

**UNITED STATES FENCING COACHES
ASSOCIATION**



USFCA By-Laws
October 2024 Version

THE UNITED STATES FENCING COACHES' ASSOCIATION BY-LAWS
*This version of the USFCA By-Laws contains the amendment approved by
the membership in September 2024, as provided herein.*

BY-LAWS

ARTICLE I MEMBERSHIP

SECTION 1: Full Membership: Any person may join the organization as a full member through the payment of dues. Members may serve on committees or boards, provided they meet all qualifications of the committee or board and may vote in elections and on general business as specified in the Constitution in Article 3 Section 3.

- 1) Full members may serve on committees or boards, provided they meet all qualifications of the committee or board.
- 2) Only Full members may vote in elections and on general business.
- 3) Only Full Members are eligible to become Lifetime Members or to be recognized as Emeritus Members.

SECTION 2: Membership Dues: A recommendation for a change in the amount of dues to be paid for membership for the upcoming year shall be set by a two-thirds majority of the total voting power of the Executive Committee.

SECTION 3: Life Membership: Members who pay the prescribed Life Membership dues shall become Life Members. Life Members shall be exempt from annual payment of dues but shall have all the rights of other full members.

SECTION 4: Emeritus Membership:

- 1) Emeritus Membership: Long-standing and/or serving Members of the Corporation who have distinguished themselves as fencing coaches or have promoted and enhanced the development of fencing and the good of the Corporation are eligible for Emeritus membership and shall be allowed to attach to the accreditation level, they have achieved in the USFCA, (e.g., Moniteur, Prevost, Fencing Master) the title Emeritus.
- 2) Emeritus membership is a form of life membership, and members shall not be required to pay annual dues to the Corporation. Emeritus members shall retain all rights and privileges of Full Membership.
- 3) Emeritus membership is an honor conferred by a majority vote of the Executive Committee. To be considered for emeritus membership, an individual must have been a member in good standing of the Corporation for at least ten (10) years and meet one or more of the following criteria:
 - a) The member has received nationally or internationally recognized awards for coaching fencing.

- b) The students of the member have received nationally or internationally recognized awards in fencing competitions.
- c) The member has authored scholarly articles in the field of fencing and/or published fencing training manuals or materials, and/or books on fencing.
- d) The member has demonstrated an active willingness to serve on the Corporation's committees, boards, and/or exam commissions and pursued such work diligently.
- e) The member has demonstrated an active willingness to serve as an officer of the Corporation and pursued work in that capacity diligently.
- f) The member has demonstrated an elevated level of success in developing special projects or programs central to the Corporation's activities.
- g) The member has demonstrated an active willingness to serve as a lecturer, facilitator, and/or teacher with a rating of "Exceeds Expectations" or "Meets Expectations" at the Corporation's approved fencing clinics.

SECTION 5: Honorary Membership: Individuals who have not been associated or closely associated with the Corporation and who have distinguished themselves or have promoted and enhanced the development of fencing are eligible for Honorary membership. Honorary membership is conferred by a majority vote of the Executive Committee. Honorary members may not vote in elections or on general business, nor hold an elective office, but may serve on committees. Honorary members are not required to pay membership dues.

SECTION 6. Inactive Membership: Individuals who are not actively coaching or teaching fencing including, but not limited to, individuals who have retired from active teaching or coaching of fencing. These individuals are eligible to apply to the Executive Committee for Inactive Membership status. Inactive members shall retain all rights and privileges of Full Membership. Inactive members are required to pay discounted membership dues.

SECTION 7: Resignation: A member may submit a resignation to the Secretary at any time. Resignation shall be effective upon receipt by the Secretary, who shall acknowledge receipt to the affected member.

SECTION 8: Re-admission to Membership: Persons who, at the time of resignation were members in good standing may apply to the Executive Committee for re-admission, if they desire to rejoin the organization during the same membership year in which they resigned. Such applicants may be readmitted to the Corporation by simple majority vote of the Executive Committee. In any case, a member in good standing who has resigned may rejoin without any extraordinary appeal or process at the beginning of a new membership year. Any member who resigns and is readmitted during a membership year will not be reinstated to any committee or board on which they previously served. Likewise, an officer who resigns will not be reassigned to any elected office they previously held if readmitted during the same membership year.

SECTION 9: Reinstatement of Terminated Membership: Persons who have had their

membership terminated for non-payment of dues or obligations may reapply at any time by following the procedure for new membership or by paying dues for the year that they reapply for membership. No back payment of dues is required for the years during which their membership may have been terminated for non-payment of dues.

