

BYLAWS

WESTERN PENNSYLVANIA

Division USA Fencing



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ARTICLE I: NAME, AUTHORITY, AND JURISDICTION

Section 1.1. Name. The name of the Division shall be "Western Pennsylvania Division of the United States Fencing Association." The Division shall hereinafter be referred to as "THE DIVISION," and the United States Fencing Association shall be referred to in these Bylaws by its registered trade name, "USA Fencing."

Section 1.2. Authority. THE DIVISION exists by authority and at the will of USA Fencing as an administrative unit of that organization to further its purposes. THE DIVISION exercises its powers under, and subject to, the Articles of Incorporation, Bylaws, policies, rules, and directives of USA Fencing. The conduct of THE DIVISION's financial and other affairs shall be subject to policies established by USA Fencing from time to time. In the event of conflict between these Bylaws or any policies of THE DIVISION and the Articles of Incorporation, Bylaws, policies, rules, and directives of USA Fencing, the latter shall prevail.

Section 1.3. Petition. THE DIVISION, by action of its membership or Executive Committee, may petition USA Fencing Board of Directors for variance, dispensation or alteration of any provision of these Bylaws to meet special needs and circumstances of THE DIVISION.

Section 1.4. Jurisdiction.

a. Territory. THE DIVISION has jurisdiction to exercise powers granted by USA Fencing in the following geographic area:

- North, to the northern border of the state of Pennsylvania,
- South, to include the entirety of the state of West Virginia,
- East, to the western borders of the city of Altoona, PA and the Central Pennsylvania Division, and
- West, to the western borders of the states of Pennsylvania and West Virginia.

The Pennsylvanian counties of Cambria, Somerset, and Westmoreland shall be excluded from THE DIVISION's jurisdiction.

All directions and distances are given in reference to the city of Pittsburgh, PA.

b. Powers. THE DIVISION may adopt policies, rules, and procedures that are not inconsistent with these Bylaws or the Articles of Incorporation, Bylaws, policies, rules, and directives of USA Fencing. However, THE DIVISION shall take no action that jeopardizes USA Fencing's standing as the National Governing Body of Fencing or its 501(c)(3) tax status.

ARTICLE I: NAME, AUTHORITY, AND JURISDICTION (cont.)



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ARTICLE II: PURPOSES

Section 2.1. Purposes. The purposes and objectives of THE DIVISION are:

- a. To aid and assist USA Fencing in all its objectives, purposes and obligations;
- b. To promote, develop and encourage the sport of fencing;
- c. To provide local competitions and tournaments; and
- d. To assist fencers to reach their full potential.



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ARTICLE III: MEMBERSHIP AND DUES

Section 3.1. Individual Members. Subject to the rules and policies of USA Fencing, every individual member of USA Fencing who resides within the boundaries of THE DIVISION, belongs to a fencing club within the boundaries of THE DIVISION, or represents a school within the boundaries of THE DIVISION who is not a member of another division of USA Fencing shall be a member of THE DIVISION.

Section 3.2. Club Members. All club members of USA Fencing who are recognized by USA Fencing as being located in THE DIVISION shall be club members of THE DIVISION.

Section 3.3. Exclusivity. No member of THE DIVISION may be a member of any other division of USA Fencing. If any member claims simultaneous membership in THE DIVISION and in another division of USA Fencing, or in the case of ambiguity regarding such membership, the issue shall be referred to USA Fencing for resolution and its determination shall be final.

Section 3.4. Classes of Membership. Membership classes in THE DIVISION shall be the same as those designated from time to time by USA Fencing. Except as may be limited by USA Fencing, members shall have the same rights in THE DIVISION as they are granted by USA Fencing.

Section 3.5. Transfer of Membership. Membership may be transferred into or out of THE DIVISION, provided the transferring member receives the approval of USA Fencing or complies with any self-executing rules of USA Fencing with regard thereto.

Section 3.6. Voting Rights. Only members who would be entitled to vote in an election of USA Fencing held at the time of any election conducted by THE DIVISION are entitled to vote in THE DIVISION election.

