

Board Meeting Agenda

Scheduled Meeting

USA Fencing Board of Directors

Saturday, February 17th, 2024 at 6:00PM (ET)– Charlotte, NC Room 219D and Zoom

Public Zoom Link: <https://us02web.zoom.us/j/81387414433?pwd=L1J4Wlk3WTBOS2dReE5HMXhpeVFQQT09>

Passcode: 426428

I. Call to Order

Roll Call

General Announcements

Opening Remarks – David Arias, Chair

Conflict of Interest announcements for this agenda

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

III. Committee, Resource Groups, and Task Force Updates (as applicable)

- a. Marketing and Communications Resource Group ([Appendix A](#))
- b. Tournament Committee ([Appendix B](#))
- c. International Relations Committee ([Appendix C](#))
- d. Division Resource Team ([Appendix D](#))
- e. Paralympic Development Resource Group ([Appendix E](#))
- f. Referee Commission ([Appendix F](#))
- g. Youth Development Resource Group ([Appendix G](#))
- h. Nominating Committee ([Appendix O](#))

IV. Consent Agenda (Mr. Arias)

- a. Clerical and Legal Updates to the US Fencing Foundation Articles of Incorporation, previously approved by the USA Fencing Board of Directors, attached as [Appendix H](#).
- b. Clerical and Legal Updates to the US Fencing Foundation Bylaws, previously approved by the USA Fencing Board of Directors, attached as [Appendix I](#).
- c. Clerical update to USA Fencing Amended and Restated Bylaws Section 7.6.c to align with Section 7.21, attached as [Appendix J](#).

- d. To approve the minutes of the December 22, 2023 Emergency Board Meeting ([Appendix K](#)).
- e. To approve the minutes of the December 16, 2023 Special Meeting of the Board ([Appendix L](#)).
- f. To approve a change in the timing of the CEO salary review to align with USA Fencing's fiscal year ([Appendix M](#)).

V. New Business

Appointment of At-Large Board Member

MOTION 1 (Mr. Arias): To, by secret ballot vote of the Board, appoint one of following three (3) individuals, recommended by the USA Fencing Nominating Committee, to the balance of the vacant At-Large Board Seat for the balance of the vacated term to August 31, 2026 per 7.6 of the USA Fencing Bylaws.

In Alphabetical order by surname:

Donald Alperstein
Molly Hill
Selina Kaing.

Board Applications for all 3 individuals are attached as [Appendix N](#), and the report of the USA Fencing Nominating Committee is attached as [Appendix O](#).

Board members will vote via email to the Parliamentarian and Secretary; who will coordinate the results and report to the Board the result.

Rationale: USA Fencing's bylaws in section 7.6 call for the USA Fencing Board of Directors to appoint an individual to serve the balance of the vacated seat in the event of the resignation of an At-Large Director. USA Fencing asked its' Nominating Committee to put forward candidates for the same, and today USA Fencing's Board of Directors will complete the process.

Bylaws

MOTION 2 (Mr. Arias): To approve the bylaw changes proposed at the December meeting, following the comment period set by the amendment clause of the bylaws.

Rationale: Per the previous vote of the Board to amend the USA Fencing bylaws on the recommendation of the Referee Commission to create a further Vice Chair position to more effectively deliver the mission of the Referee Commission. A full list of changes is attached as [Appendix P](#).

MOTION 3 (Mr. Arias): To recognize the United States Association of Collegiate Fencing Clubs as an autonomous sanctioned organizational member of USA Fencing, subject to a vote of the USACFC membership.

Rationale: USA Fencing seeks to deepen its' relationship with college-age Fencers both inside and outside of NCAA programs; in addition; USA Fencing has worked with USACFC's leadership to arrive at a mutually agreeable way to integrate Collegiate fencing into USA Fencing's sanctioned events and membership. USA Fencing wishes to provide a pathway for Fencers who find the sport in college to continue to participate, earn ratings, facilitate referee recruitment and ultimately a "Life enriched by Fencing".

VI. Good and Welfare

Next meeting is scheduled for Saturday, May 25 at 10am MT via zoom. Should we move this meeting a week earlier so that it doesn't coincide with Memorial Day Weekend.

VII. Adjourn to Executive Session (if needed)

VIII. Executive Session

Board Code of Conduct Discussion

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	(Temp) David Arias
Hall of Fame Comm.	12/16/23	No	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.	2/17/2024	Yes	Amanda Nguyen
DEIB Comm.		No	Darryl Jacobs
IR Comm.	12/16/23	Yes	(Temp) David Arias
SEMI Comm USA	10/22/22	No	Damien Lehfeltdt
Tournament Comm	7/4/23	Yes	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	2/17/24	Yes	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	No	(Temp) David Arias

Sports Performance RG		No	Kat Holmes
Coaching Advisory RG	12/16/23	No	Ben Bratton
Data Science RG	12/16/23	No	Kat Holmes

USA Fencing Board Meeting Summary

Date: February 1, 2024

Meeting Topic: Marketing and Communications Resource Group

Attendees: Bryan Wendell, Heather Shankwiler

Summary:

The Marketing and Communications Resource Group convened to discuss several key initiatives aimed at enhancing the visibility and engagement of USA Fencing, particularly in the lead-up to the Junior Olympics and the forthcoming Summer Olympics and Paralympics.

- **Junior Olympics Photography Plan:**
 - The group reviewed the plan for Nathan Bingle Photography to run a photography booth at the Junior Olympics.
 - A successful implementation at the Junior Olympics could set a precedent for similar arrangements at future events, notably Summer Nationals in Columbus.
- **Apparel Strategy:**
 - The current apparel offerings primarily cater to fencers. We recognized the need to expand the range to include casual wear that appeals to a broader audience, including parents and supporters.
 - We should consider inclusivity in sizing, ensuring that apparel caters to individuals requiring larger sizes.
 - With the Olympics and Paralympics on the horizon, there's an opportunity to introduce fan gear specifically designed for USA Fencing, capitalizing on the increased interest during this period.
- **Promotion of Collegiate Club Fencing:**
 - We discussed the need for continued emphasis on promoting collegiate club fencing. The group acknowledged the importance of not only focusing on NCAA fencing but also expanding promotional efforts to encompass this aspect of the sport.

USA Fencing Tournament Committee

Regular Session 12/2023

ATTENDEES

Nathan Anderson, Daniel Berke, David Blake, Meredith Delgado, Margaret Dull, Brandon Rochelle (Chair), Peter Burchard (Board Liaison), Sean Shumate (RC Liaison), Glen Hollingsworth (Staff Liaison)

AGENDA - Decisions and recommendations will be in bold

- The Division Resource Group, by unanimous vote, has asked the Tournament Committee to consider the following change to the Athlete Handbook regarding local event capping:
 - Change from: “A local sanctioned tournament may cap their competitive field size at no less than 64 people.”
 - Requested Change To: “An organizer of a local sanctioned tournament may limit entries based on the capacity of the venue or availability of officials, but may not do so for the purpose of advantaging any club or group.”
 - **Decision: “An organizer of a local sanctioned tournament may limit entries based on the capacity of the venue or availability of officials, but may not do so for the purpose of advantaging any club or group. Organizers must announce caps at least 7 days before opening registration. Waitlists must be processed first come, first serve. Contact info@usafencing.org if you suspect organizers are unfairly setting caps.”**
- Y8 Recommendations from the YDC
 - The Tournament Committee is reviewing recommendations regarding Y8/Y10 tournament formats provided by the YDC and will report in future meeting notes a final recommendation.
- Initial Brainstorming for Tournament Framework
 - Continuing the work of the Events Review Group and the 2024-2028 Strategic Plan, the committee conducted an initial brainstorming session to outline our path to making any modifications to points lists, and local to national tournament pathways.

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**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 Games. 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 10, 2023, FIE Extraordinary Congress – Voted No on all three issues that were up for vote. The voting delegate made a statement on behalf of the USA Fencing from a USA Fencing press release. The IR Group continues to keep abreast of international issues and shares information with USA Fencing.

The USA International Relations Committee continues to mourn the loss of our member - Samuel Cheris. Sam had brought so much to fencing on behalf of us all and will be missed. To view his fencing biography – please visit this link <https://fie.org/articles/1339>.

In January 2024, the USA Fencing Federation hosted a Junior World Sabre Cup in Boston, Massachusetts and there is a Foil Grand Prix scheduled for March 2024 in Washington, DC. The US submitted a request to possibly host the 2024 FIE Electoral Congress in Las Vegas, Nevada but the item was not passed by the USA Fencing Board of Directors. The FIE Electoral Congress is the most important event on the FIE Calendar and only takes place every four years. The Electoral Congress is traditionally held in the country of the current President or a country of his choosing. This was a significant once in a lifetime opportunity to continue to build influence in the international community and support our athletes in having a level playing field during international competitions. We hope that the US will take advantage of future opportunities and potentially host an FIE Congress at another time before the 2028 LA Games.

USA Fencing has continued to have incredible results at international competitions during the season, members of the USA International Relations Committee were present at each event and held different levels of responsibility and authority. We look forward to hosting upcoming FIE events in the US leading into the 2024 Paris Games through LA 2028.

The USA Fencing International Relations Committee is very focused on a common goal of helping 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

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Report of the USA Fencing Division Resource Team

For USA Fencing February 2024 Board Meeting

The Division Resource Team (DRT) has continued to meet 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 January 31, 2024:

- 75% of Divisions have adopted the new bylaws.
- 48% of Divisions have adopted the new bylaws and the new division operating guides.

