

BYLAWS

of

UNITED STATES FENCING ASSOCIATION, HAWAII DIVISION

ARTICLE I

NAME AND AFFILIATION

The name of the corporation shall be the UNITED STATES FENCING ASSOCIATION, HAWAII DIVISION and is sometimes referred to in these Bylaws as the “corporation” or as “the Division.” The United States Fencing Association shall hereinafter be referred to as the “USFA.” The Division is a duly chartered, constituent body of the USFA, exercising powers given by and performing duties directed under the USFA, with jurisdiction over the entire State of Hawaii. Despite the foregoing, this Division remains an independent and duly incorporated non-profit organization in the State of Hawaii.

ARTICLE II

PURPOSES

SECTION 1. The purposes for which the corporation is formed are those set forth in its Articles of Incorporation, as may be further amended from time to time, and the corporation shall be operated exclusively in furtherance of said purposes. To the extent that any inconsistencies exist between the Bylaws and the Articles of Incorporation, the Articles of Incorporation shall control.

SECTION 2. NON-PROFIT PURPOSE.

- (a) The corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profits of the corporation may be distributed to, or shall inure to the benefit of any director or officer of the corporation, except to the extent permitted under the laws governing non-profit corporations for the State of Hawaii.
- (b) No part of the net earnings of the corporation shall inure to the benefit of any director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes.) No loans shall be made by the corporation to its directors or officers; and the directors of the corporation who vote for or assent to the making of a loan to a director or officer of the corporation, and any officer or officers participating in the making of the loan shall be jointly and severally liable to the corporation

for the amount of the loan until repayment thereof. No director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

- (c) Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed in accordance with Chapter 415B, as amended from time to time.

SECTION 3. NON-POLITICAL. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III

PRINCIPAL OFFICE; PLACE OF MEETING; CORPORATE SEAL

SECTION 1. PRINCIPAL OFFICE. The Board of Directors shall determine the principal office of the Division. The corporation may also have such other offices in the State of Hawaii and elsewhere, as the Board of Directors shall determine.

SECTION 2. PLACE OF MEETINGS. All meetings of the members, committees, and/or Board of Directors shall be held at the principal office of the corporation, unless some other place is stated in the call.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. ELECTION There shall be a Board of Directors of the corporation which shall consist of not fewer than three (3) persons and not greater than twelve (12) persons. The number of directors for each following fiscal year – the year shall coincide with the terms of office of the Division Officers--shall be determined by the current Board of Directors at its annual meeting. The current general membership shall elect all of the directors who shall serve as the Board of Directors for the following term at its annual meeting in accordance with Article VII. All directors so elected shall hold office until the next annual meeting and thereafter until their successors shall be duly appointed. The number of directors may be decreased or increased by the Board of Directors at any special meeting and, in case the number is increased, the additional directors shall be elected in the manner set forth below. Any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors for a term of office continuing only until the next appointment of directors. No decrease in number shall have the effect of shortening the term of any incumbent director. Any director who is unable to attend the meetings of the Board of Directors must notify the chief

executive officer of his/her excused absence. Any director having three (3) consecutive unexcused absences from meetings of the Board of Directors may be dismissed by the Board of Directors without any notice or further action by the Board. Any director may be removed by the Board of Directors whenever, in its judgment, the best interest of the corporation will be served thereby.

SECTION 2. POWERS. The Board of Directors shall manage the property and business of the corporation and shall have and may exercise all of the powers of the corporation.

SECTION 3. ACTION BY UNANIMOUS WRITTEN CONSENT. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the actions so taken, is signed by all of the directors entitled to vote on the subject matter of the meeting. Such consent shall have the force and effect of a unanimous vote and may be stated as such for all purposes.

ARTICLE V

MEETINGS

SECTION 1. ANNUAL MEETING. An annual meeting of the corporation, which shall include all members of the corporation, shall be in the month of July, and no later than July 15th and at such time and place as the Board of Directors shall designate. An annual meeting of the Board of Directors shall be held one week prior to the annual meeting of the corporation.

SECTION 2. REGULAR MEETINGS. The Board of Directors, President and Chairpersons of the Committees may establish regular meetings to be held in such places and at such times as they may from time to time by vote determine, and when any such meeting or meetings shall be so determined no further notice thereof shall be required.

