be under the direction of the Board of Trustees, which may exercise all such powers of the Foundation and do all such lawful acts and things as are not prohibited by applicable law, by the Articles of Incorporation, or these Bylaws; *provided*, that at all times the Board of Trustees shall exercise such powers in a manner that is consistent with the Foundation’s purposes as set forth in the Articles of Incorporation. In the pursuit of such purposes, the activities of the Board of Trustees shall be limited to fundraising, operations required to achieve fundraising goals, and maintaining and investing endowment funds, for the benefit of the Member, unless the Board of Trustees proposes additional means of pursuing such purposes that are approved in advance and in writing by the Member or otherwise specifically set forth in these Bylaws. The Board of Trustees shall not have any authority or responsibility for managing the business and affairs of Member, including but not limited to any authority or responsibility to determine how funds raised by the Foundation are to be used by Member. Notwithstanding the foregoing, the Board of Trustees may restrict the use of funds raised by the Foundation upon granting such funds to the Member such that the funds are used by the Member for sport growth and programming.

Section 5.2. Function of the Board of Trustees. The Board of Trustees shall focus on long-term objectives and impacts rather than on day-to-day management, empowering the Executive Director (as defined herein) to make staffing decisions and manage a staff-driven organization subject to approval from the Member CEO. In addition, the Board of Trustees shall perform the following specific functions, among others:

- (a) implement procedures to orient new Trustees, to educate all Trustees on the business and governance affairs of the Foundation, and to evaluate Trustee performance;
- (b) review and approve the Foundation’s annual operating plans, budget, business plans, and corporate performance;

- (c) prepare the Foundation's strategic plan in partnership with the Member;
- (d) oversee the financial reporting process;
- (e) oversee effective corporate governance;
- (f) approve capital structure, financial strategies, borrowing commitments, and long-range financial planning;
- (g) monitor the Foundation's assets to determine that they are being properly protected;
- (h) monitor the Foundation's compliance with laws and regulations and the performance of its broader responsibilities;
- (i) ensure that the Board of Trustees are properly structured and prepared to act in case of an unforeseen corporate crisis;
- (j) ensure that the Foundation adopts and maintains policies and procedures that comply with the requirements of applicable law, the United States Olympic & Paralympic Committee, a Colorado Not-for-Profit corporation (the "**USOPC**"), the Member, the U.S. Anti-Doping Agency, and the U.S. Center for SafeSport and raise funds to further the mission of the Foundation.

Section 5.3 Number; Election and Tenure; Qualifications.

- (a) Number. The Board of Trustees shall consist of no less than seven (7) Trustees, and no more than twenty-one (21) Trustees, or such other number as may be fixed from time to time pursuant to these Bylaws. At the time of adopting these Bylaws, the Foundation has eight (8) Trustees. Individuals eligible and qualified to serve on the Board of Trustees shall be comprised of the following:
 - (i) individuals, or two (2) individuals representing the same household acting in concert (together a "**Household Trusteeship**" and individually a "**Household Trustee**"), appointed and elected by the Board of Trustees in accordance with the provisions of Section 5.3(b) below, and approved by the Executive Director, on the basis that such individuals, households, or the entities they represent have expressed sufficiently strong commitment to the mission and support of the Member, including through their ongoing, substantial and sustained, multi-year financial commitments in support of the Foundation and/or the Member; *provided* that the Board of Trustees and the Member, in making elections and approvals, respectively, shall take into consideration any suggested contribution levels evidencing such support and commitment as from time to time may be recommended by resolution

of the Board of Trustees. All members of a Household Trusteeship may attend and participate in meetings of the Board of Trustees; *provided*, any Household Trusteeship shall be considered a single Trustee for all purposes with respect to the Board of Trustees, including but not limited to attendance, quorums, and voting;

- (ii) three individuals serving *ex officio*, consisting of (A) the treasurer of the board of directors of the Member (or such chair of the Member's written designee); (B) the Member CEO; and (C) the chair of the board of directors of the Member (together the "***Ex-Officio Directors***"), *provided* that such Ex-Officio Directors shall not count towards any quorum requirements and shall not have any voting rights available to Trustees. The Ex-Officio Directors shall serve as liaison to Member; and
- (iii) At least one (1) USOPC 10 Year Athlete (as defined in the Bylaws of the USOPC, as amended from time to time), who shall have full voting rights.

Any action of the Board of Trustees to increase or decrease the permitted number of Trustees serving on the Board of Trustees as set forth in these Bylaws, whether expressly by resolution or by implication through the election of additional Trustees shall constitute an amendment of these Bylaws and must otherwise satisfy the requirements for amending these Bylaws as provided in the Act, the Articles of Incorporation, and these Bylaws.

- (b) Election. Individuals considered for election to the Board of Trustees pursuant to Section 5.3(a)(i) above shall be elected as follows: The Nominating and Governance Committee (as defined in Section 8.4) shall review any and all identified potential Trustees pursuant to the provisions of Section 8.4. Upon the recommendation of the Nominating and Governance Committee, the chair of the Nominating and Governance Committee shall forward nomination(s) in writing (which writing may occur via electronic mail) to the Board of Trustees for consideration. Such writing shall include, in the case of each nomination, the name of the nominee(s) being considered as a potential Trustee, the reasons such individual's nomination is being supported, the proposed commencement of such Trustee's term on the Board of Trustees, and any other information the Nominating and Governance Committee considers pertinent to the nomination. The Board of Trustees shall have seven (7) business days to object to such nomination. Any nomination forwarded by the Nominating and Governance Committee pursuant to this Section 5.3(b) shall be deemed approved by the Board of Trustees, and thereby elected, unless a majority of the Board of Trustees objects to such nomination in writing. Notwithstanding the foregoing, or anything to the contrary contained herein, no election of an individual to the Board of Trustees shall become effective unless and until approved by the Executive Director.