Updated Bylaw Update:

75% of divisions are in compliance with the new bylaws. The DRT has been providing support to division officers to ensure compliance. The passed uniform bylaws have been added to USA Fencing's Website.

Final notifications have been sent to inactive and non-responsive divisions to adopt the uniform bylaws. Through this communication, a couple of these divisions have reached out to begin the adoption process. A number of divisions have not held elections during the last couple of seasons. The DRT will be working with the National Office Staff to provide the service of running their nomination and election processes. These divisions will be offered an option to run this election through USA Fencing's online election tools.

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. Some divisions need time to work through the template to tailor it for their local situations. The passed division operating guides have been added to USA Fencing's Website.

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 and certain area of the country that fall within the boundaries of no divisions. Analysis of this has been presented and the DRT will work on solutions for addressing the problem, with an expectation of having a recommendation for the Board of Directors in time for the 2024/25 season.

USA Fencing Operations Manual

USA Fencing Bylaws provide in Section 7.18, in part, that "The Board of Directors shall provide for the creation and maintenance of an Operations Manual." The USA Fencing Operations Manual is an important resource for division officers and tournament organizers, but the current version of the document is out of date and in many instances duplicative with, or even contrary to, other USA Fencing

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documents and policies, such as the Athlete Handbook and the G&D Procedures. The DRT asked Mr. Alperstein to prepare a Board of Directors motion to be sponsored by Mr. Arias creating a task force to review and update USA Fencing's Operations Manual. Upon consultation with the CEO, it was suggested this project would best be handled as a staff function. The CEO has requested that he be allowed to oversee the project without the need for Board direction or a named task force. The following individuals have agreed to make themselves available to consult with staff on areas requiring volunteer expertise:

Rich Weiss (Division Resource Team) relating to matters of division operations including Division Bylaws and Operating Guides;

Bradley Baker (Referees' Commission Vice-Chair of Rules) regarding the Rules of Competition and all referee matters within the scope of the Operations Manual;

Brandon Rochelle (Tournament Committee) regarding tournament organization, operation, formats, classifications, etc.); and

Andy Shaw (USA Fencing Historian) regarding Hall of Fame and historical matters.

REPORT OF THE PARALYMPIC DEVELOPMENT RESOURCE GROUP

To the USA Fencing Board of Directors

February 2, 2024

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:

- Identifying resource topics to develop for clubs and grass roots growth.
 - Will continue to work on developing the content for these resources.
- The group reviewed and provided feedback on 15 grant applications for equipment through the Toyota US Paralympic Fund.
 - Seven clubs across seven states were awarded para-fencing frames.
 - Utah Fencing Foundation was able to connect with applicants in need of fencing chairs to grant to them.
- Group overview of USA Budget, awarded grants for the 2023-24 season, and how that impacts programming.
- Will discuss the pipeline criteria to be introduced following the Paris Paralympic Games.

Referees' Commission Report for the USA Fencing Board of Directors February 2024

Chair Report

Submitted by Chair: Tasha Martin

Ethics Committee Updates: Since the November 2023 report, around 10 ethics complaints have been submitted to the RC Ethics Committee. All came from parents, coaches or referees. Most involved some concerning interactions/behaviors and were able to be addressed without a hearing panel. The RCEC is currently reviewing two complaints that may rise to the level of a panel hearing.

The RC Chair is still working with Christina Pachuta to streamline the RC ethics complaint process. The RC will review the proposed process at the February RC meeting.

RC DEIB Task Force: The RC DEIB Task force held their 2024 kickoff meeting on January 16th. The DEIB Task force is comprised of: Annamaria Lu, Dominique Hance, Nathan Schlessinger, Harrison Hue, Justin Meehan, Molly Hill (new member), and Tasha Martin.

Below are a list of projects that the DEIB Task Force have brainstormed or considered tackling in the coming months:

- **Mentorship program** for regional/new national referees to be paired with mentors
- **Suit/clothing exchange** or swap to potentially help newer referees with professional attire
- **Creating an RC DEIB Taskforce application process** to send out via USA Fencing to seek diverse perspectives for additions to our team
- **Data project on effect of DEIB groups** such as has the complaint process changed since the institution of the DEIB groups? For example, what types of complaints have been received by underrepresented groups since implementation of the DEIB committees and their activities? What's been the effect of the DEIB committees?
- **Survey creation** to solicit feedback on what the RC DEIB Taskforce should focus on as projects
- **Partnership with ombudsman group** to have an RC DEIB representative at NACs available to the referees

Additionally, the DEIB Task Force discussed reports of financial hardship among referees who have not been able to afford meals (i.e., dinner) at NACs. The RC Chair sent a request to the National Office to agree to pay referees their per diem in advance. This request was accepted by the National Office and will hopefully be implemented at the March NAC. This can only be offered to referees that have direct deposit set up.

Tasha Martin, Chair

Domestic Assignments Committee Report

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

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

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 Zeljikovic	Susan Borgos	Lindsey Stapleton
Greg Domoshovetz	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
- Review and update newly implemented forms as needed.
- Develop online material distribution process

Tasks Completed:

- DAC trained two new hiring referees for National Events. Both performed well and will be offered the opportunity to hire future national events. (Lindsey Stapleton and Alan Geller).
- One new Referee Coordinator was trained and used at the December NAC. He performed well and will continue to be used in that role. (Alan Geller)
- Currently training one more hiring official. She is currently hiring for the March NAC.
- Implemented new forms and tracking tools to be completed by the Referee Coordinator and the assigning referees.

Next Steps:

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

----- completed by Sean Shumate, PLY and Submitted to Tasha Martin, Chairperson, Referee Commission on January 25th, 2023

Ombuds Committee Report

Ombudsmen are advocates for the referees. We help individual referees by listening to their concerns and pointing them towards the appropriate resources to help. If the concerns are concerns shared by the entire cadre, we try to find ways to address the issues and bring them to light among the Referees Commission, the Board of Directors, and/or the National Office.

In the last month we have worked with 5 individual referees. On the larger scale, we have been continuing to work on finding ways to improve the regional tournaments to make them better for referees (and hopefully in turn for the fencers as well). The first item we are working on is drafting a Referee Bill of Rights that we would like to see adopted. Second, we have been working with the National Office to improve bid evaluations for regional events by working with the National Office on creation of a survey for officials and staff at regional events to provide a more well-rounded picture to the tournament evaluation committee. The survey was implemented starting in January. The hope is to share the results of the surveys (parent, fencer, official/staff) with the committee that evaluates bids for regional events so that they can look at history from the previous year to assist in evaluating current bids.

Our members are Alan Friedman, Tim Bookwalter, Lisa Sapery, Bobby Gibbs, Chad Morris, Matt Bush, Olivia Curry, and April Alford. Ivan Lee is suspended pending the outcome of the SafeSport investigation. Leo Curtis is stepping back for the rest of the season. We will be looking for others to fill their positions.

Susan Borgos, Vice-chair

Rules and Examinations Committee Report

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.

We are presently conducting a review of the referee examination to identify outdated questions in need of immediate correction. We have also identified a large number of exam items that were dropped from the question bank and no longer appear on the exam. A portion of the review will focus on these questions to determine which should be candidates for updating and restoration. 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 or replacement 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 - Grassroots.

Bradley Baker, Vice-chair

Domestic Development Committee Report

Current Domestic Referee Development Committee Members: Patrick Webster (Chair & Region 2), Bruce Gillman (Region 3), Kevin Mar (Region 1), Charles Greene (Region 6), Charles Astudillo (Region 4), Mark Stasinos (Region 5), Sean Shumate (Para & Region 2), Holly Buechel (Athlete Rep)

2023 calendar year in review

Seminar and Observations Status

37 Certified Referee Instructors

58 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.

Ratings Updates at National Level

Epee:

4 National push R1s promoted to N2 rating (Welcome to the National Cadre for Epee)
7 National push R1 renewed R1 rating (Priority for additional developmental national opportunities)
4 N2 rated referees promoted to N1 rating
57 N2 rated referees renewed N2 rating
58 N1 rated referees renewed N1 rating

Foil:

4 National push R1s promoted to N2 rating (Welcome to the National Cadre for Foil)
9 National push R1 renewed R1 rating (Priority for additional developmental national opportunities)
5 N2 rated referees promoted to N1 rating
42 N2 rated referees renewed N2 rating
39 N1 rated referees renewed N1 rating

Saber:

6 National push R1s promoted to N2 rating (Welcome to the National Cadre for Saber)
8 National push R1 renewed R1 rating (Priority for additional developmental national opportunities)
4 N2 rated referees promoted to N1 rating
30 N2 rated referees renewed N2 rating
18 N1 rated referees renewed N1 rating

The free seminars for national events schedule this season.

- February NAC (Junior Olympics) w/ Para – Charlotte, NC
- March SJCC/NAC – Washington, DC
- 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. Target End of Q2 2024.

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

Patrick Webster, Vice-chair

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Report of the USA Fencing Youth Development Resource Team For USA Fencing's February 2024 Board Meeting

The Youth Development Resource Team (YDRT) has continued to work on the BY10 rule set as noted in their December 2023 report.

Below is the working document of the BY10 rules this resource team is working on. While the YDRT is leading this work, this group is continuing to work diligently with the Tournament Committee, Referee Commission, and SEMI to finalize the proposal below.

Foreword

When the Youth Development Resource Team began in 2022, there was a question as to whether or not USA Fencing would continue offering Y10 NACs. Now we have been asked to propose rules for events for fencers Below Y10 (BY10). For clarity, this does not include the Y10 category. We strongly recommend against creating a Y8 points system or national title. These rules are NOT a recommendation by the Youth Development Resource Team that USA Fencing should expand competitive fencing into younger age groups.