SECTION 3. SPECIAL MEETINGS. Special meetings of the Board of Directors, Committees and members may be called at any time by the president, by any vice-president or by any two directors.

SECTION 4. NOTICE OF MEETINGS. Except as otherwise expressly provided, reasonable notice of all meetings of the Board of Directors, Committees and/or general membership, shall be given to each director or general member respectively, by the secretary or by the person or one of the persons calling the meeting, by advising the director or member of the meeting by word of mouth or by telephone or by leaving written notice thereof with said director or member or at said director's or member's residence or usual place of business. Reasonable notice shall be not less than 48 hours prior to the meeting. Non-receipt by a director or member of any written notice of a meeting mailed to such director or member shall not invalidate any business done at the meeting while a quorum is present. Subject to the provisions herein relating to notice, general members, board members or committee members thereto designated thereby may participate in meetings of the general membership, Board of Directors or

Committee, respectively and as the case may be, by means of a conference telephone or similar communication equipment by means of which all person participating in the meeting can simultaneously hear each other. Participation by this means shall constitute presence in person at a meeting.

SECTION 5. QUORUM. At any Membership meeting of the Division a quorum shall consist of a minimum of seven (7) members. A quorum shall be necessary to transact business, and, in order to be valid, any act or business must receive the approval of a majority of such quorum.

SECTION 6. ADJOURNMENT. In the absence of a quorum at the date, time and place of a meeting duly called, and at any meeting duly called and held, the presiding officer or a majority of the directors present may adjourn the meeting without further notice and may convene or reconvene the meeting when a quorum shall be present.

SECTION 7. NOTICE UNNECESSARY. Whenever any notice is required to be given to any director under the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the member(s) or director(s) entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. Attendance at a meeting without protest shall constitute a waiver of notice of that meeting.

Subject to any limitations which are expressly contained in the Articles of Incorporation or in these Bylaws, when two-thirds (2/3) of the directors entitled to vote at any meeting, sign by themselves or their proxies or other authorized representatives a written consent or approval of the record of the meeting, actions taken at the meeting, however called or notified, shall be valid.

ARTICLE VI

COMMITTEES

SECTION 1. FORMATION AND POWER OF COMMITTEES. The Board of Directors, by resolution adopted by a majority of the total number of directors at which the Board has been fixed, may designate or appoint one or more committees, which committees, to the extent provided in the resolution, shall have and exercise all authority of the Board of Directors, except that no such committees shall have the authority of the Board of Directors in reference to:

- a. Amending, altering or repealing these Bylaws;
- b. Electing, appointing or removing any member of any such committee or any director or officer of the corporation;
- c. Amending the Articles of Incorporation, restating said Articles, adopting a plan of merger, or adopting a plan of consolidation with another corporation;

- d. Authorizing the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the corporation;
- e. Authorizing the voluntary dissolution of the corporation or revoking proceedings therefore;
- f. Adopting a plan for the distribution of the assets of the corporation;
- g. Amending, altering or repealing any resolution of the Board of Directors;
- h. Signing or authorizing any contract binding the corporation.

Notwithstanding the foregoing, nothing contained in this Article V shall prohibit any committee member, if properly authorized by a resolution of the Board of Directors and not prohibited elsewhere in these Bylaws, from engaging in any sale, pledge or distribution of assets of the corporation in the normal course of the corporation's business.

The designation and appointment of any committee as authorized herein and the delegation thereto of authority shall not operate to relieve the Board of Directors, any individual director or officer, of any responsibility imposed upon the Board of Directors, director or officer by law.

SECTION 2. BOUT COMMITTEE. The Chairman of the Bout Committee shall be appointed by the President of the corporation. He/she shall have charge of and conduct all competitions in the division. He/she shall appoint two (2) or more other members of the corporation for each competition who, with him/her, shall constitute the Bout Committee for competition. He/she shall decide all disputes arising during the course of a competition. An appeal may be taken from any decision of the Chairman to the Bout Committee as a whole, in which event, the decision of a majority of the members of the Bout Committee shall control.

SECTION 3. PUBLICITY AND MEMBERSHIP COMMITTEE. The Chairman of the Publicity and Membership Committee shall be appointed by the President of the corporation. He/she shall have charge of all publicity and public relations relating to the corporation and shall also be charged with the conducting and continuing efforts to promote membership within the corporation.

