

**DRAFT FOR REVIEW BY INTERIM EXECUTIVE COMMITTEE (IEC)
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**BYLAWS
OF THE
NEW JERSEY DIVISION
OF THE
UNITED STATES FENCING ASSOCIATION, INC.**

**ARTICLE I
NAME AND AFFILIATION**

SECTION 1. The name of the Division shall be the “New Jersey Division of the United States Fencing Association, Inc.,” which shall hereinafter be referred to as the “Division”. The United States Fencing Association, Inc. shall hereinafter be referred to as the “USFA”. In other documents and references, the Division may be referred to from time to time as the “NJ Division of the USFA” or other derivations thereof, but all such references and derivations shall be deemed to refer to the Division

SECTION 2. The Division is a duly chartered, subordinate, constituent body of the USFA, exercising powers given by, performing duties directed under, and subject to the Articles of Incorporation, Bylaws, and policies of the USFA.

SECTION 3. The Division has jurisdiction over the following geographic areas: the counties of Essex, Morris, Hudson, Somerset, Hunterdon, Union, Bergen, Passaic, Sussex, Middlesex, Monmouth, Warren, Mercer and Ocean in the State of New Jersey (the “Division Jurisdiction Area”).

SECTION 4. The Division shall be operated as a Not-for-Profit Corporation under the laws of the State of New Jersey and in a manner consistent with Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE II
OBJECTIVES**

The purposes and objectives of the Division are:

- (a) To promote, develop and encourage the sport of fencing;
- (b) To provide local competitions and tournaments;
- (c) To assist fencers to reach their full potential;
- (d) To aid and assist the USFA in all its objectives and purposes; and
- (e) To promote the development of fencing programs in public and private schools.

ARTICLE III MEMBERSHIP

SECTION 1. Any person who resides in, or belongs to a registered fencing club located within, the territorial limits of the Division, shall be eligible for membership in the Division. No member of the Division may be a member of any other division of the USFA.

SECTION 2. Classes of Membership: Membership shall be the same as that designated from time to time by the USFA.

SECTION 3. Membership may be transferred into the Division provided that the transferee has a current valid membership in, and receives the approval of, the USFA.

SECTION 4. Any member in good standing who is entitled to vote in elections of the USFA is entitled to vote in the Division. Without limitation, this shall include Non-Competitive Members.

SECTION 5. Annual dues shall be determined by the USFA. The Division may, upon approval of the Tournament Committee, charge additional fee(s) for participation in Division activities.

SECTION 6. With the exception of disciplinary penalties associated with competitions, all other matters pertaining to the discipline of a member of the Division shall be referred to the Board of Directors of the USFA for appropriate action.

ARTICLE IV OFFICERS AND DUTIES

SECTION 1. The officers of the Division shall be a Chair, a Vice-Chair, a Secretary and a Treasurer. All officers shall take office at 12:01 a.m. on August 1st and hold office until 12:00 midnight on the following July 31st, or until their successors are elected and qualified.

SECTION 2. The duties of officers shall be as follows:

- (a) CHAIR – The Chair shall preside at all Membership and Executive Committee meetings of the Division, and perform such duties as usually pertain to that office and are not inconsistent with these Bylaws. The Chair has the responsibility for ensuring that all reports required by the USFA are filed in a timely manner. The preparation of these reports may be delegated by the Executive Committee to the Secretary and/or Treasurer of the Division. The Chair shall be an ex-officio, voting member of all committees, except the Nominating Committee. The Chair is responsible for the custody and maintenance of all equipment owned by the Division.

- (b) VICE-CHAIR– The Vice-Chair shall, should the Chair be unable to perform his/her duties, perform the duties of the Chair, in which case the Vice-Chair shall hold the title of Acting Chair and have the powers of the Chair. Otherwise, the Vice-Chair shall perform such duties as the Chair may assign.
- (c) SECRETARY – The Secretary shall conduct all official correspondence, issue timely notice to all members of meetings of the Division, keep the minutes of all meetings of the Division and/or its Executive Committee, prepare and submit, when due, all reports concerning membership as required by the USFA, and any other like duties that may be assigned by the Chair or the Executive Committee.
- (d) TREASURER –
- (i) The Treasurer, in consultation with the Executive Committee, shall present a budget for the following fiscal year (August 1st to July 31st) at the Annual Meeting of the Division. Changes made upon the budget shall be presented at the next general meeting of the Division.
 - (ii) The Treasurer shall keep the accounts of the Division; receive all monies, fees, and dues; pay all bills approved by the Executive Committee, and preserve all vouchers for such disbursements.
 - (iii) The Treasurer shall, at the Annual Meeting of the Division, submit a report of the financial transactions of the preceding period.
 - (iv) 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 a federally insured account, checking and savings, under the name of the Division.
 - (v) No amounts over \$1,000.00 will be disbursed without Executive Committee approval or the signature of at least two (2) Division officers. As an exception to this rule, expenses reasonably associated with and incurred in the ordinary and normal course of a Division tournament or any other undertaking mandated by these Bylaws (such as a vote mandated by the Bylaws) shall be deemed approved by the Executive Committee.
 - (vi) Except as set forth in ARTICLE IV, SUBSECTION 2(d)(vii) below, the Treasurer will keep all financial information of the Division and its members properly in confidence.
 - (vii) The Treasurer will provide, upon direction of the Executive Committee or upon written request of at least ten (10) voting members of the Division, a current balance sheet and income statement within one month of such request or direction. In addition, such reporting shall include disclosure of any monies or other compensation provided to elected officers, Executive