- (c) Tenure. The term of each Trustee shall be for four (4) years; *provided*, that all terms shall expire at the end of a fiscal year, and accordingly, a Trustee's term may be for a period of less than four (4) years in the event such Trustee's term commenced after the beginning of a fiscal year. Each Trustee so elected and designated shall hold office until the earlier of the expiration of his/her term, death, resignation or removal. No decrease in the number of Trustees shall have the effect of shortening the term of any incumbent Trustee. While the Board of Trustees may elect and the Member may approve Trustees to the Board of Trustees at any time during the year, in general the Board of Trustees and the Member shall endeavor to elect and approve individuals to the Board of Trustees with terms to commence at the beginning of a fiscal year. Trustees, including any Household Trustees, duly appointed or elected upon the recommendation of the Nominating and Governance Committee may serve two (2) terms, subject to the approval of the Nominating and Governance Committee and the Member prior to the second term. Additionally, upon the recommendation of the Nominating and Governance Committee and with the approval of the Executive Director, Trustees who have served as an Officer or on a Committee or Working Group (together, the "***Leadership Positions***") may serve a third term.
- (d) Qualifications. Each Trustee, including each Household Trustee, must be a natural person at least eighteen years of age. Trustees should have the highest personal values, judgment, integrity, an understanding of athletic competition and the Olympic and Paralympic ideals, and diverse experience in key business, financial, and/or other challenges that face the sport of fencing. Trustees shall have a high level of experience and capability in board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications and/or sport. An individual is ineligible to be elected to the Board of Trustees if such individual has a felony conviction against a vulnerable population (i.e. children, elderly, or the disabled), sexual abuse or assault of any kind, a hate crime, or any Safe Sport violation. Trustees need not be residents of Colorado.

Section 5.4 Vacancies. Any vacancy occurring with respect to a Trustee shall be filled, at the sole discretion of the Board of Trustees and upon the recommendation of the Nominating and Governance Committee, pursuant to the process set out in Section 5.3(b), with such Trustee so elected holding office for the balance of the unexpired term associated with the vacancy on the Board of Trustees being filled by such vote, and shall otherwise hold office until the earlier of his/her death, resignation or removal. Any vacancy resulting from an increase in the authorized number of Trustees pursuant to Section 5.3(a) shall be filled pursuant to the process set forth in Section 5.3(b), with any such Trustee so elected holding office for a term of office as set forth in Section 5.3(c) unless the Board of Trustees determines to assign a shorter term such that the expiration of the term associated with such increase in the number of Trustees shall coincide with the expiration of the terms of the other Trustees then serving on the Board of Trustees, and shall otherwise hold office until the expiration of his/her term or his/her earlier death, resignation or removal.

Section 5.5 Resignation; Removal.

- (a) Resignation. A Trustee may resign from the Foundation at any time by delivering written notice of resignation to the Executive Director. Any such resignation shall be effective at the time specified therein, but no earlier than the date on which the written notice of resignation is received by the Executive Director. The acceptance of a resignation shall not be necessary to make it effective.
- (b) Death and Incapacity. A Trustee shall be deemed to have resigned in the event of such Trustee's incapacity as determined by a court of competent jurisdiction; a Trustee shall be deemed to have resigned upon such Trustee's death.
- (c) Involuntary Removal. A Trustee may be involuntarily removed at any time with or without cause upon the express recommendation of the Executive Director, and by vote of the majority of the Board of Trustees including approval of the Executive Director.

Section 5.6 Meetings.

- (a) Annual Meeting. Unless directed otherwise by the Member, the Board of Trustees shall hold at least one meeting annually, at such time and place as determined by the Chair(s) (as defined herein), or at such other time and place, either within or outside Colorado, as otherwise determined by the Member, for the purpose of electing and designating Trustees and/or Officers (as defined herein), or for transacting other business as may be deemed necessary.
- (b) Special Meetings. Special meetings of the Board of Trustees may be called by or at the request of the Chair(s) of the Board of Trustees, the Executive Director, or by the Member. The person(s) authorized to call special meetings of the Board of Trustees may fix the time and place, either within or outside Colorado, for holding any special meeting of the Board of Trustees called by them.
- (c) Presence and Participation. Trustees may participate in any meeting by means of video and/or telephone conference or any similar communications by which all persons participating can simultaneously communicate with each other. Such participation shall constitute presence in person at the meeting.
- (d) Notice. Notice of each meeting of the Board of Trustees stating the place, day, and hour of the meeting shall be given to each Trustee at the Trustee's business or residential address (i) at least five (5) days and no more than sixty (60) days prior thereto by the mailing of written notice by first class, certified or registered mail; (ii) at least two (2) days and no more than sixty (60) days prior thereto by personal delivery of written notice; or (iii) at least two (2) days and no more than sixty (60) days prior thereto by

telephone, facsimile, electronic mail, or other form of wire or wireless communication. The method of notice need not be the same as to each Trustee. If mailed, such notice shall be deemed to be given when delivered by courier as evidence by delivery receipt. If transmitted by telephone, facsimile, electronic mail, or other form of wire or wireless communication, such notice shall be deemed to be given when the transmission is received. Any Trustee may waive notice of any meeting before, at, or after such meeting. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Trustees need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute.

- (e) A Trustee who is present at a meeting of the Board of Trustees at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Trustee's dissent shall be entered in the minutes of the meeting, or unless the Trustee shall file a written dissent to such action with the Secretary before the adjournment thereof or shall forward such dissent by registered mail to the Secretary (as defined herein) immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Trustee who voted in favor of such action during the meeting in which the vote was conducted.

(f) Quorum and Voting.

- (i) At any meeting of the Board of Trustees, a quorum shall exist for the transaction of all business if there are present at such meeting either (A) a majority of the Trustees then in office; or (B) at least twenty percent (20%) of the Trustees then in office and included among such Trustees are either of the Ex-Officio Directors.
- (ii) A majority of the votes cast at a meeting of the Board of Trustees, duly called and at which a quorum is present, shall be the act of the Board of Trustees and shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, unless the concurrence of a greater proportion is required for such action by the Act, the Articles of Incorporation, or these Bylaws. Trustees may not vote or otherwise act by proxy. If, at any meeting of the Board of Trustees, there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum shall be present. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 5.7 Action Without a Meeting.