Section 3.7. Dues and Fees. Annual membership dues shall be as determined by USA Fencing. THE DIVISION may not charge other or additional dues, but may charge reasonable fees for participation in Divisional activities. Members of THE DIVISION with a history of insufficient funds checks, declined credit card charges or other failures to make good payment may be placed by the Executive Committee on a cash-only basis.

Section 3.8. Discipline of Members. Except for penalties set forth in USA Fencing "Rules of Competition" and adopted competition policies of USA Fencing, all matters pertaining to the discipline of any member of THE DIVISION shall be referred to the Board of Directors of USA Fencing for appropriate action. Il potential.

ARTICLE IV: DIVISION COMPETITIONS

Section 4.1. Competition Calendar and Oversight. The Executive Committee of THE DIVISION shall prepare and publish the schedule of its sanctioned competitions and shall determine, in accordance with the rules and policies of USA Fencing, the conditions and restrictions governing the qualifications for, entry into, and conduct of all competitions under its jurisdiction.

Section 4.2. Membership Required. All persons entering a tournament sanctioned by THE DIVISION must be current members in good standing with USA Fencing in a class that includes the right to compete.

Section 4.3. Enrollment of New Members. The bout committee at each tournament sanctioned by THE DIVISION will have the proper materials to enroll a non-member into USA Fencing at the time of registration and check-in, and shall admit new members in accordance with USA Fencing policies at that time. Membership dues collected by THE DIVISION shall be the property of USA Fencing and THE DIVISION shall be answerable therefor to USA Fencing.

Section 4.4. Competition Organization. THE DIVISION may act as the organizer of competitions it sanctions or may allow USA Fencing Member Clubs within THE DIVISION to organize Division tournaments. THE DIVISION shall approve the conditions, qualifications, and restrictions of all tournaments before sanctioning them. At least one official DIVISION representative shall be present at every sanctioned tournament, with full authority to assure that the conditions set by THE DIVISION are being carried out. In case the stipulated conditions are not being adhered to, THE DIVISION shall withdraw its sanction, either before or after it occurs, and give notice of that withdrawal to the members of THE DIVISION, to non-members of THE DIVISION who are registered for competitions, and to USA Fencing National Office.

Section 4.5. Results. In its Operating Guide THE DIVISION shall provide for the prompt reporting of the results of competitions sanctioned by THE DIVISION to USA Fencing National Office in accordance with its published procedures.

ARTICLE V: OFFICERS AND DUTIES

Section 5.1. Officers. The officers of THE DIVISION shall comprise a Chair, one or more Vice-Chairs, a Secretary, and a Treasurer. The latter two offices may be combined and held by a single individual. All officers shall take office at 12:00 midnight local time on August 1st of each year and hold office until 11:59 PM on the following July 31st, or until their successors are elected and qualified.

Section 5.2. Qualifications. Only individual members of THE DIVISION who are in good standing with USA Fencing and hold a class of membership that entitles them to vote in national USA Fencing elections at the time of their selection to office and who maintain such status during their full tenure in office are eligible to hold offices of THE DIVISION. All individuals who serve as officers must be and remain USA Fencing members in good standing and must meet USA Fencing's requirements for U.S. Center for SafeSport certification, background check clearance and other qualifications.

Section 5.3. Duties of Officers. The duties of the officers shall be as follows:

- a. The Chair shall preside at all meetings of THE DIVISION and of its Executive Committee and perform such duties as are assigned by these Bylaws, by USA Fencing, by the Division Operating Guide and as usually pertain to that office and are not inconsistent with these Bylaws. The Chair has responsibility to ensure that all reports required by USA Fencing are filed in a timely manner. The preparation of these reports may be delegated to the Secretary or Treasurer of THE DIVISION. The Chair may, from time to time, appoint officers and other members of the Executive Committee to chair standing or ad hoc committees. The Chair shall be an ex officio member of all committees. The Chair is responsible for the custody and maintenance of all equipment owned by THE DIVISION. If no other person is assigned responsibility for FenceSafe or Diversity, Equity and Inclusion communications and compliance, the Chair shall serve that in that capacity.
- b. The Vice-Chair(s) shall perform such duties as the Chair and the Division Operating Guide may assign, and should the Chair be absent or unable to perform the duties of that office, the Vice-Chair shall perform the same until the Chair is again present and able to act. THE DIVISION, in its Division Operating Guide, may prescribe the number of Vice-Chairs to be elected and the duties assigned to each. If more than one Vice-Chair is to be elected, the Executive Committee shall select one to perform the duties of the Chair in his or her absence.