SECTION 4. ARRANGEMENTS COMMITTEE. The Chairman of the Arrangements Committee shall be appointed by the President of the corporation. He/she shall have charge of all administrative duties involved in the conduct of any competition, other than the duties of the Chairman of the Bout Committee. The Arrangements Committee shall be in addition to and shall supplement the activities of the Board of Directors in its capacity as organizing committee for all competitions.

SECTION 5. HISTORICAL COMMITTEE. The President of the corporation shall appoint a Chairman of the Historical Committee. He/she shall compile a record of the results of all individual competitions conducted by the division, all team competitions participated in by the corporation, and results of outstanding individual performances by

members of the corporation in all other competitions. He/she shall also maintain a record of the fencing and officiating classification of all members of the corporation. He/she shall make a diligent cooperative effort to report all results to the local newspapers.

ARTICLE VII

OFFICERS

SECTION 1. APPOINTMENT AND TERM. The officers of the corporation shall be a president, vice-president, a treasurer, and a secretary. The officers shall be elected annually by the general membership at the first meeting thereof and shall hold office at the pleasure of the general membership until the next annual meeting and thereafter until a successor shall be duly appointed and qualified. The Division may hold two or more of said offices except the president may not also be a vice-president. All officers shall take office the first day of August and shall hold office until the following July 31st or until their successors are elected and have qualified, whichever is later. All elections must be held no later than July 15th of each year. The purpose for advanced election is to allow change over time. All officers shall make a diligent cooperative effort to allow for transition and the assumption of duties to the newly elected officers by no later than August 1st.

SECTION 2. OTHER OFFICERS AND AGENTS. The Board of Directors may appoint or employ such other officers, including assistant treasurers and assistant secretaries, agents and employees as may be deemed proper, who shall hold their positions at the pleasure of the Board of Directors and who shall have such powers and duties as may be assigned to them by the Board of Directors. The authority to employ agents and employees and fix their powers and duties may be delegated by the Board of Directors. Any officer of the corporation may also be a subordinate officer, agent or employee.

SECTION 3. SALARIES. The officers, board members and committee members shall not receive any salaried compensation. However, they may be reimbursed at the discretion of the Board of Directors by the corporation account for costs incurred in conjunction with their duties.

ARTICLE VIII

ELECTIONS

SECTION 1. NOMINATIONS. Candidates from all offices including the Board of Directors shall established under these Bylaws, shall be nominated from the floor at the special meeting held one week prior to the annual meeting of the corporation. All candidates for any office or Board member will be provided with the most current address and phone list of the Division members for campaign purposes only. If there are no nominations for a certain position

by the time of the annual meeting, the President-Elect shall appoint to fill the vacant position no later than August 1st.

SECTION 2. VOTING PROCEDURES. All election results shall be open to the inspection of the general membership. The secretary of the corporation shall conduct the elections at the annual meeting. If no more than one (1) nomination is made for any office, the secretary of the corporation shall cast a unanimous ballot at the annual meeting for a candidate so nominated. If two (2) or more nominations are made for any office, voting for the candidates for such contested office shall be in person **or by email delivered to the Secretary by the time of the election**, and the candidate receiving the majority of the votes cast shall be declared elected. Each member is allowed one vote, and all votes shall be cast upon a written ballot **in person or by email**. In the event that three (3) or more candidates are nominated for any office, and no candidate receives a majority vote, a run-off election shall be conducted and the winner shall be declared elected. If, however, the voting of such run-off election shall result in a tie, than a lot shall be cast and the winner declared elected. In the event that two (2) candidates for any office in the voting shall result in a tie, the lot shall be cast and the winner shall be declared elected. The Secretary shall conduct a recount at the request of any member. Further recounts shall be subject to the approval of the Board of Directors who shall make such determination based upon the best interest of the corporation.

ARTICLE IX

BYLAWS, RULES AND POLICIES OF THE USFA

All bylaws, rules, regulations and matters of policy concerning the conduct of competitions as set forth in the fencing rules and the manual of the USFA are hereby incorporated as part of these Bylaws without action by the Board of Directors or the members of the corporation. The Bout Committee shall inform all members of the corporation of any new fencing rules or other regulations promulgated in the manual of the USFA. Such notice shall be made within thirty days of knowledge.