- (a) Any action required or permitted to be taken at a meeting of the Board of Trustees or any Committee thereof may be taken without a meeting if written notice is transmitted to each Trustee or Committee member, and the number of Trustees or Committee members necessary under Section 5.7(b) to take such action sign and deliver to the Executive Director a written consent to take such action and it is not revoked pursuant to Section 5.7(d). Each Trustee or Committee member who delivers such written consent to the Executive Director described in this Section 5.7(a) or who fails to respond or vote shall be deemed to have waived the right to demand that action not be taken without a meeting. The written notice required by this Section 5.7(a) must state: (i) the action to be taken; (ii) the time by which the Trustees or Committee members must respond; (iii) that failure to respond in the required time will have the same effect as abstaining in writing and failing to demand that action not be taken without a meeting; and (iv) any other matters the Board of Trustees or applicable Committee determines to include.
- (b) Action is taken under this Section 5.7 only if the total consents received in favor of such action equals or exceeds the minimum number of affirmative votes that would be necessary to take such action at a meeting at which all of the Trustees or Committee members then in office were present and voted.
- (c) No action taken pursuant to this Section 5.7 shall be effective unless written consents describing the action taken and otherwise satisfying the requirements of Section 5.7(a) signed by all Trustees or Committee members, as applicable, and not revoked pursuant to Section 5.7(d), are received by the Executive Director. Any such consent may be received by the Executive Director by telephone, facsimile, electronic mail, or other form of wire or wireless communication providing the Foundation with a complete copy of the document, including a copy of the signature on the document. Action taken pursuant to this Section 5.7 shall be effective when the last consent necessary to effect the action is received by the Foundation unless the consents describing the action taken set forth a different effective date.
- (d) Any Trustee or Committee member who has signed a consent pursuant to Section 5.7(c) may revoke such consent by a writing signed and dated by the Trustee or Committee member, as applicable, describing the action and stating that such prior consent with respect thereto is revoked, if such writing is received by the Executive Director before the last written consent necessary to effect the action is received by the Executive Director.
- (e) Action taken pursuant to this Section 5.7 has the same effect as action taken at a meeting of the Board of Trustees or Committee, as applicable, and may be described as such in any document.

- (f) All signed written instruments necessary for any action taken pursuant to this Section 5.7 shall be filed with the minutes of the meetings of the Board of Trustees or Committee, as applicable.
- (g) Any written notice contemplated by this Section 5.7 may be transmitted or received by telephone, facsimile, electronic mail, or other form of wire or wireless communication.

Section 5.8 Compensation. Trustees, Officers, and Committee members shall not receive compensation for their services as such, *provided* the reasonable expenses of Trustees in attendance at meetings of the Board of Trustees may be paid or reimbursed by the Foundation. Trustees, Officers and Committee members shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Foundation or the Member in any other capacity.

Section 5.9 Diverse Perspectives. The Foundation will be sensitive to the desirability of diversity at all levels of the sport of fencing. Anyone involved in activities related to the Foundation will encourage diverse perspectives supported by meaningful efforts to accomplish that goal. Trustees shall encourage open discussion and favor the presentation of different views.

ARTICLE VI.

CHAIR EMERITUS

Section 6.1 Chair Emeritus. With the approval of the Member and upon the recommendation of the Nominating and Governance Committee, a “*Chair Emeritus*” may be appointed by the Board of Trustees in the same manner in which Trustees are elected pursuant to Section 5.3(b). Chair Emeritus members may serve four (4) year renewable terms for as long as they remain active in the work of the Foundation and may end their term at any time. A Chair Emeritus shall be entitled to receive notice of, and to attend all meetings of the Board of Trustees, but shall not in fact be a Trustee, shall not be entitled to vote, shall not be counted in determining a quorum, and shall not have any of the duties or liabilities of a Trustee under any applicable law.

Section 6.2 Eligibility. In order to be considered for designation as a Chair Emeritus, a person must be a current Trustee in the last year of his or her term or former member of the Board of Trustees who:

- (a) has served the Board of Trustees with distinction;
- (b) has held a Leadership Position;
- (c) has made or continues to make significant contributions to the Foundation;
- (d) completed the term(s) for which he or she was appointed; and

- (e) participated in one (1) or more Foundation activities beyond meetings of the Board of Trustees in each year of service.

ARTICLE VII.

HONORARY TRUSTEE

Section 7.1 Honorary Trustees. Upon the recommendation of the Executive Director or Board of Trustees and with the approval of the Member, an individual or a household may be designated as an “**Honorary Trustee**” for a four (4) year period, which may be extended for an additional four (4) year period by approval of the Member. An Honorary Trustee shall be entitled to receive notice of and to attend all meetings of the Board of Trustees, but shall not in fact be a Trustee. An Honorary Trustee shall not be entitled to vote, shall not be counted in determining a quorum, and shall not have any of the duties or liabilities of a Trustee under any applicable law.

Section 7.2 Eligibility. Individuals or households considered to serve as an Honorary Trustee shall be among those who the Board of Trustees, the Executive Director, (a) to have demonstrated their exceptional commitment to the Member and/or the sport of fencing over time or otherwise have supported Member; (b) their presence will enhance the efforts of the Foundation to support Member; and/or (c) individuals who have competed in the Olympic Games, Paralympic Games, and/or Fencing World Championships and who have a background and reputation that will enable them to substantially assist the Foundation in its fundraising efforts, including through their active participation in fundraising events held or sponsored by the Foundation or the Member. Honorary Trustees may be designated by the Board of Trustees.

ARTICLE VIII.