Committee members, and representatives from the New Jersey Division to USFA Congress.

- (viii) The Treasurer shall perform such other duties as may be assigned by the Chair of the Division or other proper authority.

SECTION 3. Officers of the Division may be removed for cause. The Executive Committee may, by a vote of two-thirds (2/3) of those present at a meeting held for such purpose, remove an officer of the Division if it finds there is cause for such removal after notice to the accused officer and a hearing or other appropriate proceeding in which that officer is accorded a reasonable opportunity to respond to any asserted ground for removal.

SECTION 4. Officers and other elected members of the Executive Committee may be recalled through the following procedure:

- (a) A petition submitted to the Executive Committee signed by at least ten (10%) percent of the eligible voters in the Division, requesting a Special Membership Meeting to be held for the purpose of holding a recall vote.
- (b) At that meeting, two-thirds (2/3) of those voting either in person or by proxy approve such recall.
- (c) Time, place and notification requirements of such meeting shall be determined as set forth in ARTICLE IX, SECTION 1 of these Bylaws, except that such meeting need not take place in June or July, and if the Chair of the Division is the subject of the removal procedure, then the Vice-Chair shall designate the date, time and place of the meeting.

SECTION 5.

- (a) Every officer, every candidate for any position as officer, every member of every Division committee, and every candidate for the position of representative to USFA Congress shall, prior to assuming such position or candidacy, file a disclosure statement with the Secretary of the Division (the "Disclosure Statement") identifying:
 - (i) Every fencing club in which such person, or any child or parent of such person, is a member, owner, employee, instructor (whether or not paid), or with which such person is otherwise affiliated (such as, without limitation, by serving on any board or committee of such club), and identifying, in all cases, the particulars of any such relationship;
 - (ii) Every fencing club in which such person has a financial interest, direct or indirect, such as, without limitation, by virtue of being an owner, creditor, employee, landlord, or equipment supplier of, or a consultant to, such club and identifying, in all cases, the particulars of any such relationship; and

- (iii) Any financial interest, direct or indirect, which such person has with or in the Division, such as, without limitation, being a creditor, employee, landlord, equipment supplier, or venue provider of, or consultant to, the Division, and identifying, in all cases, the particulars of any such relationship.
- (b) The Disclosure Statement shall be submitted on a form prescribed by the Nominating Committee and shall include all relevant information covering the current competition year (August 1 to July 31) in which it is filed and the prior competition year. The Secretary shall cause each Disclosure Statement to be posted on the Division website promptly after it has been filed.
- (c) Each person required to file a Disclosure Statement shall, during his or her relevant candidacy, term of office, and/or committee membership, also be required to promptly update all information contained in his or her filed Disclosure Statement, so that each person's filed Disclosure Statement shall accurately disclose relevant facts and circumstances arising after the initial Disclosure Statement is prepared.

ARTICLE V MANAGEMENT BY THE EXECUTIVE COMMITTEE

SECTION 1. Composition: The management of the Division shall be vested in a 13-member Executive Committee consisting of the four (4) officers of the Division and nine (9) additional members who have been elected at the Annual Meeting. Members of the Division in good standing, with special expertise, may be appointed by the Chair as advisors to the Executive Committee, but these individuals will not have voting privileges on the Executive Committee.

SECTION 2. Quorum: A quorum shall consist of a majority of the voting membership of the Committee. No voting by proxy is permitted. Attendance at meetings by telephone or by other electronic means shall be permitted and shall constitute being present for quorum purposes.