ARTICLE V: OFFICERS AND DUTIES (cont.)

c. The Secretary shall conduct all official correspondence; shall issue timely notice to all members of meetings of THE DIVISION, its sanctioned competitions, and other functions of THE DIVISION; shall keep the minutes of all meetings of THE DIVISION and of its Executive Committee; shall prepare and submit, when due, all reports concerning membership as required by USA Fencing; and shall perform any other like duties that may be assigned by the Chair or the Executive Committee.

d. The Treasurer shall keep the accounts of THE DIVISION; receive and account for all monies, fees & dues payable to or collected by THE DIVISION; pay all bills approved by the Executive Committee and preserve all invoices and vouchers for such disbursements; and prepare and submit all financial reports required by USA Fencing. The Treasurer shall, at the Annual Meeting of THE DIVISION, submit a report of the financial transactions of the preceding period. All disbursements shall be made from THE DIVISION's checking account. Such disbursements must be supported by receipts stating the nature of the transaction and the payee. All funds of THE DIVISION shall be maintained in one or more federally insured accounts under the name of THE DIVISION. Unless a lower amount is stated in the Operating Guide, no disbursement over \$250.00 may be made without Executive Committee approval. Payment by THE DIVISION shall be made only for expense items benefiting THE DIVISION and consistent with the purposes and policies of USA Fencing. The Treasurer shall perform such other duties as may be assigned by the Chair of the DIVISION or other proper authority.

e. Responsibility for communications and compliance concerning USA Fencing's FenceSafe and its Diversity, Equity and Inclusion policies shall be assigned by THE DIVISION to a member or members of THE DIVISION in a manner determined in the Division Operating Guide. If these responsibilities are not assigned to a voting member or voting members of the Executive Committee, then the persons discharging them shall act as advisors to the Executive Committee under Section 6.4 of these Bylaws. In default of such assignment, the Chair shall be responsible for those duties.

f. Records. The outgoing officers shall transfer to the incoming Officers, in good order, the complete records of their respective Offices by the beginning of the administrative year or as soon thereafter as possible

ARTICLE V: OFFICERS AND DUTIES (cont.)

Section 5.4. Combined Offices of Secretary and Treasurer. Unless otherwise provided in THE DIVISION's Operating Guide, the offices of Secretary and Treasurer may be combined for any year by a majority of those voting, in person or by proxy, at the Annual Meeting of the Membership.

Section 5.5. Removal of Officers and Executive Committee Members.

a. Removal for Cause. Officers and Executive Committee members of THE DIVISION are subject for removal for cause, including failing to perform the duties of the position, upon the petition of ten percent (10%) of the voting members of THE DIVISION, majority action of the Executive Committee, or instruction from USA Fencing. In the absence of procedures for removal prescribed by USA Fencing, the Executive Committee shall establish procedures for removal that provide the accused with notice of the asserted grounds for removal and due process during removal proceedings, including but not limited to the rights to a hearing before the Executive Committee, representation by counsel or another individual of the accused's choice, and confrontation of the evidence and witnesses offered against the accused. Removal shall occur on the affirmative vote of two thirds (2/3) the disinterested members of the Executive Committee voting on the matter, with abstentions counted as "no" votes.

b. Automatic Removal. Upon becoming no longer qualified to hold office or serve on the Executive Committee for any reason, the officer or Executive Committee member shall be automatically removed from the position without further action of the Executive Committee, the members or USA Fencing.

c. Appeal. Appeal of a decision of removal shall be to USA Fencing Board of Directors or its designee.