ARTICLE X

PRESIDENT

The president when present, shall preside at all meeting of the Board of Directors, shall be the chief executive officer of the corporation, and shall exercise general supervision and direction over the management and conduct of the business and affairs of the corporation. He/she shall also have such other powers and duties as are given to him/her elsewhere by law or in these Bylaws and as may be assigned from time to time by the Board of Directors. Any president of the corporation shall hold said office for no more than three (3) consecutive terms. The president has the responsibility for filing with the Secretary of the Division, an annual report by no later than the date decided upon for the Division's annual meeting in regards to the

Division's activities for the past year. Preparation of these reports may be delegated to the Secretary.

ARTICLE XI

VICE-PRESIDENT

The vice-president shall assume and perform the duties of the president in the absence or disability of the president or whenever the office of president is vacant. Each vice-president shall have such other powers and duties as may be given to him/her by law or in these Bylaws and as may be assigned to him/her from time to time by the Board of Directors.

ARTICLE XII

TREASURER

The treasurer shall keep or superintend the keeping of all the financial books and accounts of the corporation in a thorough and proper manner in accordance with the requirements of law for a nonprofit corporation, and shall render statements of the same in such form and as often as required by the Board of Directors and members, including the submission of a report at the annual meeting of the financial transactions of the preceding fiscal year, and complying with the applicable federal and state statutes and regulations. The treasurer shall, subject to the control of the Board of Directors, have the custody of all funds of the corporation. The treasurer shall perform all other duties usually pertaining to the office of treasurer of a corporation and such duties as may be assigned by the Board of Directors or required to be exercised under the provisions of these Bylaws.

ARTICLE XIII

SECRETARY

SECTION 1. POWERS AND DUTIES. The secretary (1) shall attend and keep the minutes of all meetings of the Board of Directors and of any committee thereof, in books provided for that purpose; (2) shall keep at the corporation's principal office in the State of Hawaii a record of the names and addresses of all of the directors entitled to vote; (3) shall give or cause to be given all notices as provided in these Bylaws or required by the Board of Directors; and (4) shall have such other powers and duties as may be incidental to the office of secretary or elsewhere given by law or in these Bylaws or as may be assigned from time to time by the Board of Directors.

SECTION 2. SECRETARY PRO TEMPORE. If the secretary shall not be present at any meeting, the presiding officer shall appoint a secretary pro tempore. Said secretary pro

tempore shall keep the minutes of such meeting and record them in the books provided for that purpose.

ARTICLE XIV

AUDITOR

SECTION 1. APPOINTMENT. The Board of Directors may appoint some person, firm or corporation engaged in the business of auditing to act as the auditor of the corporation. Appointment of an auditor is not mandatory.

SECTION 2. DISQUALIFICATION. No director or officer shall be eligible to serve as auditor of the corporation.

SECTION 3. DUTIES. The auditor shall, at least once in each fiscal year, and more often if required by the Board of Directors or applicable law or regulation, examine the books and papers of the corporation and compare the statements of the treasurer with the books and vouchers of the corporation, and otherwise make a complete audit of the books of the corporation, and thereafter make appropriate reports to the Board of Directors.

ARTICLE XV

REMOVALS, VACANCIES AND ABSENCES

SECTION 1. REMOVALS. The Board of Directors may at any time, for or without cause, remove from office or discharge from office or employment, as the case may be, any director, officer, subordinate officer, agent or employee appointed by it or by any person under authority delegated to it, whenever in its judgment, the best interest of the corporation will be served thereby.

SECTION 2. VACANCIES. In case of any vacancy occurring in the Board of Directors between meetings of the Board of Directors through death, resignation, disqualification, removal or other cause other than temporary absence or illness, the directors remaining, although less than a majority of the Board, may by affirmative vote of a majority of the general membership at a special meeting, appoint a successor or successors to hold the office or offices so vacant for the unexpired term or terms thereof, respectively. A director appointed to fill a vacancy shall be appointed for the unexpired term of said director's predecessor in office. The general membership may also appoint in the same manner as stated in this section, a successor for any officer whose office becomes vacant for any of the foregoing reasons.