COMMITTEES

Section 8.1. Committees. Subject to the prior written approval of the Executive Director, the Board of Trustees may, by a resolution adopted by a majority of the Trustees present at a meeting at which a quorum is present, appoint from among the Trustees and Officers, and from appropriate representatives of Member, members to serve on one or more committees (each a “**Committee**”), for such purposes and with such permitted powers as the Board of Trustees may provide, except that no such Committee(s) shall have or exercise the authority of the Board of Trustees (or of any Committee established under these Bylaws) in the management of the Foundation, and no Committee, shall have the power to amend the Articles of Incorporation or these Bylaws, except as provided in this Article VIII. The delegation of authority to any Committee shall not operate to relieve the Board of Trustees or any Officer from any responsibility imposed by law. The Chair(s) of the Board of Trustees, in consultation with the Executive Director and Board of Trustees, may appoint a Committee member to serve as Committee Chair of any Committee of the Board within this Article. A Trustee so appointed shall serve as the chair of each Committee until his/her term as a Trustee expires or until the earlier of such Trustee’s death, resignation or removal. Written

approvals contemplated in this Section 8.1 may be sent by telephone, facsimile, electronic mail, or other form of wire or wireless communication.

At any meeting of a Committee, a quorum shall exist for the transaction of its business if there are present at such meeting at least fifty percent (50%), of the duly appointed Committee members. Each such Committee shall maintain minutes of its activities and records of attendance of its members and shall report to the Board of Trustees on its activities as appropriate.

The Committees established by Section 8.2, Section 8.3, and Section 8.4 shall be permanent committees of the Foundation (the “***Standing Committees***”) and shall be established by these Bylaws.

Section 8.2. Executive Committee. A Committee of the Foundation shall be the “***Executive Committee***,” consisting of at least three (3) and no more than seven (7) Trustees, with all such Executive Committee members appointed annually by the Chair(s) and Executive Director in consultation with the Board of Trustees. The Executive Director shall serve as staff liaison to the Executive Committee, participating in all Executive Committee meetings, but shall have no voting rights and not count towards any quorum requirements. When the Board of Trustees is not in session, the Executive Committee shall have and may exercise all of the powers of the Board of Trustees, except to the extent, if any, that such authority shall be limited by these Bylaws or by resolution of the entire Board of Trustees. Notwithstanding the foregoing or anything to the contrary contained herein, neither the Executive Committee nor any other Committee shall have any of the following powers: to amend the Articles of Incorporation or these Bylaws, alter any restriction imposed on grant funds within Section 5.1, fill vacancies on the Board of Trustees other than through the process set out in Section 5.3(b), remove any Trustee, or to create any Committees.

Section 8.3. Finance Committee. A Committee of the Foundation shall be the “***Finance Committee***,” consisting of at least three (3) and no more than seven (7) members. The members of the Finance Committee shall be appointed annually by the Chair(s) of the Board of Trustees, Executive Director in consultation with the Board of Trustees, from among the Trustees; provided that at all times the Chair(s) of the Board of Trustees and the treasurer of the board of directors of the Member. The Treasurer of the Foundation shall serve as head of the Finance Committee, participating in all Finance Committee meetings, but shall have no voting rights and count towards any quorum requirements if they are the same individual as the Member’s Treasurer. The director of finance for Member shall serve as the staff liaison to the Finance Committee, participating in all Finance Committee meetings, but shall have no voting rights and not count towards any quorum requirements. The Finance Committee shall (a) oversee the accounting and financial reporting processes of the Foundation and the review of the Foundation’s financial statements; (b) be responsible for overseeing the management of endowment funds, if any, as defined in 11.2 (c) below, maintained by and with the Foundation or under agreement with the United States Olympic & Paralympic Endowment (the “***USOPCE***”); (c) retain an independent auditor and review and discuss the results of annual audits with the independent auditor; (d) review with the independent

audit the scope and planning of the audit and annually evaluate the performance and independence of the independent audit; (e) utilize and implement the same investment and financial management policies as may, from time to time, be adopted by the audit committee of Member (collectively, the “**Finance Policies**”). Notwithstanding the foregoing or anything to the contrary contained herein, all voting members of the Finance Committee shall owe the same fiduciary duties to the Foundation as such Committee members would owe the Foundation as Trustees. The Finance Committee shall meet no less than two (2) times per year.

Section 8.4 Nominating and Governance Committee. A Committee of the Foundation shall be the “**Nominating and Governance Committee**,” consisting of at least three (3) and no more than seven (7) Trustees, with all such Committee members appointed annually by the Board Chair(s), Executive Director in consultation with the Board, with the approval of the Member; provided that at all times the Member CEO or his/her designee shall be a member of such committee. The Executive Director of the Foundation shall serve as staff liaison to the Nominating and Governance Committee, participating in all Committee meetings, but shall have no voting rights and not count towards any quorum requirements. The Nominating and Governance Committee shall oversee the search for individuals qualified to become Trustees and recommend potential Trustees for consideration. The Nominating and Governance Committee shall consider the needs of the Board of Trustees, including the needed skills, qualifications, and experience of current Trustees and diversity of the Board of Trustees overall, and shall provide the Board of Trustees with a slate of proposed candidates for vote pursuant to Section 5.3(b), above. The Nominating and Governance Committee shall recommend whether a Trustee shall be retained to serve a second term (or third in the instance of Trustees who have held Leadership Positions) or whether that Trustee position shall be opened to be filled by a new Trustee. The Nominating and Governance Committee may elect not to fill a vacancy on the Board of Trustees. At the request of the Board of Trustees, the Nominating and Governance Committee shall work with the Chair(s) and Executive Director to develop and implement an appropriate orientation program for new Trustees and continuing education of existing Trustees. In addition, the Nominating and Governance Committee shall recommend that the Board of Trustees consider amendments to these Bylaws pursuant to Article XV, as appropriate. Finally, the Nominating and Governance Committee may conduct other activities as may be requested or assigned by the Board of Trustees or as set forth in these Bylaws.

Section 8.5. Procedures. All Committees established by the Board of Trustees and the Standing Committees, shall follow such procedures as the Board of Trustees may determine and shall promptly report any actions taken to the Board of Trustees Chair(s) and to the Executive Director of the Foundation.

ARTICLE IX.