There is a large and growing body of evidence that exposing young children to an intense, competitive environment is detrimental leading to a range of negative physical and psychological effects. While it is possible that this environment can benefit a few individuals who perhaps matured early or naturally thrive in such an environment, overall it causes more harm than good for both individuals and the sport.

The following proposed rules include changes to the field of play and equipment to bring these elements into proportion with the size of our youngest fencers. Additionally, we propose a "developmental competition" format, more aligned with the recommendations of the ADM, for both BY10 events and the Y10 and Y12 age groups.

Implementation Timeline

- Y8 Approved and Recommend Rules Changes for the Remainder of the Current Season
- Y8 & Y10 Required Rules Changes for the 24/25 Season
- Y12 Required Rules Changes for the 25/26 Season

I. Field of Play (BY10 Only)

The standard piste should be reduced in length for BY10 as follows:

1. The Warning Lines become the End Lines reducing the overall length of the fencing piste to 10 meters. If possible, shade the 2 meters in front of the end line to create a new warning zone.

II. Equipment (BY10 Only)

Starting in the 2024/25 season BY10 use size #0 blades on the current USA Fencing sizing chart.

III. Competition Format for Developmental Competitions (BY10, Y10, Y12 as per implementation timeline)

Developmental competitions, including all BY10 events, will use a double pool format outlined in "Sharks and Minnows" without elimination. Pool size would be determined as per chart below, favoring pools of size 7 where possible. The first round of pools seed normally with the

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exception that birthdate (month, if known, and year) will be used to seed fencers with identical rankings (unranked, "U" fencers) with the older fencer being seeded ahead of the younger (as competitors in these events are unlikely to have rankings or ratings and age/size is often a determining factor). The second round would be based on the first round result. The second round of pools would place the top N athletes into the first pool, the next group in the second pool, etc. Pool 1 would fence off to determine final placement for places 1 - N, Pool 2 for places (N+1) - (2N), etc.

# of Fencers	# of Pools
<9	1
9-14	2
15-21	3
22-28	4

1. Propose the adoption of the "Developmental Competition" (double pool format) for all BY10 events.
2. Propose the adoption of the "Developmental Competition" (double pool format) for all RYC events except Y14 (SYCs, NACs, and National Championships will maintain the current formats).
3. Age requirements for Y8 events include Y8 fencers and a year younger. Ex. In the current year (2023-24), Y8 fencers would be those born in 2015 and 2016.
4. Propose that the age requirements for Y10 events should not change to include younger fencers, regardless of their results in BY10 events.
5. Propose that USA Fencing will not publish or maintain results or points lists for any BY10 event.
6. Approved Format for all BY10, Y10 & Y12 as per implementation guidelines

Rationale:

We are proposing a new competition format for developmental competitions, which would apply to every BY10 event. The goal of these developmental competitions is to expose fencers to the tournament environment, get them experience in competitive matches against fencers from other clubs, emphasize personal growth over results and encourage them to continue with the sport.

Currently, youth competitions follow the same pools/DE format of all other competitions, with slight modifications for Y10. Unfortunately, this system does not promote a good experience for first time competitors who will typically face one of the top athletes in the competition for their first elimination match and does little to improve the top youth athletes who slog through several rounds of DE's before meeting a challenging match. It also means our top athletes are gaining 1-2 additional matches (approx. 20% more touches) at every single tournament, making it harder for new fencers to break into the upper ranks as time goes on.

This format has several benefits in line with the ADM. First, it means ½ the athletes win their last match of the tournament, creating a much greater enthusiasm for continuing. Second, it de-emphasizes winning with all eyes on the victor during the final match. Third, it allows our top athletes several quality matches with each other to gain higher level competitive experience AND the rest of our athletes will get a pool with similarly experienced athletes for experience. Fourth, it reduces confusion at the venue as athletes report to one strip for the first pool and one strip for the second pool, instead of the current scramble of refs trying to call for fencers all over a crowded venue. Finally, it makes the tournament day more predictable as it would be 2 rounds of pools for everyone and not random based upon your final place.

BY10 Proposal FAQs

Do the proposed rules for Below Youth 10 (BY10) competition impact the current rules regarding how Y10 and Y12 events are conducted?

According to the current proposal, along with the BY10 /Y8 format, the YDRT recommends phasing in the Developmental Competitive format (sharks and minnows) for Y8 into the Y10 and Y12 categories at the Regional level. The rationale for this is explained in the proposal. It would not impact the SYC, NAC or National Championship format for Y10 or Y12. This is aligned with a developmental approach in the spirit of the ADM.

Is there a minimum age for fencers competing in BY10 events?

Yes, the birth year parameters that exist for our other Youth categories apply to BY10. For example, this season, fencers born 2015 -2016 are eligible for Y8. (2013-2016 may fence Y10)

Do the proposed rules for Below Youth 10 (BY10) competition change the ability of fencers to compete in Y10 and Y12 events, including the ability to earn Regional RYC Points? For example, could a qualifying fencer age 9 have the ability to compete in all three events (BY10, Y10 and Y12)?

No. As long as a fencer's birth year meets the parameters of the USA fencing Age eligibility criteria, they are eligible. In addition, the "fence-up" rule still applies for fencers who do are too young by birth year to fence in a given age category but have earned NRPs that qualify them to fence up. Regional points are not effected by this proposal beyond the recommendation that no RRP's are awarded for the new category of Y8.

Which type of tournaments (Local, RYC, SYC, NAC, USA Fencing National Championships & July Challenge) are allowed to host BY10 events?

Local organizers and Regional organizers may host BY10/Y8 events. There are no BY10 events at the SYC, NAC, NC or JC level. Y8 was approved for the regional level this season and is the youngest category approved for the regional level.

For the current fencing season, will new BY10 be required for Y8 events that have already been scheduled and approved?

No. If approved, the YDRT feels that regional organizers who have Y8 events for the remainder of the 2023-2024 season should be invited to pilot this format and provide feedback on its implementation.

Will new BY10 rules become mandatory beginning in the 2024/2025 Season?

Yes

How will fencing strips be modified for new BY10 rules?

The warning lines will become the end lines for BY10. Therefore, the field of play/strip will be shortened from 14m to 10m. The width of the strip and EnGarde lines will remain unchanged.

Will any rules or penalties specific to the three weapons be changed under the new BY10 rules?

The only rule change is the proposed developmental competitive format and the strip modification. Size "O" blades would be the only length allowed. The YDRT hopes and expects that organizers hosting these events for our youngest athletes would work closely with the referees involved to apply established penalties with a "teachable moment" delivery.

If there are no Direct Eliminations, how will a winner be determined? What is the purpose behind the changes in the tournament format for BY10 events?

The proposed format still places competitors in a standard placing. This is explained in the proposal. As far as the purpose, it is important to note that the YDRT was **tasked** with developing this format. It has been at the forefront of their work since the summer.

This format provides our youngest fencers with a developmentally appropriate tournament experience. It ensures competitive matches against fencers from other clubs while emphasizing personal growth and equal opportunity. It provides all competitors with the same number of bout opportunities and is structured to meet the athletes where they are in the second round of pools. This encourages them to continue based on an equitable experience for all.

Currently, youth competitions follow the same pools/DE format of all other competitions, with a slight modification for Y10 DEs. Unfortunately, this system rarely promotes positive experiences for inexperienced competitors who will typically face one of the top athletes in the competition for their first elimination match and does little to improve the top youth athletes who slog through several rounds of DE's before meeting a challenging match. It also means our top athletes are gaining several additional matches (approx. 20-30% more touches) at every single tournament, making it harder for new fencers to break into the upper ranks as time goes on. In addition, this format provides predictable logistics for these young fencers and their families. Organizers will be able to dedicate one space in which to complete the entire competition. In a regional tournament environment that can be crowded and hectic, it decreases confusion and anxiety and allows the fencers and their supporters to settle and focus on the process.

Note: The ADM does not mention competition before the age of 11, as listed on the USA Fencing website. Discovery and Fundamentals are two important developmental stages before fencers as young as 11y of age are introduced to tournaments. The ADM recommends “*[l]imited, intentional competition for the purpose of learning and growth, not outcome*” among other tasks at the third stage, *Develop*. Our proposed format serves to align with the ADM while keeping the fundamental aspects of learning to compete in a supportive, safe environment at the forefront.

- First, it means 50% of the athletes win their last match of the tournament, creating a much greater enthusiasm for continuing.
- Second, it de-emphasizes winning with all eyes on the victor during the final match.
- Third, it allows all fencers to gain competitive experience close to their performance level promoting learning.
- Fourth, it provides the structure and predictability young children thrive in as it would be two rounds of pools for everyone.
- Finally, it simplifies tournament organization.

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
UNITED STATES FENCING FOUNDATION**

As Enacted January __, 2024

The Board of Trustees of United States Fencing Foundation, pursuant to Colo. Rev. Stat. § 7-130-106, hereby adopts the following Second Amended and Restated Articles of Incorporation, which Articles shall supersede and replace all Articles of Incorporation and amendments thereto previously enacted.

**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 that is exempt from tax under Section 501(c)(3) of the Internal Revenue Code.

2. Powers. In furtherance of the foregoing purposes and objects 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).

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. For all purposes, the Board of Trustees shall fulfill the statutory function of a Board of Directors required by Colo. Rev. Stat. § 7-128-101(1).

The number, qualification, and method of election and removal of members of the Board of Trustees shall be set out in the Bylaws of the Corporation.