ARTICLE XVI

EXECUTION OF INSTRUMENTS

SECTION 1. AUTHORIZED SIGNATURES. All checks, drafts, notes, bonds, acceptances, deeds, leases, contracts and all other instruments shall be signed by the treasurer, president, or such person or persons as shall be provided by general or special resolution of the Board of Directors.

SECTION 2. FACSIMILE SIGNATURES. The Board of Directors may provide for the execution of checks by the printed, lithographed or engraved facsimile signature or signatures of the person or persons authorized to sign checks.

ARTICLE XVIII

LIABILITY OF OFFICERS AND DIRECTORS

SECTION 1. EXCULPATION. No director or officer of the corporation shall be liable for acts, defaults, or neglects of any other director or officer, or for any loss sustained by the corporation, unless the same has resulted from said director's or officer's own willful misconduct or willful negligence.

SECTION 2. INDEMNIFICATION. The corporation shall indemnify and may advance expenses to all directors, officers, employees, or agents of the corporation who are, were or are threatened to be made a defendant or respondent to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation. Such indemnification and advances of expenses shall be to the fullest extent that is expressly permitted or required by the statutes of the State of Hawaii and all other applicable law.

In addition to the foregoing, the corporation shall, by action of the Board of Directors, have the power to indemnify and to advance expenses to all directors, officers, employees or agent of the corporation who are, were or are threatened to be made a defendant or respondent to any proceeding, in such amounts, on such terms and conditions, and based upon such standards of conduct as the Board of Directors may deem to be in the best interests of the corporation, unless such defendant is adjudged to be liable for negligence or misconduct in the performance of the person's duty to the corporation.

ARTICLE XVIII

MEMBERSHIP

SECTION 1. ELIGIBILITY. Any person who is residing in the State of Hawaii, and is not a member of another division in the USFA shall be eligible for membership in the Division. Membership is granted upon payment of the required dues. Dues are established by the USFA and are payable on August 1st of each year.

SECTION 2. CLASSES AND MEMBERSHIP. This organization shall not distinguish between varying classes of membership. However, the USFA continues to recognize at least six (6) classes, including honorary, active, collegiate, student, associate and life. The requirements for USFA membership in each class are set forth in the bylaws of the USFA, and do not affect membership in the corporation.

SECTION 3. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS.

All matters pertaining to the discipline, suspension and expulsion of the members shall be referred to the Board of Directors of the Division. Once referred, the Board of Directors must meet to determine appropriate action in regards to any member in concern. The Board of Directors shall then make a recommendation to the general membership as to the discipline, suspension, and/or expulsion of the member. The general memberships shall then vote as to the appropriate action at a special meeting. Notwithstanding the foregoing, however, whether a member is to be subject to suspension and/or expulsion from a USFA sponsored tournament, the board of Directors of the corporation must refer any matter to the Board of Directors of the USFA. The Board of Directors of the USFA will make such final determination.

ARTICLE XIX

FISCAL YEAR

The fiscal year of the corporation shall be from June 1st to May 31st.

ARTICLE XX

EXECUTION OF INSTRUMENTS

SECTION 1. AUTHORIZED SIGNATURES. All checks, draft, notes, bonds, acceptances, deeds, leases, contracts, certificates of stock and all other instruments shall be signed by such person or persons as shall be provided by general or special resolution of the Board of Directors, and in the absence of any such general or special resolution applicable to any such instrument, then such instrument shall be signed by either the president, the vice-president, the treasurer, the secretary, and assistant treasurer or an assistant secretary.

SECTION 2. FACSIMILE SIGNATURES. The Board of Directors may provide for the execution of checks or dividend warrants by the printed, lithographed or engraved facsimile signature or signatures of the person or persons authorized to sign checks or dividend warrants.

ARTICLE XXI

AMENDMENT TO BYLAWS

These Bylaws may be altered, amended, added to or repealed by an affirmative vote of not less than a majority of the general members at a meeting of said general members called for such purpose.

These BYLAWS Of UNITED STATES FENCING ASSOCIATION, HAWAII DIVISION have been amended by unanimous vote by 10 attending USFA eligible Hawaii Division voters who voted during a Special Meeting of Members called on July 7, 2013 by the Vice President and Secretary in accordance with the bylaws. The bylaws were amended on this day to allow ballot voting by email.

Signed,

Donna Rapadas
Secretary

Date

Signed,

John-Rolf Oakley
Vice President

Date