WORKING GROUPS

Section 9.1 Working Groups. From time to time, the Chair(s), in consultation with and subject to the approval of the Executive Director, may determine that working groups (each a “**Working Group**”) are necessary to assist the Foundation in performing its respective functions and

obligations within its mission and may approve the creation of such Working Groups as deemed appropriate. Any Working Groups so established shall have a staff liaison assigned to the Working Group, together with a Trustee as lead, who shall report to the Executive Committee and/or Board of Trustees, as appropriate, on the purpose and status of the Working Group's activities. The Trustee leading such Working Group may select additional members from amongst the Board of Trustees or other donors to the Foundation and shall establish such procedures, guidelines, and oversight of such Working Groups as deemed necessary to ensure accountability for performance. The Trustee leading such Working Group shall consult with the Chair(s) and Executive Director before finalizing an individual's inclusion in the Working Group. A Working Group may be dissolved by the Chair(s), with the approval of the Executive Director. No Working Group shall have or exercise the authority of the Board of Trustees or of any Committee established under these Bylaws in the management of the Foundation, and no Working Group shall have the power to act on behalf of the Board of Trustees. The delegation of a purpose or goal of the Board of Trustees to a Working Group shall not operate to relieve the Board of Trustees or any Director from any responsibility imposed by law.

ARTICLE X.

OFFICERS

Section 10.1 Number and Qualifications. The appointed officers of the Foundation (the “**Officers**”) shall consist of up to two (2) chairs (each a “**Chair**”), one (1) vice-chair (the “**Vice-Chair**”), one (1) secretary (the “**Secretary**”), one (1) treasurer (the “**Treasurer**”), and one (1) president (the “**Executive Director**”). The Executive Director shall be qualified on an *ex-officio* basis as set forth at Section 10.7(e). All Officers must be natural persons who are eighteen years of age or older and be approved by the Executive Director. One person may simultaneously hold more than one Officer position, *provided* that no person may simultaneously serve as (a) the Chair and Vice-Chair; or (b) the Chair and Secretary.

Section 10.2 Election and Term of Office. The Foundation shall select its Officers from among the Board of Trustees in the first quarter of all odd years. The Nominating and Governance Committee shall identify candidates for these positions and present them to the Foundation per the Nominating and Governance Committee's standard operating procedure for selection. The Executive Director shall approve the Foundation's officer selection. All Officers shall be selected without regard to race, ethnicity, color, religion, national origin, gender, sex, sexual orientation, or ablebodiedness.

Section 10.3 Compensation. Officers shall not receive compensation for their services as Officers, but they may be reimbursed for reasonable expenses incurred by them in the course of performing their duties, subject to approval by the Board of Trustees and presentment of appropriate vouchers. Officers shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Foundation or the Member in any other capacity. However, no payment of compensation (or payment or reimbursement of expenses) shall be made in any manner so as to result in the imposition of any liability under either Section 4941 or Section 4958 of the Internal

Revenue Code. No compensation shall be paid to any government official as defined in Section 4946(c) of the Internal Revenue Code.

Section 10.4 Removal. Any Officer may be removed by the Board of Trustees or the Member at any time with or without cause, subject to Section 10.7(e) below, as the case may be, and any rights or obligations under any existing contracts between the Officer and the Foundation will terminate immediately upon such Officer's removal. Appointment of an Officer shall not in itself create contract rights.

Section 10.5 Resignations; Vacancies. Any Officer may resign at any time by giving written notice to the Chair(s) or to the Executive Director. An Officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the Board of Trustees, or by any Officer or Committee to which such authority has been delegated by the Board of Trustees, for the unexpired portion of the term. If a resignation's effective date is later than the date that it is furnished to the Foundation, then the Board of Trustees may permit the Officer to remain in office until such effective date and may fill the pending vacancy before the effective date with the provision that the successor does not take office until the effective date, or the Board of Trustees may remove the Officer at any time before the effective date and may fill the resulting vacancy.

Section 10.6 Term and Term Limits. The term of office of the Chair(s), Vice Chair, Treasurer and Secretary shall be four (4) years. Newly elected Officers shall take office immediately. The Officers shall hold office until their successor is elected and qualified, or until their earlier resignation, removal, incapacity, disability or death. The Board of Trustees should nominate and elect a successor Officer, at the latest, by the end of the term of the Officer, to ensure that a successor Officer is able to take office immediately upon the end of the prior Officer's term. If an Officer resigns, is removed from office, is incapacitated or disabled, or dies prior to the end of his/her term, then the Board of Trustees shall nominate and elect a successor Officer within sixty (60) days of the date of the Officer's resignation, removal, incapacity, disability or death, or, at the latest at the next Trustee meeting. A Trustee may not serve as an Officer for more than four (4) years. If a Trustee's position as a Trustee terminates, their position as an Officer shall also terminate.

Section 10.7 Authority and Duties. Officers shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Trustees or these Bylaws, except that in any event each Officer shall exercise such powers and perform such duties as may be required by law:

- (a) Chair(s). The Chair(s) shall: (i) set all meetings and meeting agendas; (ii) preside at all Trustee meetings; (iii) see that all Trustee commitments, resolutions and oversight are carried into effect; and (iv) exercise such powers and perform such other duties from time to time that may be assigned by the Board of Trustees and approved by the Executive

Director. The Chair(s) shall also serve as the Board of Trustees's primary fundraising liaison(s) to the Member Development staff Foundation staff. The Chair(s)' leadership shall be evidenced by personal philanthropic commitment and interactions to raise private philanthropic dollars for the benefit of the Member, within the Foundation's mission.