ARTICLE V MEMBERS

The Corporation shall have one or more voting members. The number and classification of members shall be as set forth in the Bylaws of the Corporation.

ARTICLE VI BYLAWS

The Bylaws of the Corporation may contain any provisions for the regulation or management of the affairs of the Corporation that 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 an 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.

The power to alter, amend or repeal the Bylaws shall be set forth in the Bylaws.

**ARTICLE VII
INDEMNIFICATION OF DIRECTORS AND OFFICER**

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 VIII
DISSOLUTION**

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 IX
AMENDMENT**

The Board of Trustees shall have the power 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.

The foregoing Second Amended and Restated Articles of Incorporation were adopted by the Board of Trustees without member action, which member action was not required.

Dated this ____ day of January, 2024.

Secretary, Board of Trustees
United States Fencing Foundation

AMENDED AND RESTATED BYLAWS

OF

UNITED STATES FENCING FOUNDATION

(a Colorado Non-for-Profit Corporation)

~~Dated as of [December 16], 2023 January , 2024~~

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, ~~which have been amended and restated pursuant to Second Amended and Restated Articles of Incorporation dated January , 2024~~ (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~~ January , 2024 (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 as set forth in its Articles of Incorporation. ~~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 ~~or such different place as the Board of Trustees may designate.~~ ~~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 ~~or reports filed with the Colorado Secretary of State.~~ ~~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 ~~through support of~~ ~~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 ~~voting member, the United States Fencing Association (the "***Member***"). (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.

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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~~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~~a contrary 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~~Member 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, which management shall be vested in an ~~empowering the~~ Executive Director. In fulfilling that role, ~~(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 not ~~fewer less~~ than seven (7) ~~Trustees,~~ and no more than twenty-one (21) voting Trustees as may be established by resolution of the Board of Trustees; ~~or such other number as may be fixed from time to time pursuant to these Bylaws.~~ At the time of adoption ~~on ng of~~ 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:~~ The Board of Trustees shall include at least the following:
 - (i) ~~Three (3) 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 demonstrated expressed a sufficiently strong commitment to the mission and support of the Member to warrant their inclusion as Trustees, 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. An individual position may be filled by two (2) persons representing the same household acting in concert (together a "Household Trusteeship" and individually a "Household Trustee"). 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. In the event that the individuals constituting a Household Trustee are unable to agree on any vote, the vote of the Household Trusteeship shall not be divided, but instead shall not be counted; and

- (ii) ~~Three (3)~~ individuals serving *ex officio*, consisting of (A) the ~~Treasurer of the board of directors~~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~~Chair ~~of the Member's Board of Directors~~ (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 -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

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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. Upon approval by a majority of the Board of Trustees and the Executive Director, the individual(s) proposed by the Nominating and Governance Committee shall take office. ~~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) consecutive 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 consecutive term. For purposes of determining term limits, a Trustee's appointment and service to fill a vacancy or new position for less than two years shall not be considered a 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-relevant 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 any Safe Sport violation, a felony conviction against a vulnerable population (i.e. children, elderly, or the disabled), a conviction for 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 the Executive Director 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 evidenced 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 ~~a 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.

~~(e)~~ 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.~~

~~(c)~~

(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~~ deadline to respond as set out in the notice.

(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

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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~~ and 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~~ be considered a member of the Board of Trustees. 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 whom the Board of Trustees ~~and~~ the Executive Director ~~determine~~; (a) to have demonstrated their exceptional commitment to the Member and/or the sport of fencing over time or otherwise have supported Member; (b) ~~that~~ their presence will enhance the efforts of the Foundation to support Member; and/or (c) ~~are~~ 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~~, or dissolve the Corporation.

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, and 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~~ shall be Members of the Finance Committee 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) and, 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 ablebodiness.

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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~~one year. 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 Trustee'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~~^{of} 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.

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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, descendant, ancestor, sibling, spouse or descendant 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 the following ~~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 a~~ majority vote of the Board of Trustees upon the recommendation ~~-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.

* * * * *

Update to Bylaw 7.6c of the USA Fencing Amended and Restated Bylaws

That the following prospective amendment to Section 7.6.c 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 7.6.c be amended to read in its entirety as follows by omitting the stricken language and adding the underlined language:

At-Large Directors. At-Large Directors shall serve terms of four years commencing on the first day of September in the year in which they are elected. ~~Two (2)~~ Three (3) At-Large Directors shall be elected in year two of the Quadrennium and ~~three (3)~~ two (2) At-Large Directors shall be elected in year four of the Quadrennium. For the purposes of this section, a Quadrennium shall commence upon the earlier of the close of the Olympic Games in which fencing is contested or the first day of September in the last year of the Quadrennium and shall continue until the earlier of the close of the following such Olympic Games or the final day in August in the last year of the Quadrennium. The acceleration or delay of the Olympic Games shall not affect the term of the Quadrennium.

Rationale: There is an inconsistency in the Bylaws that must be addressed urgently. Section 7.6.c currently provides that three of the five At-Large Directors are to be elected in the last year of the quadrennial, *i.e.*, the Olympic year, which means USA Fencing's 2024 election. However, Section 7.21, the provision for transitioning from the former 2-year Director terms to 4-year terms, called for the election of three At-Large Directors in 2023, as was done. These provisions need to be harmonized. The proposed amendment allows for completion of the transition to 4-year terms, assures that the proper number of At-Large Directors serve on the Board, and protects incumbent Directors from having their terms shortened.

Board Meeting Agenda – Draft Minutes

Emergency Meeting

USA Fencing Board of Directors

Friday, December 22, 2023 at 12:00PM (MT) – Via Zoom

I. Call to Order

Present: Donald Alperstein, David Arias, Emily Bian, Ben Bratton, Peter Burchard, Lauryn Deluca, Kat Holmes, Darryl Jacobs, Selina Kaing, Damien Lehfeltdt, Amanda Nguyen, Nzingha Prescod, Abdel Salem, Peter Barton (Parliamentarian).

Absent: Aimee Rice and Mike Joo.

Aimee Rice as a voting member submitted a written waiver of her right to be present at the meeting.

USA Fencing Staff: Phil Andrews, Christina Pachuta, Bryan Wendell, and Stephen Hess (General Counsel).

II. New Business

MOTION 1 (Mr. Arias): To appoint David Arias to preside over this meeting only per Section 7.20 of the USA Fencing Bylaws.

Second: Damien Lehfeltdt

Result: Passed by voice vote

MOTION 2 (Mr. Arias): To call for an emergency meeting per Section 7.12 of the USA Fencing bylaws.

Second: Damien Lehfeltdt

Result: Passed by voice vote

Motion to move to Executive Session (Mr. Arias)

Second: Damien Lehfeltdt

Result: Passed by voice vote

Moved to executive session at approximately 12:10pm MT.

Returned From Executive Session at approximately 12:35pm MT.

MOTION 3 (Mr. Arias): To call for an election for the position of Chair of the USA Fencing Board of Directors.

Eligible individuals will include Mr. Arias, Mr. Lehfeldt, Mr. Burchard, and Mr. Salem.

The following nominations were made:

- David Arias is nominated by Kat Holmes
- Damien Lehfeldt submitted a self nomination

Board members were asked to submit their votes via email to Christina Pachuta (Board Secretary), Peter Barton (Board Parliamentarian), and Stephen Hess (USA Fencing General Counsel) within 1 hour to mean no later than 1:40pm MT on Friday, December 22, 2023.

Result: David Arias is elected Board Chair with the following results: 6 votes for David Arias, 2 votes for Damien Lehfeldt, 1 Abstention, and 1 vote received after voting had expired.

Motion to Adjourn (Mr. Arias)

Result: Passed by voice vote

Board Meeting Agenda – Draft Minutes

Special Meeting

USA Fencing Board of Directors

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

I. Call to Order

Present: Ivan Lee, Donald Alperstein, David Arias, Ben Bratton, Peter Burchard, Kat Holmes, Darryl Jacobs, Mike Joo, Selina Kaing, Damien Lehfeltdt, Amanda Nguyen, Nzingha Prescod, Abdel Salem, Lauryn Deluca (joined starting at Motion 5 and the revisit of Motion 2), Emily Bian (Treasurer), Peter Barton (Parliamentarian).

Absent: Aimee Rice

USA Fencing Staff: Phil Andrews, Tabitha Chamberlin, Amanda Lilly, Christina Pachuta

II. Opening Remarks

A moment of silence was held in remembrance and recognition of former USA Fencing President, Sam Cheris and significant contributor Mel North. Various Board Members paid tribute to the impact of these individuals on USA Fencing and their memories of both individuals, with particular emphasis on Mr. Cheris.

III. Conflict of Interest

Damien Lehfeltdt acknowledged a conflict related to sport excellence goal portion of the Strategic Plan (Motion 1) related to his involvement with the National Team. He will still vote on the motion as the conflict does not rise to the level to require recusal, but he wanted to make that conflict known.

Damien Lehfeltdt acknowledged a conflict related to Motion 10; his appointment to the Referee Commission Nominating Committee and will abstain from voting.

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

V. Consent Agenda Items (Mr. Lee)

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

Second: Damien Lehfeldt
Result: Passed by voice vote

VI. Motion to accept the reports of the Committees, Resource Teams, and Working Groups included as follows (Mr. Lee):

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

Second: Abdel Salem
Result: Passed by voice vote

VII. 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.

Second: Damien Lehfeldt
Result: Passed by voice vote

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.