SECTION 10: Expulsion, Suspension, and Interim Suspension for SafeSport Violations

- 1) Members who have been permanently banned from the sport and practice of fencing by the U.S. Center for SafeSport for violations of the SafeSport Code shall be automatically expelled from the Corporation.
- 2) Members who have been sanctioned with a period of suspension by the U.S. Center for SafeSport or USA Fencing for violations of the SafeSport Code shall be automatically suspended from membership until reinstated to coaching fencing by the U.S. Center for Safe Sport.
- 3) Suspended Officers, members of the Executive Committee, and members of the Certification and Accreditation Board, and chairs and members of committee shall be automatically removed from office, boards, or committees, as the case may be.
- 4) Members who have been placed on an interim suspension by the U.S. Center for SafeSport pending the outcome of a formal investigation and final decision. shall be automatically temporarily suspended from membership until the U.S. Center for Safe Sport reaches a final decision on their case. Officers, members of the Executive Committee, chairs, and members of the Certification and Accreditation Board, and chairs and members of committee subject to an interim suspension shall remain in their position (in a suspended capacity) until a final determination of their case has been reached by the U.S. Center for SafeSport.

SECTION 11: Expulsion, suspension or removal of elected Officers, Executive Committee Members, and elected board members of the Certification and Accreditation Board. Other than for SafeSport violations, elected Officers, Executive Committee Members, and elected board members of the Certification and Accreditation Board may be expelled only for just cause by a two-thirds majority vote of the membership casting votes. A written statement and evidence of the cause shall be submitted to the Ethics Committee. The Ethics Committee shall conduct an Investigation, giving the parties involved an opportunity to be heard. After giving notice in writing of its findings and recommendations to the parties involved, the Ethics Committee shall present its report to the Executive Committee. The Executive Committee may present the report to the membership for disposition.

SECTION 12: Expulsion or suspension of general members: Other than for SafeSport violation, general members of the Corporation may be expelled only for just cause by a two-thirds majority vote of the total voting power of the Executive Committee. A written statement and evidence of the cause shall be submitted to the Ethics Committee. The Ethics Committee shall conduct an Investigation, giving the parties involved an opportunity to be heard. After giving notice in writing of its findings and recommendations to the parties involved, the Ethics Committee shall present its

report to the Executive Committee for a final determination of the case. Suspension or expulsion may result from, but is not necessarily limited to, the following actions:

- 1) Violations of the provisions of these By-Laws and/or Operating Code and/or other governing documents of the Corporation
- 2) Unconscionable actions during Corporation activities
- 3) Actions contrary to the fundamental objectives, integrity, or best interests of the Corporation
- 4) Felony convictions

SECTION 13: Delinquent Dues: Members delinquent in dues for a period of four (4) months are automatically suspended from the Corporation. At least one notification is required prior to the end of a three-month period (prior to November 30 of the new membership year). Regardless of any reply from the delinquent member, membership privileges will be terminated as of January 1 of the membership year if dues have not been received.

SECTION 14: Officers' Current Membership: Any elected or appointed officer, member of a committee or member of a board must be current in his or her membership during his or her tenure. Any officer, committee member or board member who has not paid dues within one month of the start of a new membership year (September 30) shall be considered delinquent. There must be at least one notification from the Secretary or President during the first month of the membership year. If the officer is delinquent in the payment of dues as of October 1 of the membership year, the Executive Committee may begin the removal process of this officer, according to the procedures laid out in these By-Laws. In this case, the President (or presiding officer) may immediately appoint a provisional officer to the position, whose appointment is subject to ratification by the Executive Committee at their next meeting. If the delinquent member is the chair of an elected board, another member of the same board will be the provisional chair. If the Executive Committee fails to ratify the provisional officer to the office, the Executive Committee may propose and elect another member to the position, subject to qualifications of the position and, as applies, membership on a board.

SECTION 15: Membership Year: The membership year will correspond with the organization's fiscal year. If a membership is received in the last quarter of the fiscal year, the member will be also entitled to membership through the following membership year.

SECTION 16: Acceptance to membership:

- 1) Applications for membership shall be submitted to the Secretary of the Corporation.
- 2) Applications may be accepted by any manner approved by the Executive Committee, as long as the medium of the application meets the following requirements:
 - a) The document can be archived, either as a paper document, electronic data or as a stored image.