Section 5.6. Vacancies. If a vacancy in any office occurs before April 1, a meeting of the membership shall be called and a special election shall be conducted to fill the vacancy. In the meantime, and if the vacancy occurs on or after April 1, the Executive Committee shall appoint a qualified individual to hold office until the next election occurs.

ARTICLE VI: MANAGEMENT BY THE EXECUTIVE COMMITTEE

Section 6.1. Management. The management of THE DIVISION shall be vested in an Executive Committee.

Section 6.2. Composition and Qualification. The voting members of the Executive Committee shall consist of the officers of THE DIVISION and such At Large Members who have been elected at the Annual Meeting as prescribed by the Division Operating Guide, provided that each USA Fencing Member Club in THE DIVISION is entitled to be represented on the Executive Committee. To be eligible for election to the Executive Committee, candidates must meet the qualifications for officers of THE DIVISION. If any Member Club fails to put forward a qualified candidate, then that club shall forfeit the right to representation on the Executive Committee until the next Annual Meeting.

Section 6.3. Tenure. All members of the Executive Committee take and leave office concurrently with the terms of the officers of THE DIVISION.

Section 6.4. Advisors. The Chair may appoint advisors to the Executive Committee who meet the qualifications of officers, and the Division Operating Guide may provide for the election of persons to discharge specific duties on behalf of THE DIVISION, but these individuals will not have voting privileges at meetings of the Executive Committee.

Section 6.5. Quorum. A quorum at duly noticed meetings of the Executive Committee shall consist of one-third of the voting membership of the Executive Committee or 4 members, whichever number is larger. Once a quorum has been established, the departure of a member of the Executive Committee shall not defeat the quorum.

Section 6.6. Meetings. Meetings of the Executive Committee shall be held on a regular basis, not less frequently than quarterly, at a time and place designated by the Chair. Meetings may also be called upon the written request of 4 voting members of the Executive Committee. All Executive Committee members must receive at least 48 hours prior notice of all Executive Committee meetings unless all Executive Committee Members waive such notice in writing. If all members of the Committee have access to the Internet, meetings or voting on specific questions or proposals may be conducted by email or a virtual meeting platform to which all Executive Committee members have free access. The Secretary shall keep a record of each vote for THE DIVISION that cannot be readily edited by unauthorized persons. No voting by proxy is permitted at meetings of the Executive Committee. Unless contrary to regulations established by USA Fencing or in these Bylaws, meetings shall be conducted and actions shall be taken in accordance with Roberts Rules of Order, Newly Revised.

ARTICLE VI: MANAGEMENT BY THE EXECUTIVE COMMITTEE (cont.)



Section 6.7. Removal. Members of the Executive Committee may be removed for cause or becoming no longer qualified for the position. The procedures for removal of Executive Committee members are as set forth in these Bylaws for the removal of officers.

Section 6.8. Vacancies. The Executive Committee may by majority vote replace a member (other than officers, for whom provision is made elsewhere) who has resigned, been removed from office, or no longer qualifies for the position. The individual selected to fill a vacancy must meet the qualifications for the vacated position.

Section 6.9. Division Operating Guide. The major rules and policies of THE DIVISION and the items prescribed therefor in these Bylaws shall be set forth in a Division Operating Guide. The Executive Committee may adopt a Division Operating Guide for THE DIVISION or may operate under the USA Fencing Standard Division Operating Guide as it may exist from time to time, provided:

- a. Nothing in the Operating Guide adopted by THE DIVISION shall contravene these Bylaws or any governmental law or regulation or the Bylaws, policies, rules, and directives of USA Fencing as they may from time to time exist;
- b. The current USA Fencing Standard Division Operating Guide shall control as to any matter addressed therein that is not addressed in the Operating Guide adopted by THE DIVISION; and
- c. Any Operating Guide adopted by THE DIVISION is subject to review by USA Fencing, which may take such actions, or require the Executive Committee to take such actions, as USA Fencing deems necessary to assure compliance with this Section 6.9.