Second: Ben Bratton

Motion to Lay on the Table: Ivan Lee

Second: Darryl Jacobs
Result: Passed by voice vote

Motion to Take from the Table: Ivan Lee

Second: David Arias
Result: Passed by voice vote

Result: Defeated by voice vote

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.

Second: Peter Burchard
Result: Passed by voice vote

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 Withdrawn by Mr. Lehfelddt

MOTION 5 (Mr. Lehfelddt): 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.

Second: Ben Bratton

Result: Passed by voice vote with 1 opposition

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.

Second: Darryl Jacobs

Motion to Amend as follows (Mr. Arias): Amend paragraph 3 to correct the following typographical error:

“And that Section ~~2~~12.11.b.ii be amended to read in its entirety as follows:”

Second: Lauryn Deluca

Result: Passed by voice vote

Result: Passed by voice vote

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.

Second: Lauryl Deluca

Motion to Lay on the Table (Mr. Lehfeldt): Table the motion to schedule a working session to include Board Members and the Foundation Trustees to discuss further and to then schedule a Special Board meeting for a vote at the earliest possible time.

Second: Abdel Salem

Result: Passed by roll call vote with 6 for, 3 against, and 1 abstention

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.

Second: None

Result: Motion does not move forward

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.

Second: Ben Bratton

Result: Passed by roll call vote with 9 for and 1 abstention

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.

Second: Ben Bratton

Motion to move to Executive Session (Mr. Lehfeltdt)

Second: Ben Bratton

Result: Passed by voice vote with two oppositions.

VIII. Good and Welfare

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

Motion to Adjourn to Executive Session (Mr. Lee)

Second: Abdel Salem

Result: Passed by voice vote

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
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CEO Salary Review Timing

To amend the timing of the CEO Compensation review timing to be in line with USA Fencing's fiscal planning cycle, therefore requiring annual compensation reviews to be completed prior to 1 May of the calendar year to be effective from the following budget cycle, starting 1 August of the same year.

Rationale: USA Fencing's current CEO Compensation review takes place in line with the CEO's contract on or before 1 January annually, starting in 2024. However, USA Fencing's budget is set in line with our season. Therefore, this adjustment allows USA Fencing to better financially plan for adjustments in CEO compensation and aligns CEO compensation changes with compensation reviews of the operational staff. USA Fencing's Compensation & Review Group will continue to review the performance of the CEO at the 6 month and year-end point of the season.

RESUME
DONALD W. ALPERSTEIN

CURRENT PROFESSIONAL ACTIVITIES:

Legal Practice

Alperstein & Covell, P.C.
1391 Speer Blvd., Suite 730
Denver, CO 80204
1985 to present (mostly retired)

General practice of law including: Arbitration,
Mediation, Business Organizations and
Transactions; Real Estate; Amateur Sports Law; and
Legal Fee and Billing Analysis

Professional Memberships and Recognition

Colorado Bar Foundation

Trustee, Colorado Bar Foundation, February 2014-
2020 (Term limited); Finance Committee 2016 to
2020; 2022-present; chair 2019 to 2020.

Elected a Fellow of Colorado Bar 1993

Colorado Bar Association

Member of Business Law and Litigation Sections

Colorado Bar Association Professionalism
Committee (Chair, Subcommittee on Fees and
Billing, 1996 – 2000)

Board of Governors (1994 – 1996)

Multiple committees (1991-present)

Denver Bar Association

DBA and CBA Joint Professionalism Coordinating
Council 1991- present (DBA Chair 2007– 2012)

Legal Fee Arbitration Committee (1980 to present;
Chair, 1990 – 1994)

Representative to Colorado Bar Association Board
of Governors (Elected by the membership, 1994)

Prior DBA service includes Judicial Selection and
Benefits Committee; Intraprofessional Committee;
and New Lawyers Assistance Committee, Speaker's
Bureau; Mentor-Mentee program for young lawyers

Martindale-Hubbell Client Distinction Award, 2016, 2017, 2018

Martindale-Hubbell rated “AV– Preeminent”

Colorado “Super Lawyer” in business and corporate law, 2006

CURRENT PROFESSIONAL ACTIVITIES (Continued)

Related Activities

Lecturer	“Principles of Professionalism” (Accredited Continuing Legal Education Program) on numerous occasions from 2008 to the present, including presentations to the Colorado Judicial Conference of Chief Judges; Denver Bar Association; Fifth Judicial District Courts and Bar Association; Weld County Courts and Bar Association; Colorado Bar Association Workers Compensation Section; Colorado Bar Association Elder Law Section.
Article Author	“Five of the Greatest – A Tribute to Outstanding Lawyers in Colorado History: Arnold Alperstein,” <i>The Colorado Lawyer</i> , July 2007 “An Ultimate Cuban Experience,” <i>The Docket</i> , December 2007
Contributing Author and Editor	“Teaching Manual – Professionalism Video Vignettes,” Joint Coordinating Council on Professionalism of the Colorado and Denver Bar Associations (2008) (ABA Grambrell Professionalism Award recipient)
Editor	“Professionalism – A Necessary Component of a Successful Lawyer’s Performance,” forward article to special edition of <i>The Colorado Lawyer</i> devoted to professionalism, published October 2013
Lecturer and Author of Course Materials	Lawyer’s Public Information Foundation, “Determination of Reasonable Legal Fees in Family Law Matters” (Accredited Continuing Legal Education Seminar (2008))
Lecturer and Author of Course Materials	HalfMoon, LLC, “Good Billing Practices and Managing Trust Accounts to Avoid Ethical and Liability Issues” (Accredited Continuing Legal Education Seminar) (2005)
Lecturer	NALS-Colorado, “Topics in Amateur Sports Law” (2002)
Lecturer	Colorado Bar Association in cooperation with the Colorado Supreme Court, “Practicing with Professionalism: The Attorney/Client Relationship” (unit of required course for new bar admittees) (2000)

Lectures and authored course materials from before 2000 are omitted.

COURT ADMISSIONS:

Colorado (1976)

U.S. Supreme Court (1995)

U.S. District Court, District of Colorado (1976)

U.S. District Court, Southern District of Texas (1997)

U.S. District Court, Eastern District of Michigan (1998)

U.S. Court of Appeals, Tenth Circuit (1979)

SPORT, CIVIC AND CHARITABLE ORGANIZATION ACTIVITIES

Colorado Fencing Foundation	Founder and President of Board of Trustees of 501(c)(3) tax exempt foundation benefitting local fencing and promising athletes in need of financial support, 1998-present
Sport Arbitrations	American Arbitration Association Sports panel (arbitrator of Section 9 (formerly Article IX) right to participate and other disputes).
United States Fencing Association	President, 1996-2000 At-Large Member of Board of Directors (1984-2000; 2015 – 2023); Special Director 2023-present. Recent service includes liaison to the Referees' Commission, Divisions Resource Team, and US SEMI Committee and member of multiple task forces and resource groups. General Counsel (<i>pro bono</i>) and Chair, Legal Resource Group (1992-1996; 2000-2013); member of Legal Resources Group (2013-present) National Tournament Referee (highest ranking) Referee's Commission: International Development and Assignment Committee referee development advisor (epee group; 2018-2023) and new international referee mentor. Award for Service to Divisions and Sections, 2005 Jack Baker Award for Service to USA Fencing, 2011 Special recognition award for years of service as general counsel, 2013 Member of National Executive Committee (1996-2010)

CIVIC, SPORT AND CHARITABLE ORGANIZATION ACTIVITIES (Continued)

	Chair, National Bylaws Revision Committee (1990-1993)
	Bylaw Review Committee (2008-2010), principal drafter of 2010 complete bylaw revision.
	Drafter and proponent of substantial bylaw revisions and modernization (2021)
	Nominating Committee (Chair, 1992; 2010; 2012)
	Organizing Committee Chair for 1989 and 1993 Junior Olympic Championships and other national level competitions.
	Numerous other committee memberships and activities (1988-present)
Federation Internationale d'Esgrime	Member of Disciplinary Commission (2004-2008); Disciplinary Council (2012-present)
	Designated Supervisor of World Cup Competitions 2004-2009)
	Internationally rated referee 2000-2011 (aged out at 60 years old), with service at numerous World Cup and Grand Prix competitions, including medal bouts; continued service as international referee of cadet competitions (2011-2023).
	USA Fencing representative at FIE Congresses 1996-2000; 2004, 2008, 2012, 2018-2023
PanAmerican Fencing Confederation	Statutes (Bylaws) Committee, 1999 to 2003
International Olympic Committee	Recipient of Diploma (2001) "For remarkable contribution, as a Volunteer, to the development of sport and Olympism, and to the promotion of friendship and solidarity among peoples."
USA Taekwondo	Special Counsel for Disciplinary Matters (2014-2018)
USA Weightlifting	Judicial Committee (independent member (2014-2016)

LEGAL EDUCATION

Harvard Law School Cambridge, Massachusetts Juris Doctor (1971)	Activities: Williston Contract Negotiation Competition; Ames Moot Court Competition; Lexis Development Program (computerized legal research); Harvard Voluntary Defenders
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UNDERGRADUATE EDUCATION

Whitman College	Activities: Varsity Debate; Student Member, Academic
Walla Wall, Washington	Advisory Board; Program Director, KWCW-FM;
Bachelor of Arts (1973 - Magna	Coordinator, INTERIM '72; Order of Waiilatpu (service
Cum Laude with honors in	award)
Philosophy; Astronomy minor	
equivalent)	

HOBBIES AND INTERESTS:

Fencing, reading, golf, cycling, astronomy, gardening

USA Fencing Nominating Committee
Via email to nominations@USAFencing.org

RE: USA Fencing Board of Directors, Vacant At-Large Director position

Dear Nominating Committee members:

I am pleased to express my interest in, and to make myself available for, the vacant position of At-Large Director of the United States Fencing Association. I am a lifetime member of USA Fencing and over the years have devoted considerable time and energy to many aspects of the organization's activities at all levels. My attached resume outlines some of those efforts. In addition to my USA Fencing administrative work, I remain an active referee and veteran fencer.