- b) The document can be reproduced for forwarding to persons within the Corporation who may need the information or document.
 - c) The payment of dues accompanies the application and is received at the same time as the application, by paper check, electronically, or by other approved means.
- 3) In normal cases of an application for membership, membership shall be considered effective as of:
- a) The start of the new membership year if the application is received prior to the start of the new membership year.
 - b) The date the payment of dues is received by the secretary. In the case of an electronic payment (via a website, electronic fund transfer or other electronic means of payment), the date of receipt will be the date on which the electronic payment is recorded.
- 4) If a payment is rejected for any reason, the applicant will have a grace period to resolve the issue, though they will be responsible for any additional fees incurred. The grace period and any additional fees are to be determined by the Executive Committee as a standard procedure.

SECTION 17: Awarded Membership: At need, the Executive Committee may award a year membership to a coach. The member must still meet the requirements (except for payment of dues) to qualify for a Full Membership. This membership may be awarded to the same person not more than three times. A two-thirds majority vote of the Executive Committee is required to award this type of membership.

ARTICLE II ORGANIZATION

SECTION 1: Elected Officers: The elected officers for the organization are specified in Article IV, Section 1 of the Constitution.

SECTION 2: Committees and Boards: Both Standing and Temporary Committees will be created to accomplish specific goals or tasks, or to handle delegated on-going responsibilities, as designated by the Executive Committee. With the exception of the Ethics Committee, the members of Committees shall either be appointed by the President, after consultation with the Executive Committee or shall be designated by these By-Laws from current and past officers. In addition to the committees listed herein, special, or temporary committees may be formed by the Executive Committee, without alterations to the By-Laws. Boards will be created to manage on-going delegated functions within the organization. While boards will have a degree of autonomy, they will ultimately be responsible to the Executive Committee (see By-Laws Article II, Section 5-a). The creation of a new board will require an amendment to the By-Laws.

- 1) These shall be these standing committees:
- a) Executive
 - b) Finance

- c) Constitution and By-Laws
 - d) Awards and Recognition
 - e) Professional Development
 - f) Club/Community
 - g) High School
 - h) Collegiate
 - i) Publicity and Public Relations
 - j) The Ethics Committee
- 2) There shall be one standing board:
- a) Certification and Accreditation Board

SECTION 3: Duties of Officers:

- 1) **President:** The President shall preside over all meetings of the Association and of the Executive Committee. The President shall act in the name of the Association, in compliance with the Constitution and the By-Laws. As titular head of the Association, the President shall represent the Association and its members in relations with other organizations. If unable to represent the Association, the President shall delegate a representative to act in his or her stead. They shall perform such other duties as are usually required of a President. The President shall be the immediate supervisor of the individual hired under Article V of these By-Laws and of any other paid staff. The President is, by virtue of the office, a member of all committees and may attend all their meetings and may chair the meetings if necessary. The President may sit in on all board meetings and preside at them as necessary (as in the case of the initial meeting of the Certification and Accreditation Board following an election). The President shall receive all meeting notices, agendas, and minutes of all committees. The President may not act as a voting member of a board. A Vice President may be appointed as a replacement for the President to attend a committee or board meeting, as necessary.
- 2) **Executive Vice President:** The Executive Vice President shall perform such duties as the President delegates to them. The Executive Vice President shall perform all duties of the President in the absence or disability of the President. In the case of the vacancy of the office of President, the Executive Vice President shall assume that office.
- 3) **Regional Vice-Presidents:** Each regional Vice-President shall act as President of a regional coach's association and should hold periodic regional development clinics for the instructors in his or her region, in conjunction with the Certification and Accreditation Board, the Professional Development Committee, the High School Committee, the Collegiate Committee, and any other group, internal or external to the USFCA, interested in developing fencing instruction.
- 4) **Vice President at large:** The Vice President at large shall assist the President, the Executive Vice President and/or the Manager in areas of specialized expertise sought by the Corporation or perform such other duties as determined by the President.
- 5) **Secretary:** The Secretary shall

- a) Keep records of all meetings of the Corporation and of the Executive Committee. Submit to the Executive Committee the minutes of its meetings.
 - b) Submit to the Annual General Meeting the minutes of the previous Annual General Meeting, and the minutes of all Executive Committee meetings for the year.
 - c) Carry out such notifications of the membership as are required by the Constitution and By-Laws, or as may be required by the Executive Committee.
- 6) Treasurer: The Treasurer shall:
- a) Receive all monies of the Corporation, give receipt thereof and hold them subject to the order and direction of the President, the Annual General Meeting, and the Executive Committee.
 - b) Keep an accurate account of receipts and disbursements in books in proper order for review by the Executive and Finance Committees.
 - c) Render a complete and current statement of the financial status for the current year at the Annual General Meeting.
 - d) Present a monthly financial report to the Executive Committee, and as requested at any Executive Committee meeting.
 - e) Give such a bond as may be required by the Executive Committee.
 - f) Receive all Life Membership fees into a separate account, which shall accrue as an endowment fund. Only the Interest from this account may be utilized for current operating expenses.