- (b) Vice Chair. At the request of the Chair(s), or in the Chair(s)'s absence or inability or refusal to act, the Vice-Chair may perform the duties of the Chair(s) and when so acting shall have all the powers of and be subject to all the restrictions on the Chair(s). The Vice-Chair shall assist the Chair(s) and shall perform such duties as may be assigned to the Vice-Chair by the Chair(s), by the Board of Trustees or the Executive Director. In addition to these duties and all other Trustee obligations, the Vice-Chair shall participate in succession planning for the Board of Trustees.
- (c) Treasurer. The Treasurer shall: (i) have general oversight of the financial affairs of the Foundation, including preparation of the annual budget; and (ii) in general, perform all duties incident to the office of Treasurer. Recognizing the significance of the Treasurer in financial matters, the Treasurer shall have a financial background enabling them to fulfill the duties of the Treasurer. The Treasurer may also be the then active treasurer of Member's board of directors, *provided* in such case the Treasurer shall not have a vote.
- (d) Secretary. The Secretary shall: (i) keep the minutes of the meetings of the Board of Trustees and ensure that such meeting minutes are published to the Foundation website; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and (iii) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Chair(s), the Executive Director, or the Board of Trustees.
- (e) Executive Director. The individual then holding the highest title of the Member's development team staff shall be the Executive Director of the Foundation. In the event such individual ceases to be an employee of the Member, he/she will automatically cease to be the Executive Director of the Foundation. Subject to the direction and supervision of the Board of Trustees and the Member, the Executive Director shall: (i) have general and active control of the affairs and business of the Foundation and general supervision of its Officers, agents and employees; (ii) see that all orders and resolutions of the Board of Trustees are carried into effect; and (iii) perform all other duties incident to the office of Executive Director and as from time to time may be assigned to the Executive Director by the Chair(s), the Board of Trustees, or the Member.

Section 10.8 Surety Bonds. The Board of Trustees may require any Officer or agent of the Foundation to execute to the Foundation a bond in such sums and with such sureties as shall be satisfactory to the Board of Trustees, conditioned upon the faithful performance of such person's duties and for the restoration to the Foundation of all books, papers, vouchers, money and other

property of whatever kind in such person's possession or under such person's control belonging to the Foundation.

ARTICLE XI.

FOUNDATION RESPONSIBILITIES AND OBLIGATIONS

Section 11.1 Foundation Role and Limitations. The role of the Foundation is to fundraise and support the Member. Consistent with such role, the Foundation will develop, and submit to Member for approval and funding, strategic plans for optimizing long term fundraising success. Unless expressly authorized and approved in advance and in writing by the Member, neither the Foundation nor any person acting on behalf of the Foundation shall (a) hire, retain or terminate any employees; or (b) independently create or seek to establish or protect any trademarks (including, but not limited to, ones incorporating in whole or in part any marks of Member).

Section 11.2 Application of Contributed Funds; Restricted Gifts; Endowment.

- (a) Unless funds contributed to the Foundation are subject to an agreed-upon restriction, designation or limitation, all funds contributed to the Foundation are to be used for programmatic expenses by the Member. Other than to apply no more than a reasonable and necessary portion of any such funds to enable the Foundation to provide for its regular, day-to-day operating expenses (including, but not limited to, any expenses incurred by the Foundation as to Member), all such funds are to be turned over and granted to the Member on at least a quarterly basis, and more frequently upon the written direction of the Member to the Foundation.
- (b) The Foundation also may accept contributions, gifts, grants, bequests or devises that are designated, restricted or conditioned by the donor ("***Restricted Funds***"), *provided* that the designation, restriction or condition is consistent with the Foundation's general tax-exempt purposes. Any Restricted Funds may be accepted for special funds, purposes or uses, and such designations generally will be honored, *provided* that the Foundation shall reserve all right, title and interest in and to, and control over such Restricted Funds, and shall have authority to determine the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. In all events, the Foundation shall acquire and retain sufficient control over all Restricted Funds to assure that such funds will be used exclusively to carry out the Foundation's tax-exempt purposes of supporting the Member. Unless prohibited by the nature or requirements of the designation, restriction or other condition placed on any such Restricted Funds, all Restricted Funds are, subject to such designation, restriction or other condition, to be turned over and granted to Member on at least a quarterly basis, and more frequently upon the written direction of the Member to the Foundation.
- (c) The Foundation may (i) allocate, retain, and invest a portion of the Unrestricted Funds or Restricted Funds received by the Foundation as an endowment of the Foundation for the

sole and exclusive benefit of Member (hereinafter, “*Endowment Funds*”); or (ii) subject to any donor restrictions, contribute or otherwise transfer such Endowment Funds to the USOPCE for such entity to invest as an endowment for the sole and exclusive benefit of the Member. Any such Endowment Funds shall at all times be invested by the Foundation in a manner that is consistent with the Finance Policies, and in coordination with the Finance Committee and appropriate officers and other personnel of the Foundation or the Member. Notwithstanding the actual annualized return derived by the Foundation on any such Endowment Funds, the Foundation shall, within thirty (30) days of the conclusion of its fiscal year, annually turn over and transfer to the Member, an amount at least equal to four percent (4%), unless another amount has been mutually agreed upon between the Member and Board of Trustees, of the average net assets of such Endowment Funds as calculated based upon the value of such Endowment Funds over the twelve (12) months ending with the third quarter of such fiscal year, *provided* such funds may only be used by the Member for programmatic expenditures.

ARTICLE XII.

INDEMNIFICATION

The Foundation shall indemnify, to the fullest extent permitted under and in accordance with the laws of the State of Colorado, any person who was or is made a party to, or was or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, by reason of the fact that such person is or was a Trustee, Officer, Committee member, Chair Emeritus, Honorary Trustee, employee, fiduciary, or agent of the Foundation against any obligation incurred with respect to such action, suit or proceeding to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses (including reasonable attorneys’ fees) actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and reasonably believed (a) in the case of conduct in an official capacity with the Foundation, that such person’s conduct was in the Foundation’s best interests; (b) in all other cases, that such person’s conduct was at least not opposed to the Foundation’s best interests; and (c) in the case of any criminal proceeding, that such person had no reasonable cause to believe the conduct was unlawful. Notwithstanding the foregoing or anything to the contrary contained herein, the Foundation may not indemnify any person (x) in connection with an action, suit or proceeding by or in the right of the Foundation in which such person was adjudged liable to the Foundation; or (y) in connection with any other action, suit or proceeding charging that such person derived an improper personal benefit, whether or not involving action in an official capacity, in which action, suit or proceeding such person was adjudged liable on the basis that such person derived an improper personal benefit. Indemnification pursuant to this Article XII in connection with an action, suit or proceeding by or in the right of the Foundation is limited to reasonable expenses incurred in connection with the action, suit or proceeding. Any repeal or modification of this Article XII shall be prospective only and shall not adversely affect any right or protection of a trustee, officer, employee, fiduciary and agent of the Foundation under this Article XII, as in effect immediately prior to such repeal or modification,

with respect to any liability that would have accrued, but for this Article XII prior to such repeal or modification. Notwithstanding any other provision of these Bylaws, the Foundation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the Foundation as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under either section 4941 or section 4958 of the Internal Revenue Code. The Foundation may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Article XII.