Turning to the Committee's questions:

1. I seek appointment to the Board in order to assure that the organization adheres to the highest standards of competence and integrity, serves its members, and fulfills its purposes and mission. Additionally, my experience, knowledge, and skills offer the Board continuity and useful resources at a time of great transition in USA Fencing's volunteer leadership.

2. Directors owe a fiduciary obligation to the organization they serve. This requires placing the needs and interests of the corporation above one's own, assuming responsibility for stewardship of the entity and its assets, and assuring compliance with law and the organization's own policies. As USA Fencing's ultimate authority, the Board not only sets policy and strategic direction, but bears the obligation of assuring that other agents of USA Fencing, including elected officers, volunteers, employees, and engaged professionals honor their duties of loyalty and care and act for the benefit of the corporation, without undue influence or conflicts of interest. This is a position of stewardship and trust. As the author of the affirmation required of all electoral candidates by the USA Fencing Bylaws, and I take these duties seriously.

3. The Covid-19 crisis has mostly passed. Through directed and sustained effort, USA Fencing remains a financially stable, vibrant organization with the foundation to make great strides. Moving forward, means regrowing and then expanding membership, energizing local and regional competition through support of the Divisions, and strengthening operating clubs while stimulating club development. Parafencing offers both an opportunity and a challenge that will strengthen USA Fencing. Now is an opportune time to focus on such initiatives as professionally enabled coach and referee education; embracing the USA Fencing Leadership Academy and succession planning generally; and continuing the momentum of our DEI, FenceSafe, and other efforts to make USA Fencing a more open, accepting, diverse, safe and collegial community. Future growth and success requires that we reduce the barriers to participation in fencing by outreach and support to new populations and by helping clubs and related ancillary businesses arise and thrive. Through it all, the top priority of any director must be to assure organizational integrity and efficacy in the pursuit of the entity's stated purposes and goals.

4. Since 1982, I have been continuously involved with USA Fencing. My attached resume notes many of the highlights of my involvement. I participated in the 1992 incorporation

of the USFA and its merger with the Amateur Fencers League of America. I led major overhauls and modernizations of the organization's bylaws in 1996, 2010, 2020 and 2021, then thereafter as part of the Governance Task Force. I drafted or helped write many of USA Fencing's rules, policies and procedures, and have actively assisted with their implementation. For 18 years I was USA Fencing's general legal counsel (*pro bono*), during which time I advised the Board and staff, represented USA Fencing in legal proceedings, and negotiated contracts and other agreements on its behalf. I chaired the organizing committees of major events, including two Junior Olympics. While a member of the Board, I worked as an active and engaged liaison to influential and essential groups, including the Referees' Commission, the Division Resource Team, US SEMI Commission, the FenceSafe Review Group, and numerous task forces and other committees. I referee actively and mentor developing referees nationally and internationally. Over the years I have represented USA Fencing at FIE Congresses, currently serve on the FIE Disciplinary Council, and formerly acted as FIE commission member and Supervisor to World Cup competitions. Possessing considerable "institutional knowledge" gained during my years of service, I am often consulted by staff and volunteers to assist with operational, governance, and organization culture matters.

5. Currently I serve on two non-profit boards and recently left (term limited) a third. (1) I was a USA Fencing At-Large director 2015-2023, and now serve as a Special Board Member. I served on the AFLA Board prior to creation of the USFA, and as USFA President from 1996 to 2000. Transition into a modern non-profit entity began during my administration when membership more than quadrupled and the budget increased more than five-fold. We continued efforts of the prior administration to enhance USA Fencing's international programs, for the first time began to realize consistent results international competition, and recognized Women's Sabre as a Div.1 event. We also initiated centralized organization and standardization of national competitions, which previously had been contracted to local organizing committees. (2) I founded and serve as president and a trustee the Colorado Fencing Foundation, a 501(c) that supports local fencing and fencers and manages an approximately \$45,000 portfolio. (3) I was a trustee (until term limited) and treasurer of the Colorado Bar Foundation (a grant making foundation with an approximately \$9,000,000 endowment), and continue to serve on its Finance Committee. During my six-year tenure on that board we grew the endowment by more than a third, adopted non-profit best practices, and evolved from a "good old boy" clique to a dynamic, diverse, modern foundation. (4) Other related experience includes governance of my own business and those of numerous clients to whom I have served as legal advisor over the course of my career.

5. I have a life-long commitment to USA Fencing, as evidenced by my personal efforts, financial donations and legacy giving. With recent substantial turnover in the Board's At-Large and Independent Directors, I can provide an important measure of continuity and knowledge. Having been elected to the Board on four occasions, and having come in fourth in last year's voting, I have wide support among the membership. I hope to continue my contributions through ongoing service filling the vacated position of At-Large Director of USA Fencing as we strive to make it a model among National Governing Bodies.

Very truly yours,



Donald W. Alperstein

Molly Hill

for consideration for the
USA Fencing Board of Directors

(203) 577-9801 | mhillpro@gmail.com | linkedin.com/in/mollymh2

OBJECTIVE

Passionate member of USA Fencing looking to contribute a fresh perspective to the Board with a diverse set of professional and fencing volunteer experience, and a focus on keeping an open mind and fairly representing all facets of the community.

FENCING EXPERIENCE

USA Fencing

Nominating Committee, 2020 – 2023

Responsible for vetting a total of 57 potential nominees for Board positions, including Independent and Special Board Members, as well as selecting candidates for the ballot for At-Large Director.

Northern California Division, 2017 – present

Chair from 2022 to present, Vice Chair from 2017 – 2022. Leader of the team that manages division qualifiers, finances, and other events. Organize meetings and surveys to receive input from club owners. Previously Secretary of Western New York Division from 2015 – 2018.

Leadership Academy, Class of 2024

Member of USA Fencing's selective program to educate future leaders on every aspect of USA Fencing including finance, infrastructure, youth programming, international competitions, etc.

Epee Fencer, 2006 – present

Officiating

Referees' Commission Ethics Committee, 2021 – present

Participated in panels to arbitrate complaints on topics such as conflicts of interest, disparaging other referees, fairness in hiring, etc. Determined penalties (if any) and participated in appeals processes.

Referees' Commission DEIB Committee, 2023 – present

Member of committee to assist in brainstorming ideas for increased equity in referee development and culture, as well as to run research projects to collect relevant data for taking action.

Certified Referee Observer, 2019 – present

Mentor to local and regional referees, providing 46 evaluations for developmental feedback, resulting in 28 new ratings.

Referee, 2016 – present

Member of the national epee and foil cadre since 2017, working approximately four NACs per year. Refereeing at international cadet epee events from 2022 onward. Working as saber referee as needed locally and regionally.

Bout Committee, 2017 – present

Organized and ran local events, as well as worked as BC member for local and regional events, from 2015 – 2020. Worked as national bout committee official from 2017 – 2018. Continue to run local qualifier events as needed.

United States Association of Collegiate Fencing Clubs (USACFC)

Secretary, 2019 – 2024

At-Large Member, Board of Directors, 2017 – 2022

Our team organized the collegiate club championships every year for 45 schools. Personal contributions include:

- Led referee hiring and logistics coordination (e.g. travel, room requests, allergies) for approximately 45 referees per event, as well as establishing formal hiring processes and documentation
- Initiated difficult process to remove two Board members due to transparency and ethics concerns
- Key negotiator in development of pending partnership with USA Fencing
- Collaborated on policy creation and amendment including rules adoption, club teams at NCAA schools, and adaptations for COVID-19 pandemic
- Participated in recruitment and selection of four new Board members and officers
- Improved overall quality and reputation of cadre by collaborating with a variety of talented head referees, and by hiring Certified Referee Observers for further development
- Highly active in direct communication with teams to ensure completion of forms and payments

Other

Co-author and designer of WFencing Report Card, 2020

Collaborated with Vinnie Bradford and WFencing to develop a [“report card”](#) to evaluate the state of gender representation amongst American fencing professionals (e.g. coaches, officials).

- Collated and evaluated data from multiple organizations including assorted sub-organizations of USA Fencing (e.g. the Referees’ Commission), USACFC, USFCA, and university websites
- Authored and edited calls to action for individuals and organizations to improve gender representation
- Completed full layout and design of the report for publication using Adobe InDesign
- Presented during WFencing webinar to promote and explain results

RIT Fencing Club, 2013 – 2018

Member, Secretary, and then three-term President. Accomplishments under leadership included:

- Significant growth of club membership especially amongst women, leading to fielding RIT’s first-ever full three-weapon women’s team
- Shifted club culture to support both casual and competitive fencers. Tournament attendance grew from a few local events to traveling to two major team competitions per year. RIT also began hosting multiple sanctioned tournaments per year for club fundraising, charity, and team events for community building
- Developed relationships with other clubs (collegiate and general) in the area for cross-university practices, hiring of a part-time coach, and co-hosting an ROC with Rochester Fencing Club

CAREER

Senior Image & Color Engineer, 2021 – Present

Walt Disney Studios

Support Disney, Searchlight, and 20th Century live-action productions with their framing and color pipelines from on-set through VFX. Areas of support include pipeline automation, troubleshooting, and development of next-gen workflows.