SECTION 4: Duties of Members: It shall be the duty of every member of the Corporation to support, aid and assist whenever called upon to do so for the common welfare and benefit of the Corporation. It shall be the further duty of every member to foster and promote the principles and purposes for which this Corporation is founded.

SECTION 5: Duties of Committees:

- 1) The Executive Committee, in order to manage investments and organizational financial contracts, shall have the ability to transfer funds between accounts, funds, investments, that some or all of such earnings be transferred from investment to the operating funds of the USFCA and added to the cash available for expenses under the budget for the current fiscal year. Unless and until such transfer is approved by the Executive Committee, monies earned by the investment(s) shall remain in the investment account(s). Monies earned may be moved from the respective investment(s) to a cash account within the Life Membership Investment, upon recommendation of the Treasurer and approval by the Executive Committee, subject to being consistent with the terms of the respective investment(s)
- 2) Vice President at large: The Vice President at large shall assist the President, the Executive Vice President and/or the Manager in areas of specialized expertise sought by the Corporation or perform such other duties as determined by the President.
- 3) The Finance Committee shall audit the books, accounts and reports of the Treasurer and shall, with the Executive Committee, prepare a financial budget each year to be presented to the membership at the Annual General Meeting. It shall supervise,

direct, and control all matters pertaining to the finances of the Corporation, in conformity with the Constitution and these By-laws.

- a) The Finance Committee shall present a financial report to the Executive Committee not less frequently than quarterly. This report will include the financial condition of the USFCA, its projected condition through the balance of the fiscal year, as well as the condition of any investments, loans, or other organizational financial contracts.
- 4) A Nominating and Elections Committee shall be created as necessary by the Executive Committee. A separate Nominating and Elections Committee shall be formed for each general election of officers or of a board.
 - a) The Committee shall propose qualified candidates for positions due for election.
 - b) The Committee shall handle the preparation of ballots in accordance with the prescribed election procedures.
 - c) The Committee shall receive ballots, report results, and otherwise administer the election process.
- 5) The Constitution and By-Laws Committee shall receive all resolutions or inquiries affecting the Constitution and By-Laws, report its findings and conclusions to the Executive Committee, and make recommendations for appropriate changes to the Constitution and By-Laws to the Annual General Meeting.
- 6) The Awards and Recognition Committee shall perform all functions necessary for the creation and presentation of awards from the Corporation to members or other persons who are chosen for honors.
- 7) The Professional Development Committee shall create education standards and the process of achieving these standards, coordinating their efforts with the Certifications and Accreditation Board and other committees, to assist in meeting the standards and goals of the whole organization. It will conduct and assist in conducting clinics and seminars for fencing coaches and instructors.
- 8) The Ethics Committee shall perform all functions necessary for the creation of Ethical Rules of Conduct for the Corporation. The Ethics Committee shall manage non-Safesport complaints of members relating to the Corporation, its officers, and members, and adjudicate such complaints with the consultation and approval of the Executive Committee. This committee shall report to the Executive Committee.
- 9) The Club/Community Committee shall act as the liaison with Club/Community coaches and teachers of fencing and establish programs for fencing development at these levels.
- 10) The High School Committee shall act as the liaison with high school coaches and facilitate development of fencing at the secondary school level.
- 11) The Collegiate Committee will represent the concerns of College Coaches.
 - a) It shall serve as the USFCA liaison to the NCAA.
 - b) It shall work to promote, develop, and retain NCAA programs.
 - c) It shall provide guidance to all college coaches and be responsive to their needs.
 - d) It shall facilitate Collegiate recognition and awards.
- 12) The Publicity and Public Relations Committee shall study ways and means to educate the public concerning fencing, and to make it more attractive to spectators by recommending innovations in fencing format and publicity concerning the sport and the Corporation.