ARTICLE XIII.

STANDARDS OF CONDUCT

Section 13.1 Discharge of Duties. Each Trustee shall discharge his/her duties as a Trustee, including the Trustee's duties as a member of a Committee, and each Officer with discretionary authority shall discharge the Officer's duties under that authority (a) in good faith; (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (c) in a manner the trustee or officer reasonably believes to be in the best interests of the Foundation.

Section 13.2 Reliance on Information, Reports, Etc. In discharging duties, a Trustee or Officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (a) one or more Officers or employees of the Foundation whom the Trustee or Officer reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, a public accountant or another person as to matters the Trustee or Officer reasonably believes are within such person's professional or expert competence; and (c) in the case of a Trustee, a Committee of which such Trustee is not a member, if the Trustee reasonably believes the Committee merits confidence. A Trustee or Officer is not acting in good faith if the Trustee or Officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 13.2 unwarranted.

Section 13.3 Conflicts of Interest. In addition to any policies the Foundation may, from time to time, adopt as to conflicts of interest, as set forth in this Section 13.3, the following shall apply to certain conflicts of interest.

- (a) Definitions. As used in this Section 13.3, "***Conflicting Interest Transaction***" means: a contract, transaction, or other financial relationship between the Foundation and a Trustee, Officer, or Committee member, or between the Foundation and a party related to a Trustee or Officer, or Committee member, or between the Foundation and an entity which a Trustee is a trustee or officer or Committee member or has a financial interest. For purposes of this Section 13.3, "party related to a Trustee or Officer or Committee member" shall mean a spouse, descendent, ancestor, sibling, spouse or descendent of a sibling, estate or trust in which the Trustee or Officer or Committee member a party related to such Trustee or Officer or Committee member has a beneficial interest, or an entity in which a party related

to a Trustee or Officer or Committee member is a trustee, officer, Committee member, or has a financial interest.

- (b) Prohibition Against Loans to Directors or Officers. No loans shall be made by the Foundation to its Trustees or Officers. Any Trustee or Officer who assents to or participates in the making of any such loan shall be liable to the Foundation for the amount of such loan including any accrued interest thereon until repayment thereof.
- (c) Voidability of Conflicting Interest Transactions. No Conflicting Interest Transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a member or by or in the right of the Foundation, solely because the Conflicting Interest Transaction involves a Trustee or Officer of the Foundation or a party related to Trustee, Officer, or an entity in which a Trustee is a trustee or officer or has a financial interest or solely because such Trustee or Officer is present at or participates in the meeting of the Board of Trustees or of a Committee that authorizes, approves, or ratifies the Conflicting Interest Transaction or solely because the Trustee or Officer's vote is counted for such purpose, if: (a) the material facts as to the Trustee's or Officer's relationship or interest and as to the Conflicting Interest Transaction are disclosed or are known to the Board of Trustees or the Committee, and the Board of Trustees or Committee in good faith authorizes, approves, or ratifies the Conflicting Interest Transaction by the affirmative vote of a majority of disinterested Trustees, even though the disinterested Trustees are less than a quorum; or (b) the Conflicting Interest Transaction is fair as to the Foundation.
- (d) Approval of Conflicting Interest Transactions. Interested Trustees or Officers may be counted in determining the presence of a quorum at a meeting of the Board of Trustees or of a Committee which authorizes, approves, or ratifies a Conflicting Interest Transaction.

Section 13.4 Liability of Trustees for Unlawful Distributions.

- (a) Liability to Foundation. A Trustee who votes for or assents to a distribution made in violation of the Act or the Articles of Incorporation shall be personally liable to the Foundation for the amount of the distribution that exceeds what could have been distributed without such violation if it is established that the Trustee did not perform the Trustee's duties in compliance with the general standards of conduct for directors set forth in Section 13.1.
- (b) Contribution. A trustee who is liable under Section 13.4(a) for an unlawful distribution is entitled to contribution: (a) from every other Trustee who could be liable under Section 13.4(a) for the unlawful distribution; and (b) from each person who accepted the distribution knowing the distribution was made in violation of the Act or the Articles of Incorporation, to the extent the distribution to that person exceeds what could have been distributed to that person without violating the Act or the Articles of Incorporation.

ARTICLE XIV.
MISCELLANEOUS

Section 14.1 Account Books, Minutes, Etc. The Foundation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Trustees and Committees. All books and records of the Foundation may be inspected by any Trustee, or that Trustee's authorized agent or attorney, for any proper purpose at any reasonable time.

Section 14.2 Fiscal Year. The fiscal year of the Foundation shall commence August 1 of each year and end on July 31 of each year.

Section 14.3 Conveyances and Encumbrances. The assignment, conveyance or encumbrance or sale, exchange, lease or other disposition of any of the real property of the Foundation or all or substantially all of the other property and assets of the Foundation shall only be authorized by the Board of Trustees with the advance written approval of the Member if the purpose of such assignment, conveyance or encumbrance or sale, exchange, lease or other disposition of any of the real property of the Foundation or all or substantially all of the other property and assets of the Foundation complies with the purposes and restrictions on the powers of the Foundation set forth in the Articles of Incorporation.

Section 14.4 Execution of Instruments. All corporate instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such Officer or Officers or other person or persons as the Board of Trustees may from time to time designate.

Section 14.5 Trustees Not Deemed to "Trustees". None of the Trustees, Chair Emeritus, or Honorary Trustees, regardless of title, shall be deemed to be a "trustee" within the meaning given that term by trust law with respect to the Foundation or with respect to any property held or administered by the Foundation, including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

Section 14.6 Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 14.7 Definitions. Capitalized terms used but not defined herein shall have the meaning given to such terms in the Articles of Incorporation, the Act, or the amended and restated bylaws of Member dated April 16, 2023, all as amended from time to time, as applicable.