Senior Applications Engineer, 2018 – 2021

Dolby Laboratories

Supported, tested, and certified implementation of Dolby Vision into third-party post-production software. Worked closely with internal and external stakeholders to manage priorities, provide support, and advise on workflow design.

EDUCATION

Young Entertainment Professionals, Class of 2024

Hollywood Professional Association

Member of selective program designed to develop the next generation of leaders in the film industry.

B.S. Motion Picture Science, 2018

Rochester Institute of Technology

B.F.A. Film and Animation, 2018

Rochester Institute of Technology

Why are you applying to be a USA Fencing BOD member?

I have been fencing since I was a child and began to involve myself in the community during and after college and simply fell in love. Working as a referee and with various committees and organizations has been rewarding, and I want to continue giving back to the community that has given me so much. I can bring a diverse perspective to the Board with insight from my time as a women's epee fencer, division officer, national referee, committee member, and Board member of USACFC. Furthermore, in my position at Walt Disney Studios, I collaborate with artists and engineers across a spectrum of disciplines giving me experience bridging the gap between professionals with different areas of expertise. With minimal conflicts of interest, a passion for connecting with others, and a track record of not being afraid to make difficult decisions, I believe that I would be a fair and neutral At-Large Director who would keep an open mind and make listening to alternative perspectives a top priority.

How do you envision your role and responsibilities as a board member for USA Fencing?

As an At-Large Director for USA Fencing, my primary responsibility would be to learn and listen, and then act on that information in the best interest of the membership and the organization. I can't be an expert in everything, and even if I was, representing 40,000 members means you need to take different perspectives into account when making the best decision you can. Teamwork is key for an efficient organization - Board members must collaborate with colleagues and committees during and between meetings. A Director shouldn't just show up and vote based on their gut - it takes preparation and hard work. I'm already familiar with the material in use as I often attend Board meetings as a spectator and read the agenda in advance.

Once preparation is complete the Board of Directors must work together to create and follow a strategic plan (already established for 2024-2028) and enact policies that guide the organization along that path. Pivoting when challenges arise is bound to be necessary as well and this often means making difficult decisions. While it's the national office's job to carry out these policies, the Board's governance role means providing further oversight by holding our CEO accountable for keeping us on track.

Further responsibilities as a Director include contributing to committee and resource group work. I am already a member of the Nominating Committee and two RC committees. In addition, the Board is responsible for overseeing ethical compliance across the organization. While the RC Ethics Committee has limited oversight, I've proven that I can be trusted in this regard. I also led difficult but necessary initiatives to remove two Board members during my time with USACFC, due to concerns over decorum, transparency, and abuse of the role to serve self-interests.

What do you envision as the top three priorities for USA Fencing and why? (rank them)

1. Member Safety

There has been a positive shift over the past few years with new policies such as temporary suspensions, FenceSafe, and a better culture encouraging reporting.

However, there's a lot more work to be done through education of all of our constituents. Through focused policy-making and no tolerance for bullying, harassment, or abuse of any kind, we need to continue working hard to change the culture so everyone feels safe and can thrive in our sport. It's also important to remember that our policies are there not just to protect our athletes, but also our officials, staff, coaches, and every single member of USA Fencing.

2. Infrastructure Growth

As our sport grows, we need to ensure that the quality of each interaction with USA Fencing does not diminish. Maintaining a standard requires growing our infrastructure to keep up with and anticipate any further growth, including but not limited to:

- Nurturing our network of volunteers and officials so they feel appreciated and can continue to grow in both quantity and quality
- Engaging parents in leadership roles
- Supporting development of new clubs and coaches of all kinds and sizes
- Reducing burn-out amongst athletes of all ages so they see fencing as a life-long sport, regardless of their ambitions
- Increasing support for our highest level of competitors across fencing and para-fencing, for everyone from cadet teams to Olympians to veterans, so they can continue to reach their highest potential on the world stage

3. Fencing is for Everyone

As noted in the strategic plan, a priority of USA Fencing must be focused growth. We need to work towards increased participation in minority groups such as para-fencers, lower income communities, POC, women, etc. Developing these groups both as athletes and fencing professionals is critical as involvement in a sport can change lives. It's our responsibility as an organization to make sure that opportunities are available and accessible for everyone.

What involvement have you had in USA Fencing and/or what involvement have you had in any other organizations that might be relevant to this role?

I have been involved with USA Fencing in a wide variety of areas as enumerated on my resume, which I will elaborate on further below:

1. As an epee and foil referee, I have been on the front lines of tournaments of various levels from local events to more recently international cadet events. I have had the opportunity to develop a network of friends and colleagues from across the country, and these connections and my own work experience would provide a deep insight into how policies affect those who keep our tournaments running smoothly. The Board must also work closely with the Referees' Commission, and I have a relationship with each of the RC members and have spent a number of years on the RC Ethics' Committee.
2. As a member of said committee, I have participated in panels where we have to assess multiple perspectives and determine the fairest course of action. It was

never an easy process, but in this role I have proven that I can be impartial in difficult decisions.

3. My time on the board of both the Northern California and Western New York divisions has allowed me to better understand the dynamic of local scenes and the depth of the connections and history behind each sub-community of fencing clubs.
4. Between my time at RIT and my work on the USACFC Board, I have a deep understanding of non-varsity collegiate fencing clubs and the issues that affect casual adult fencers that often emerge from those environments. USA Fencing is currently negotiating a new partnership with USACFC (which I helped develop as one of their officers), and my experience would prove useful. Collegiate and adult fencers are key demographics with potential for growth that deserve focus over the next quad.
5. As a member of the USA Fencing Nominating Committee, I have a thorough knowledge of the needs and responsibilities of the Board of Directors, and have had to make impartial decisions as best I can on behalf of the membership.
6. My hands-on work on the WFencing report card led to extensive insight into the deficiencies and potential changes to shift gender representation amongst our volunteers, coaches, officials, and leadership over time.
7. Finally, as of this spring I will have completed USA Fencing's Leadership Academy, which provides a quality education on the inner workings of USA Fencing

What board experience have you had previously? Please detail major achievements of that board and your direct role in those achievements.

My primary board experience has been with USACFC, where I served as an At-Large Director from 2017 – 2022 and Secretary from 2019 – 2024, though my responsibilities were largely the same across both official roles.

While USACFC's Board does get hands-on with operations, we also established policies that guided the organization. Difficult discussions included how to fairly allow clubs at schools with varsity programs to fairly participate in our event, and adaptations for the COVID-19 pandemic. The latter was especially trying. The pandemic started in March 2020, when we were supposed to host an event the first weekend of April. There were a lot of long discussions and evaluations of data and member feedback and in the end we had to cancel the event with heavy hearts. Throughout the next year, we continued to prepare for the next event including coming up with a data-driven decision matrix on whether we would hold the event. We had to decide on policies for masking, vaccination, and limiting spectators.

Another example of my direct role in governance was initiating the removal of two members of our Board of Directors. These happened separately for different reasons related to transparency and ethics concerns. Both removals were difficult exercises in board governance, but navigating such situations and taking action is necessary to serve the membership of any organization responsibly.

Shortly after joining the Board, I initiated an overhaul to professionalize and streamline operations. We transitioned to Google Drive and structured video calls with



Selina Kaing

Selina Kaing leads technology services and procurement related to hardware engineering globally. She joined Google as part of the strategic sourcing team handling the company's multi-billion dollar spend base and has worked extensively in operations and supply chain across a variety of Fortune 500 companies including Disney, Nestlé, Gillette (now part of P&G), and Express (formerly Limited Brands).

The daughter of Cambodian refugees who fled genocide and the “killing fields” of the Khmer Rouge, her family was resettled in the U.S. and found eventual success running a small business in California's nascent donut shop industry back in the 1980s. Profoundly influenced by her childhood experiences, Selina is passionate and committed to helping organizations across a variety of sectors scale and grow with an agile and entrepreneurial mindset. She is a startup growth advisor for operations strategy through her involvement with Google for Startups and CapitalG, and brings a wealth of leadership experience to diverse organizations focused on youth, diversity, and community enrichment.

She currently sits in leadership roles on the Board of Trustees for the U.S. Fencing Foundation, Maccabi USA, and the Palo Alto Art Center Foundation with prior board appointments at multiple non-profit organizations and state commissions focused on community service and amplifying the efforts of grassroots diversity organizations. She has held various committee leadership roles aimed at developing organizational strategy and growing philanthropic giving efforts. She also serves on the USA Fencing Board of Directors, the national governing body for the Olympic and Paralympic sport of fencing and para-fencing in the United States.

Selina is a frequent guest lecturer and workshop facilitator on topics related to operations strategy, women and leadership, negotiations, and project management. Her thought leadership and research has been presented at academic conferences and university level operations courses. She holds a BA from Harvard University and MBA from Oxford University.

Applicant: Selina Kaing

1. Why are you applying to be a USA Fencing BOD member?

It's been an honor to work with the current board in an advisory capacity and I'd like to continue to take on a leadership role with USA Fencing in a more direct capacity to influence and drive governance and strategy for the organization and the sport. I believe that I can contribute to the future journey of USA Fencing as someone who not only loves fencing, but has a unique skillset to bring to an already talented group of individuals to move the organization forward in a positive manner.

2. How do you envision your role and responsibilities as a board member for USA Fencing?

My focus and responsibilities as a board member will always center around strategy, succession, and culture of the organization (the what) and developing the contextual insights necessary to inform the decisions we need to make on deploying resources and capital to support those identified priority areas (the how).