- 13) All other special committees shall perform duties as may be directed by the President or the Executive Committee

SECTION 6: Election of Officers

- 1) Election procedure for officers:
 - a) The offices of President, Executive Vice President, Secretary and Treasurer shall be voted upon by a majority vote of the Full members who exercise their voting privilege.
 - b) Regional Vice-Presidents shall be elected by the voting membership of their respective regions who exercise their voting privilege.
 - c) 100 days prior to that year's AGM, the Nominating and Elections Committee shall submit its recommendations to the Executive Committee, through the person of the Secretary, who, by ninety (90) days prior to the AGM shall publish the nominations and also shall inform the membership of the petition process.
 - d) All individuals recommended by the Nominating and Elections Committee must meet the requirements specified in Article IV, Section 2 of the Corporation's Constitution.
 - e) To find qualified candidates to recommend to the Executive Committee, the Nominating Committee shall consider a wide variety of qualifications, including but not limited, to the ones listed in this subsection.
 - i) Having sufficient time to devote to the business of the Corporation
 - ii) Possessing appropriate communication and interpersonal skills.
 - iii) Be a United State citizen or a lawful permanent resident of the United States.
 - f) Nominating petitions for the offices of President, Executive Vice President, Secretary, or Treasurer shall have the signatures of at least ten (10) eligible voting members endorsing the candidate's nomination.
 - g) Nominating petitions for the office of Regional Vice-President shall have the signatures of at least five (5) eligible voting members from the respective region endorsing the nominee's candidacy.
 - h) Nominating petitions must be postmarked and/or duly received by the Chairperson of the Nominating and Elections Committee at least sixty (60) days prior to the Annual General Meeting. Each petition for nomination must be specific for an election and must be dated no more than nine (9) months prior to the date of the Annual General Meeting elections for which it is intended. Petitions shall be headed with the name of the office sought and the date of the election. Each signature on the petition shall be dated. Such a date may be no more than 9 months prior to the election.
 - i) All valid petitions received as prescribed above shall, along with the recommendations of the Nominating and Elections Committee, constitute the official election ballot.
 - j) All nominating petitions must include a brief biographical sketch of the nominee.
 - k) If there is a contested election, the Nominating and Elections Committee shall prepare and send election ballots to the eligible voting membership no later than forty-five (45) days prior to the Annual General Meeting.

- l) Those members exercising their voting privileges shall return the official election ballot to the Chairperson of the Nominating and Elections Committee post-marked and/or duly received at least fifteen (15) days prior to the Annual General Meeting. Votes shall be by secret ballot, using a two-envelope system, or by an alternative electronic voting method approved of by the Executive Committee, to ensure the eligibility of the voter.
 - m) The Nominating and Elections Committee shall tabulate the votes and report the results of the elections before the beginning of the Annual General Meeting to the Executive Committee.
 - n) Candidates receiving the highest number of votes for the respective office shall be declared elected to that office. In the event of a tie, there shall be a run-off election.
 - o) The Chairperson of a Nominating and Elections Committee shall turn over all ballots to the Secretary of the Corporation immediately following the election. The secretary shall maintain custody of all ballots for at least two years after the Annual General Meeting.
 - p) If the election for an office is uncontested, the Executive Committee shall declare the uncontested nominated candidate for that office elected.
 - q) The Executive Committee shall announce the results of the elections at the Annual General Meeting.
 - r) The Executive Committee shall publish the results of the elections to the general membership immediately after the scheduled date for the Annual General Meeting.
 - s) A member may stand for election to only one office in an election, whether nominated by the nominating committee or by petition.
- 2) Vacancies in Elective Offices:
- a) In the event of a vacancy in any office, the Executive Committee may appoint a member in good standing to fill the office for the balance of the term. In the case of an office which has certain qualifications, only a member who meets those qualifications may be appointed.
 - b) If the office vacant is the Presidency, the Executive Vice President will fill that office for the balance of the term. The new President will appoint one of the Regional Vice Presidents to fulfill the role of Executive Vice President.
 - c) In the event that both the offices of President and Executive Vice President are vacant, the Executive Committee shall elect a Master on the Executive Committee to replace each office. If no Master is available on the Executive Committee to fill an office, the Executive Committee may request one of the two (2) previous Presidents or one of the regional Vice Presidents to fill the position until the next election, waiving, if necessary, the restriction on term limits.

SECTION 7: Appointment and Membership on Committees

- 1) The Executive Committee shall consist of the President, the Executive Vice President, the Regional Vice-Presidents, the Secretary, the Treasurer, the immediate past President, and the Vice President at large. If the immediate past President is unavailable or is subject to Article IV, Section 3 b) of the Constitution, a

previous President may be appointed. As determined by a two-thirds (2/3) majority vote of the total voting power of the Executive Committee, contractors, or employees of the Corporation, as well as volunteers with specific subject matter expertise sought by the Executive Committee, may serve in a non-voting capacity on any committee and board of the Corporation.