ARTICLE VII: MEETINGS OF THE MEMBERSHIP

Section 7.1. Annual Meeting. The Annual Meeting of THE DIVISION for the purposes of electing officers and Executive Committee members and such other business as may come before the meeting shall be held not earlier than May 1st or later than July 31st of each year. The date, time and place of the meeting shall be designated by the Executive Committee, and notification must be communicated to all members of THE DIVISION so as to be received no fewer than 21 days before the meeting. Notification shall be made in the manner prescribed in the Division's Operating Guide, which may provide for electronic notice, provided the method chosen provides reasonable assurance of reaching all members of THE DIVISION.

Section 7.2. Special Meetings. Special Meetings of the membership may be called at any time and place by the Chair and shall be called by the Chair upon written request of not less than 10% of the eligible voters of THE DIVISION. The same notification requirements as for the Annual Meeting apply, except that only items of business stated in the notice may be considered at a Special Meeting.

Section 7.3. Conduct of Meetings. At the discretion of the Executive Committee, meetings of the membership may be conducted in person or through an electronic meeting platform that provides reasonable assurance of being accessible to all members of THE DIVISION at no cost and that allows all participants to view each other, to hear each other, and to be heard.

Section 7.4. Quorum. A quorum at meetings of the membership shall consist of 10 voting members in person or by proxy, and a majority of those present shall control, except as herein otherwise provided. Should membership in THE DIVISION drop below 20 individual voting members, a quorum shall consist of one-half of the voting members.

ARTICLE VIII: ELECTIONS

Section 8.1. Nominations. In the absence of contrary procedures set forth in THE DIVISION's Operating Guide, candidates for all voting positions on the Executive Committee (including officers) shall be made by prior announcement to the Secretary or by nomination from the floor at the Annual Meeting. The Secretary shall include in the meeting notice the names of all eligible individuals who have announced their intention to seek an elected position. Alternatively, the DIVISION's Operating Guide may provide for nomination of candidates by a nominating committee. In that case, the Nominating Committee shall be composed and populated to assure that a fair cross-section of clubs and other constituencies is represented in the process.

Section 8.2. Balloting. If not more than one nomination is made for a position, the Secretary of THE DIVISION shall cast a unanimous ballot for that candidate. When two or more candidates are nominated for a position, then a vote may be taken by secret ballot cast in person or by proxy, and the candidate receiving a majority of the votes will be elected; and in the event the meeting is being held electronically, provision must be made for the submission to and tallying of votes by neutral tellers by email or other means. If no candidate receives a majority, then a runoff election will be conducted immediately by the same balloting method between the candidates with the two highest vote totals. If the runoff election results in a tie for second place after two rounds of runoff voting, the winner shall be the candidate receiving a plurality of the votes. If the runoff election results in a tie between the two highest vote recipients, then the winner shall be determined by the drawing of lots.

Section 8.3. Proxies. Members eligible to vote and in good standing may appoint as their proxy any other member of THE DIVISION who is eligible to vote and in good standing. All appointments of proxies shall be in writing and signed by the appointing member and must be submitted for verification to the Secretary at the beginning of the meeting at which they will be exercised. THE DIVISION may adopt a deadline for the submission of proxy forms for verification that is not longer than two hours before the scheduled beginning of the meeting at which they will be exercised. Each person designated as a proxy must be in attendance at the Meeting in order to exercise the appointment. The appointment of proxies will be considered withdrawn if the person making the appointment appears at the meeting, gives written notice of withdrawal to the Secretary at any time, or unambiguously appoints another proxy at a later time.

ARTICLE IX: AMENDMENT, VARIANCES AND SUPPLEMENTAL ACTIONS

Section 9.1. Amendment. These Bylaws may be amended at any time by USA Fencing Board of Directors or by any body to which the Board of Directors delegates that authority.

Section 9.2. Effect. Amendments shall take effect immediately unless delayed effect is stated by USA Fencing Board of Directors.

Section 9.3. Supplemental Actions and Policies. THE DIVISION, acting through its membership or Executive Committee, may take actions and adopt policies it deems appropriate for management and operation of THE DIVISION, provided such actions and policies are not inconsistent with these Bylaws, the Articles of Incorporation, Bylaws, policies, rules, and directives of USA Fencing, or, except by proper amendment thereof, THE DIVISION's Operating Guide.



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