While setting the right goals, outcomes, and ensuring that the board is engaged in the dialogue on the direction of the NGB are some of the most important responsibilities we have as a collective group, how we have that dialogue is also critical; a culture of respect for differences and alternate perspectives is vital to a high performing board. Decision-making is about consensus, not unanimity, and you can't get to consensus without dissent. As leaders of the organization, I believe that all BOD members have a responsibility to not only voice their opinions, but also be flexible enough to consider alternatives and work towards a resolution that supports our organizational goals and prioritizes our fencing community.

3. What do you envision as the top three priorities for USA Fencing and why? (Please rank the goals and priorities you've chosen.)

- **Governance:** USA Fencing has faced challenges in our communications and transparency in governance structures and issues. We've made great progress using social media and email channels to provide relevant and digestible updates and summaries and should continue to do so in a way that allows our members to weigh in. The critical gaps in our governance structure continue to be succession planning and development, the increase in diverse representation across all leadership roles domestically and internationally, and continued operational and financial rigor in an inflationary environment.
- **Awareness + Development Acceleration:** Fencing continues to be a niche sport. USA Fencing and the US Fencing Foundation is working hard to develop more complete and comprehensive awareness strategies to the general public, relevant donors and sponsors, and with local communities. Alignment between USAF + USFF on priorities, programs, and clear strategies for advocacy across the BOD and Trustees will present unique opportunities to augment programs (e.g. coaching) with targeted development efforts, enhance our donor cultivation activities, and just as importantly, create a flywheel for donor retention. We've made amazing progress and with the new structural bylaw changes for the Foundation, we are positioned to significantly grow our efforts as we head into Paris 2024 with more upside by LA 2028. This requires the collective organization to be cohesive in our fundraising strategy and tactics, continued excellence in our inbound marketing with selected investment into outbound marketing efforts, and overall brand stewardship of fencing across the Board, Foundation, and National Office.
- **Growth of Fencing:** Grassroots programs (coaches, clubs, schools) are often the first point of introduction and provide many of the earliest experiences of the sport for aspiring athletes; it's clear that grassroots development is a critical part of fencing and the sport ecosystem. While the focus on youths is a natural area of growth, I believe that we can look at that growth in both a direct and indirect way. Parents and youths who are already aware of and interested in fencing will find a way to our sport. However, I believe there is an opportunity to grow programs in a slightly more structured approach to

Applicant: Selina Kaing

families who have little to no awareness of the sport through school districts, local parks & recreation departments, and other sport development organizations. A second area of growth is centered more on increasing athlete retention post-college. Current data strongly suggests that there is a natural drop-off in this age group as they enter a different life stage and this may be another area where innovative instruction, different competitive paths, and engagement strategies can play a strong role in ensuring the continued strength of fencing across multiple dimensions. A third area of focus and growth is increasing the representation of women in coaching and fencing (last year, just 23% of fencing coaches and 35% of our membership identified as women) as well as growing significant interest in parafencing. A strong and diverse community that is reflective of our changing demographics is a positive catalyst for growth and change.

4. What involvement have you had in USA Fencing and/or what involvement have you had in any other organizations that might be relevant to this role?

I am currently a competitive veteran foil fencer, serve as Vice Chair of USA Fencing's Board of Directors, and sit on the Board of Trustees for the U.S. Fencing Foundation, Maccabi USA (responsible for the second largest multi-sporting event in the world after the Olympics), and the Palo Alto Art Center Foundation with prior board appointments at multiple non-profit organizations and state commissions focused on community service and amplifying the efforts of grassroots diversity organizations. Previously served on USA Fencing's Audit Committee, graduated from USA Fencing's inaugural Leadership Academy program launched in 2021, and have served in various committee leadership roles aimed at developing organizational strategy and growing philanthropic giving efforts.

5. What board experience have you had previously? Please detail major achievements of that board and your direct role in those achievements.

In addition to the current roles I hold at USA Fencing and the US Fencing Foundation, I also serve on the Board of Directors for Maccabi USA as well as their Governance Committee Co-Chair and have a strong affinity for the power of sports to connect people globally. My board service experience also extends to 1) organizations that focus on STEAM education including Science is Elementary, the Palo Alto Art Center Foundation, and The Bushnell Performing Arts Center 2) development organizations like the National Association of Asian American Professionals (Connecticut Chapter co-founder) and The Harvard Alumni Association and 3) my role as a startup growth advisor for operations strategy to multiple companies and startups funded through Google for Startups and CapitalG (independent growth fund). I bring a wealth of leadership and governance experience to diverse organizations focused on sports, youth, diversity, and community enrichment with a focus on strategy development, operational excellence at scale, and development efforts including anniversary and capital fundraising campaigns responsible for multi-million dollar endowments.

6. Please share any additional information you think would be relevant or you'd like us to know.

My commitment to diversity and the strength of my credentials in this area have been recognized globally, and I believe strongly in infusing these principles into all areas of my work. I've been previously granted the Nautilus Award for my work as GCR Vice-President of Templeton College at Oxford University, as well as published a viewpoint about why it's important for organizations to be intentional about redefining how they deal with diversity, equity, and inclusion in Oxford University's Templeton Views magazine. My achievements and contributions to DEIB are being celebrated at Oxford University on International Women's Day in March 2024 as one of ten women alumni whose portraits will be hung in Green Templeton's Stables Gallery.

In addition, all candidates for a position on the Board of Directors must sign a qualifying affirmation.

Please note that my affirmation is on file from my current appointment.

Nominating Committee Report to Board of Directors, Feb 17 Meeting

The Nominating Committee sought nominations for both the open seat to be appointed to the Board of Directors and the Ballot for the two At-Large seats to be elected at the same time.

The Committee received a total of 32 nominations, two of which were made by 3rd parties and not accepted by the nominee for a total of 30 considerable nominations.

Of these nominations – 10 (33.3%) were received from potential female candidates to the Board; and 7 (23%) of these nominations were from people of color.

The nominating committee used an objective scoring matrix to narrow the field according to the diversity needs of the board, the GAP analysis of July 2023 provided by Boardspan, as well as board, leadership and committee experience.

The committee felt strongly that participation in USA Fencing's Leadership Academy as well as significant performance at the Committee level should factor strongly in this years' consideration – in part since these seats are one of only 5 that may become Chair, and in part because of the need to understand the role of the Board for candidates.

The field of candidates nominated was generally outstanding and there are a number of candidates who may make for strong future-board candidates who the Committee wish to encourage to expand their Committee work ahead of further nomination to the Board of Directors.

Since a member of the Committee had elected to run for the Board, they resigned from the Nominating Committee, the Committee was also without a member due to Stacey Johnson's decline of her position. It is kindly requested the Chair nominate individuals to these seats at the February meeting.

Given that, Alice Dungey and Susan Belanich of the USA Fencing Election Committee were invited to participate in the evaluation of nominations and discussions in order to ensure there was further views and eyes on this important task. The committee thanks both Susan and Alice for their additional service which proved valuable.

The Committee accepted one late nomination from Mr. Donald Alperstein. This was accepted for a number of reasons including multiple communications in writing that Mr. Alperstein did intend to seek appointment and a recognition that Mr. Alperstein does not wish to be considered for the ballot.

The Committee forwards three individuals for consideration by the Board of Directors to be appointed as an At-Large Director:

Molly Hill*
Selena Kaing*
Donald Alperstein.

The Committee nominates the following 4 (Four) individuals to the Ballot for the 2024 General Election:

Maria Panyi*
Terris Tiller
Jeffrey Salmon
Alex Goor*

These individuals to be joined by individuals from those recommended to the Board of Directors for appointment who are not successful. It is acknowledged that Mr. Alperstein has already publicly stated he does not intend to run.

Individuals who have graduated from USA Fencing's Leadership Academy are marked with an asterisk.

Yours
Nominating Committee

Amanda Nguyen, Kat Holmes OLY, Jackie Dubrovich OLY, Phil Andrews (ex officio) and Terrance Lasker, joined by Susan Belanich and Alice Dungey (Election Committee), supported by Christina Pachuta (Staff Liaison).

Nominating Committee Minutes

Kat Holmes
Jackie Dubrovich
Susan Belanich (election committee)
Alice Dungey (election committee)
Phil Andrews (non-voting) member)
Christina Pachuta

Committee first discussed whether or not to accept Donald Alperstein's application that was late.

1. Group discussed the bylaw requirements for both the At-Large positions and the appointed position.
2. Since Donald was only putting his name for consideration for the appointment position and the Nominating Committee has flexibility to determine who they put forward to the Board for review for the appointed position – they determined that they would include Donald's application for consideration using that flexibility and the circumstances (unsubscribed from e-mails, not on social media, etc.) surrounding his late submission.

Committee Discussed who should be put forward for consideration.

1. Committee started discussions with a review of a spreadsheet created that compiled all the applications and an assigned a point system to include value provided in the following areas: Governance Understanding, Gap Analysis, Board & Leadership Experience, and DEI considerations.

2. Those put forward for Appointment Position

- a. Molly Hill
- b. Selina Kaing
- c. Donald Alperstein

3. Those put forward for At-Large Election – committee discussed putting forward two candidates for each open seat, plus those on the appointed candidate list who are not chosen and want to run for the at-large seat.

- a. Terris Tiller
- b. Jeff Salmon
- c. Mariya Panyi
- d. Alex Goor

**Amendments to Sections 12.11.b.i and 12.11.b.ii of the
USA Fencing Amended and Restated Bylaws**

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.