- 2) The Finance Committee shall consist of three (3) members: A Chairperson, the Treasurer, and one other member.
- 3) The Nominating and Elections Committee for the officers of the organization shall be elected by the membership at the AGM preceding the election and shall consist of the past President member of the Executive Committee and five (5) other Full members of the Corporation, of whom at least three must be Prevots or Masters.
 - a) Each of these members shall be from a different Region.
 - b) Members of this committee are not eligible for elective office.
 - c) The Executive Committee shall present a slate for election at the AGM, and additional nominations may be made from the floor, provided the candidates have agreed to serve and meet qualifications.
 - d) If additional nominations are made from the floor, membership will vote to resolve which candidates from each region are elected.
 - e) The Nominating and Elections Committee shall elect their chair in a meeting no more than two (2) months after the Annual General meeting, in a meeting presided over by the President or Executive Vice President.
- 4) Unless otherwise specified, all committees shall consist of at least three (3) members.
- 5) The Awards and Recognition Committee shall consist of five (5) members, each from a different Region.

SECTION 8: Duties and Composition of The Ethics Committee.

- 1) The Ethics Committee shall encourage a culture of ethical behavior and compliance throughout the Corporation; and may develop:
 - a) Code of Ethical Conduct for fencing coaches.
 - b) Code of conduct at meetings of committees and boards of the Corporation.
- 2) The Ethics Committee shall manage all non-SafeSport complaints and, subject to approval by the Executive Committee, shall devise proper procedures for complaint procedures including, but not limited to complaint filings, confidentiality, right of respondents, committee procedures, disagreement on the facts and final disposition of complaints.
- 3) The Ethics Committee shall submit its findings and recommendations to the Executive Committee.
- 4) The Ethics Committee may recommend the following sanctions: Expulsion, suspension, probation, reprimand, warning or direction to repair, replace or reimburse.
- 5) The Ethics Committee shall consist of five (5) members. Subject to the provisions of subsection (b) of this section, each member of the Ethics Committee shall serve a term of three years with no limit as to the consecutive terms they may serve on the committee.

- 6) The Certification and Accreditation Board and the Professional Development Committee shall each choose two members of the Ethics Committee and shall provide for staggered terms of the members each body selects by limiting one half of its initial appointees to two-year terms. The fifth member will be selected by these four members with a tie being decided by the chair of the Certification and Accreditation Board.
- 7) Hearings of the Ethics Committee may be conducted in person, by telephone, by mail, by electronic mail or any other method reasonably appropriate for the situation and parties involved.
- 8) In the case of a membership vacancy on the Ethics Committee, the Chair of the Professional Development Committee and the Chair of the Certification and Accreditation Board shall jointly select a replacement for the remainder of the term.

SECTION 9: Duties and Composition of the Certification and Accreditation Board

- 1) The Certification and Accreditation Board shall devise proper procedures for testing all candidates for all levels of certification.
- 2) The Certification and Accreditation Board shall devise procedures and criteria for the recognition of the credentials of non-USFCA certified individuals.
- 3) The procedures and recommendations of the Certification and Accreditation Board may be overruled by a two-thirds (2/3) vote of the total voting power of the Executive Committee.
- 4) The Certification and Accreditation Board shall be composed of eight (8) members. Six (6) of these board members shall be elected to a term of six (6) years. All elected board members must be Fencing Masters Two (2) of the board members will be appointed. Prevots, who are actively pursuing Fencing Master certification, may be appointed to the board pursuant to subsection (6) of this section.
- 5) The six elected members will be elected in a rotation, so that only a portion of the board is replaced at one time. The terms of the entire board are staggered, identified by the final year of its term. In each election year the terms of two members will expire, requiring new elections.
- 6) Two of the members will be appointed by the Chair of the Certification and Accreditation Board. These members will serve a two-year term and will be appointed within three (3) months following the selection of a chair after an election.

SECTION 10: Election to the Certification and Accreditation Board

- 1) The election of members to fill available board positions will be held in conjunction with the bi-annual election of officers.
- 2) The Certification and Accreditation Board shall have its own nominating and election committee, appointed by the Executive Committee, which shall be appointed by January 1 of the membership year in which an election is to take place. A nominating and election committee shall consist of at least three (3) members in good standing, subject to any qualifications specific to the board being elected.
- 3) The Nominating and Election Committee for the Certification and Accreditation Board shall consist of Fencing Masters.