ARTICLE XV.
AMENDMENTS

These Bylaws may be amended, restated, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by either (a) an affirmative majority vote of the Board of Trustees taking in to account any recommendation of the Nominating and Governance Committee, which votes are cast at any meeting of the Board of Trustees, duly called and at which a quorum is present, *provided*, that no such amendment shall be adopted or become effective unless and until it has subsequently been approved and ratified by the Executive Director.

* * * * *

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
UNITED STATES FENCING FOUNDATION
As amended September XX, 2023

The undersigned Incorporator, being a natural person of the age of eighteen years or more, and desiring to form a nonprofit corporation under the laws of the State of Colorado, does hereby sign, verify and deliver these Articles of Incorporation in duplicate to the Secretary of State of the State of Colorado.

ARTICLE I
NAME

The name of the Corporation is: UNITED STATES FENCING FOUNDATION

ARTICLE II
DURATION

The Corporation shall have perpetual existence.

ARTICLE III
PURPOSES AND POWERS

1.Purposes. The Corporation is formed to provide financial and other aid and support for the benefit of and to carry out the purposes of the United States Fencing Association, a Colorado non-profit corporation which is exempt from tax under Section 501(c)(3) of the Internal Revenue Code, and such other organizations which are exempt from tax under Section 501 (c)(3) of the Internal Revenue Code.

2.Powers. In furtherance of the foregoing purposes and objects (but not otherwise) and subject to the restrictions contained in Section 3 of this Article, the Corporation shall have and may exercise all such powers as are expressly or impliedly conferred upon nonprofit corporations organized under the laws of the State of Colorado, except as limited by these Articles of Incorporation and including, without limiting the generality of the foregoing, receiving from any source whatsoever, maintaining and dealing with, in any manner whatsoever, real and personal property or a fund or funds consisting of real and personal property, provided that such use be exclusively and irrevocably applied to the exempt purposes of the Corporation.

3.Restrictions upon the Powers of Trustees and Others.

A.No part of the net earnings of the Corporation shall inure to the benefit of any trustee or officer of the Corporation or any other private individual (except that reasonable payments may be paid for expenses incurred on behalf of the Corporation affecting one or more of its purposes, including reasonable compensation to a trustee or officer who is employed by the Corporation in the capacity of executive director or other staff position), and no trustees or officer of the Corporation, or any other private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise. Any and all property, both real and personal, which may be owned by the Corporation at any time, is and shall always be exclusively and irrevocably dedicated to the exempt purposes of the Corporation. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation as defined in Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law). The Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

B.No part of the assets of the Corporation shall be contributed to any organization whose net earnings or any part thereof inure to the benefit of any private individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise to influence legislation.

C. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law) or (ii) by a corporation, contributions to which are deductible under Section 170(a) of the Code (or the corresponding provisions of any future United States Internal Revenue law).

D. The Corporation shall be dissolved upon the approval of two-thirds (2/3) of all the Trustees entitled to vote at a meeting at which a quorum is present. Upon dissolution of the Corporation, the assets of the Corporation shall be disposed of according to the procedure outlined in the Colorado Nonprofit Corporation Act. After the liabilities of the Corporation have been discharged or provided for, the Corporation's remaining assets shall be disposed of by a transfer to the United States Fencing Association if then qualified under the Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law), but if not then so qualified or not then in existence, then exclusively for the purposes of the Corporation, or to such other organization or organizations, as shall then qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law), as the Board of Trustees shall determine; provided, however, that such disposition of remaining assets that are restricted to certain qualified usage contained in applicable federal legislation shall be disposed of so as to fulfill the intent of such federal legislation. Any such assets not so disposed of shall be disposed of by the district court in and for the county in which the principal office of the Corporation was last located, exclusively for such purposes or to such organizations as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE IV BOARD OF TRUSTEES

The control and management of the affairs of the Corporation and of the disposition of its funds and property shall be solely vested in a Board of Trustees, as defined by the Bylaws of the organization.

ARTICLE V BYLAWS

The power to alter, amend or repeal the Bylaws shall be set forth in the Bylaws. Such Bylaws may contain any provisions for the regulation or management of the affairs of the Corporation which are not inconsistent with the law or these Articles of Incorporation, as the same may from time to time be amended. However, no Bylaws at any time in effect, and no amendment to the Articles, shall have the effect of giving any trustee or officer of this Corporation any proprietary interest in its property or assets, whether during the term of its existence or as an incident of its dissolution.

ARTICLE VI INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify each trustee or officer or former trustee or officer, and his or her heirs and personal representatives, against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, to which he or she may be made a party by reason of his or her being or having been such a trustee or officer of the Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation. In the event of settlement, indemnification shall be provided only in connection with such matters covered by settlement as to which the Corporation is advised by counsel that the person being indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which he or she may be entitled.

ARTICLE VII AMENDMENT

The Board of Trustees reserves the right from time to time to amend, alter, change, or repeal these Articles of Incorporation upon approval by two-thirds of all the trustees entitled to vote at a meeting at which a quorum is present.

Dated XX September 2023

Hall of Fame Committee

The Hall of Fame Committee is presenting the following individuals as nominees for the USA Fencing Hall of Fame. Voting will occur in/around June 2024.

ATHLETES

JAMES CARPENTER
JANE HALL CARTER
STEVE KAPLAN
TOM LOSZONCY
PHIL REILEY

LEGACY

DICK PEW
DAN MAGAY

VETERAN

PATRICIA BEDROSIAN
JULIE SEAL

COACH

GIL PEZZA
AMGAD KHAZBAK
SEMYON PINKASOV
KORNEL UDVARHELYI

CONTRIBUTOR

GERRI BAUMGART (DECEASED)
RUBY WATSON (DECEASED)
JON MOSS
ANDY SHAW
JEFF BUKANTZ
PETER HARMER