- 4) The Nominating and Election Committee for the Certification and Accreditation Board shall ensure that the nominations include the length and dates of the position.
- 5) The Nominating and Election Committee shall strive to see that geographical diversity is maintained in the boards, and, as far as possible, diversity among the different schools or styles of fencing.
- 6) The Nominating and Election Committee for the Certification and Accreditation Board shall submit its recommendations to the Executive Committee at least one hundred (100) days prior to the Annual General Meeting through the person of the Secretary, who, by ninety (90) days prior to the AGM shall notify the membership of the nominations and inform the membership of the petition process.
- 7) Each petition for nomination must be specific for an election and must be dated no more than nine (9) months prior to the date of the Annual General Meeting elections for which it is intended. Petitions shall be headed with the title of the Certification and Accreditation Board and the date of the election. Nominations for the Certification and Accreditation Board must have at least five signatures of Fencing Masters, which are also dated. The dates of the signatures on the petition shall be no more than 9 months prior to the election.
- 8) Nominating petitions must be postmarked and/or duly received by the Chairperson of the Nominating and Elections Committee at least sixty (60) days prior to the Annual General Meeting.
- 9) Following each election (every two years), board members will confer, under the temporary chairmanship of the current President of the USFCA, and elect among themselves by majority vote, a Chair, and an Associate Chair. This election meeting shall take place no later than two (2) months following the election.
- 10) The previous Chair and Associate Chair will remain in office until a new Chair and Associate Chair are elected, even if their term on the board is over.
- 11) The Associate Chair shall have such duties as are assigned by the Chair. The Associate Chair shall perform all duties of the Chair in the absence or disability of the Chair. In the case of the vacancy of the office of Chair, the Associate Chair shall assume that office. An Associate Chair may serve only two (2) consecutive terms of two (2) years.
- 12) The Chair and the Associate Chair must not have terms of service that end at the same time.
- 13) If the office of Associate Chair is vacated, the board may hold an election to fill that position from the existing board members.
- 14) In the case of a membership vacancy on the Certification and Accreditation Board, the board members may make a recommendation to the Executive Committee for a replacement board member for the remainder of that term.
- 15) No elected member of the Certification and Accreditation Board will serve a single term of more than six (6) years.
- 16) A member serving on the Certification and Accreditation Board, in either an elected or appointed position may serve consecutive terms.
- 17) The Chairperson of the Certification and Accreditation Board will direct the activities of the Board in accordance with Certification and Accreditation protocol. A Chair may serve only two (2) consecutive terms of two (2) years.

- 18) In the election for the Certification and Accreditation Board, only Fencing Masters who are current members at the time of the election may vote.
- 19) No elected member of the Executive Committee may serve concurrently on the Certification and Accreditation Board, either through election or by appointment.

ARTICLE III ANNUAL GENERAL MEETING

SECTION 1: Annual General Meeting.: The Annual General Meeting shall be held at a time and manner as prescribed under Article IV Sections 6 of the Constitution and as determined by the Executive Committee.

SECTION 2: Quorum: Whenever fifteen (15) Full members of the Corporation shall be present, it shall be deemed a quorum capable of transacting business.

SECTION 3: Organization: The President, or in the absence of the President, the Executive Vice-president, or in his or her absence the Vice President of the Region in which the meeting is being held, or in the absence of these Vice-Presidents, any member chosen by the Executive Committee shall call the members to order and shall act as presiding officer. The Secretary of the Corporation shall act as Secretary for all the meetings, but in the absence of the Secretary, the presiding officer shall appoint any Full member to act as Secretary of the meeting.

SECTION 4: Order of Business:

- 1) Roll Call
- 2) Approval of minutes of previous meeting
- 3) Report of Officers
- 4) Report of Board(s)
- 5) Report of Standing Committees
- 6) Report of Special Committees
- 7) Unfinished Business
- 8) New Business
- 9) Miscellaneous correspondence
- 10) Election of Officers
- 11) Good of Corporation
- 12) Adjournment

SECTION 5: It shall be the duty of the Secretary to publish notification of the Annual General Meeting not less than forty-five (45) before the date of said meeting. This notification will include an invitation for agenda items and the minutes of the prior Annual General Meeting.

SECTION 6: No Proxy Voting is Allowed: Members may not vote by proxy at the Annual General Meeting.

ARTICLE IV EXECUTIVE COMMITTEE MEETING

SECTION 1: Place: The Executive Committee shall meet at a time and place designated by the President, or in the event of his or her incapacity, by the Executive Vice President. If both these officers are incapacitated, or otherwise unable to fulfill their duties, the immediate past-President may call the Executive Committee meeting. The President (or presiding officer) may call for a conference by telephone, or other electronic technology by which all persons in the meeting can hear each other. Such participation shall constitute presence in person at the meeting for purposes of a quorum and voting.

SECTION 2: Special Meetings of the Executive Committee shall be held whenever called by the Secretary upon the direction of the President, or upon the written request of any three (3) members of the Executive Committee. It shall be the duty of the Secretary to give twenty-one (21) day notice of such a meeting to the other members of the Committee.

SECTION 3: Any action to be taken at a meeting of the Executive Committee may occur without a meeting if a consent (or consents) to the action in "record form" are signed, before, on or after the effective date of the action, by all the members of the Executive Committee in office on the date the last consent is signed. The consent (or consents) must be filed with the secretary of the Corporation.

SECTION 4: Apologies for absence. Members who are unable to attend a meeting shall notify the Secretary (by email or phone) as soon as possible before the meeting. Apologies received shall be recorded in the minutes of the meeting.

SECTION 5: Quorum: Five Executive Committee members shall constitute a quorum for the transaction of business.

SECTION 6: Organization: The President, or in the absence of the President, the Executive Vice President, shall call the meeting of the Executive Committee to order and shall act as presiding officer. In the absence of both, any member of the Executive Committee chosen by the other members present shall chair the meeting. The Secretary of the Corporation shall act as Secretary at all meetings of the Executive Committee, but in the absence of the Secretary, the presiding officer shall appoint any committee member to act as Secretary of the meeting, and to record the minutes of the meeting.

SECTION 7 Order of Business:

- 1) Roll Call
- 2) Approval of minutes of previous meeting
- 3) Reports of Officers
- 4) Reports of Committees
- 5) Unfinished Business

- 6) New Business
- 7) Adjournment

ARTICLE V MANAGER

SECTION 1: The Corporation may hire an individual to manage the business of the Corporation (hereinafter referred to in these By-Laws as “the Manager”) either as a contractor or as an employee. If hired as an employee, the contract of employment between the Corporation and the Manager shall provide that the Manager’s employment may be terminated by the Executive Committee for cause or not for cause or at will at the discretion of the Executive Committee.

SECTION 2: The Executive Committee shall determine the business title of the Manager. The Manager shall report to the Executive Committee generally and to the President specifically. The duties and responsibilities of the Manager shall be governed exclusively by the contractual agreement between the Corporation and the Manager, as determined by the Executive Committee and the President.

SECTION 3: The Manager shall be hired by the Executive Committee for whatever term the Executive Committee deems appropriate and may be removed at any time for or not for cause by the affirmative vote of at least two-thirds (2/3) of the total voting power of the Executive Committee

SECTION 4: To fill the Manager position, the President shall establish a temporary Search Committee, subject to the approval of the Executive Committee. The President shall appoint the chair of the Search Committee.

SECTION 5: The Executive Committee shall:

- 1) Establish the goals and the timeline for the search.
- 2) Formulate the position description and the competencies required.
- 3) Determine the search procedures and recruitment strategies.
- 4) Establish rules of conduct for the Search Committee, including but not limited to, attendance, decision making and confidentiality and disclosures.
- 5) Interview the candidates recommended by the Search Committee.
- 6) Select the best candidate for the position of Manager, as recommended by the President, by majority vote of the total voting power of the Executive Committee.

SECTION 6: Subject to the approval of the Executive Committee, the Search Committee shall:

- 1) Publicize the search.
- 2) Use its best efforts to recruit diverse applicants.
- 3) Develop evaluation criteria.
- 4) Develop a list of interview questions.

- 5) Screen and interview candidates.
- 6) Recommend no less than two finalists for the position to the President.

ARTICLE VI BOOKS AND RECORDS

SECTION 1: The general and business books of account shall be in the custody of the Treasurer of the Corporation.

SECTION 2: It is the right of the members to examine the books and records at all times.

SECTION 3: Severability and Headings. The invalidity of any provision of these By-Laws shall not affect the other provisions hereof, and in such event these By-Laws shall be construed in all respects as if such invalid provision were omitted. The descriptive headings of Articles and sections used in these By-Laws are inserted for convenience only and are not intended to and do not have any operative effect.

ARTICLE VII AMENDMENTS

SECTION 1: A resolution amending the By-Laws shall require for its passage a simple majority vote of the members casting ballots:

- 1) At a meeting of the membership under Article IV Section 6 (a) of this Constitution; or
- 2) as an action of the membership without a meeting under Article IV Section 6 (b) of this Constitution.

SECTION 2: The Executive Committee shall direct a ballot by mail and/or by electronic communications of all voting members of the Corporation.

SECTION 3: Proposed amendments to the By-Laws shall only be considered if:

- 1) A written resolution is delivered to the President of the Corporation at least forty-five (45) days prior to the date of the meeting of members or the date in which members, if acting without a meeting, may start to cast their vote on the resolution; and
- 2) An electronic copy of said resolution with notice shall be sent to every current member at least twenty-one (21) days before either date, as the case may be