SECTION 3. Meetings: Meetings of the Executive Committee shall be held on a regular basis at a time and place designated by the Chair. Meetings may also be called upon the written request of at least four (4) voting members of the Executive Committee. Meeting notices shall be in writing and may be transmitted by e-mail to all members of the Executive Committee, which e-mail notice shall satisfy the requirement of written notice. All members must receive at least two (2) business days prior notice of all Executive Committee meetings. Certain specific questions or proposals may be voted upon electronically as determined by the Executive Committee. The Secretary must keep a printed copy of the vote for the Division records.

SECTION 4. Any member of the Executive Committee (other than officers, for whom removal provision is made in ARTICLE IV) who fails to perform his duties may be removed from the Executive Committee by the following procedures:

- (a) Five (5) members of the Executive Committee shall have signed a petition in support of removal, setting forth the reasons for such removal.
- (b) Written notification of the causes for removal, including a copy of the aforesaid petition, must be provided to each and every member of Executive Committee with the notice of the meeting.
- (c) At any meeting at which the removal of a member will be contemplated, at least two-thirds (2/3) of the total voting membership of the Committee must be present.
- (d) A member so charged has the right to appear at the meeting and present arguments against removal, but may not vote on this question.
- (e) At least two-thirds (2/3) of the members present must vote for removal for it to take effect.

SECTION 5. The Executive Committee may replace a member who has resigned, has been removed by the foregoing procedure, or removed by the USFA using the following method:

- (a) At any Executive Committee meeting where a new member is to be voted upon, at least two-thirds of the voting members remaining must be present.
- (b) The proposed new member must be approved by a two-thirds vote of those present at such meeting.

ARTICLE VI COMMITTEES – IN GENERAL

SECTION 1. All committees shall be appointed by the Executive Committee on an annual basis. The only standing committees shall be the Tournament Committee, Nominating Committee, all of whose members shall be members of the Division eligible to vote. All other committees shall be ad hoc. The Executive Committee shall appoint all standing committees at its first meeting of the season, except that it shall appoint a Nominating Committee by the last day of January of the season. All other committees will be appointed by the Executive Committee on an “as needed” basis.

SECTION 2. Each ad hoc committee shall be made up of such individuals, in such numbers and shall perform such functions as the Executive Committee shall properly determine, provided that no ad hoc committee may perform any function allocated expressly or otherwise by these Bylaws to the Tournament Committee or Nominating Committee. Because particular expertise may be required for service on an ad hoc committee, the Executive Committee may appoint individuals to ad hoc committees who are not members of the Division.

SECTION 3. Any member of an ad hoc committee may be removed from that committee upon the majority vote of the Executive Committee. Any member of the

Tournament Committee or Nominating Committee may be removed from such committee upon a two-thirds (2/3) vote of the Executive Committee.

SECTION 4. The Executive Committee shall retain jurisdiction over the affairs of the ad hoc committees so as to allow it to overrule, supersede or modify any vote, action or policy of these committees by a majority vote of the Executive Committee.

SECTION 5. Each committee shall elect a chairperson at its first meeting. In the event no chair is elected, the Division Chair may appoint an Acting Chairperson for such committee to serve until the committee elects its own chairperson.

SECTION 6. Audit Committee: The Executive Committee shall appoint an audit committee consisting of three (3) people, the duty of which shall be to examine the financial books and records of the Division to determine if they accurately represent the true financial status of the Division and if there are any significant irregularities in same. The treasurer shall make all financial books and records available to the Audit Committee upon its request. The Audit Committee shall maintain the confidentiality of the financial records and shall report its findings in writing to the Executive Committee. The Audit Committee report shall be available to the membership at the annual meeting.

ARTICLE VII TOURNAMENT COMMITTEE

SECTION 1. The Tournament Committee shall consist of the four (4) Officers of the Division and seven (7) members of the Division appointed by the Executive Committee, provided that none of said seven (7) appointed members shall be members of, affiliated with, or financially interested in the same club as each other, as set forth in their respective, required Disclosure Statement. If during the course of a season, any member of the Tournament Committee is unable or unwilling to serve, that member shall be replaced by a majority vote of the Executive Committee.

SECTION 2. The Tournament Committee shall have the primary duty to develop a schedule of fencing events and to be responsible for determining the conditions and restrictions governing the qualifications of tournaments, entries, and the sanctioning and conduct of all competitions under its jurisdiction in accordance with the rules and policies of the USFA. This schedule shall be submitted to the Executive Committee for ratification by majority vote and, upon ratification, for posting on the Division website.

SECTION 3. In holding and sanctioning competitions, the Tournament Committee shall endeavor to provide adequate competition opportunities for different constituencies in the Division. That is, the Tournament Committee shall hold and/or sanction youth, junior, open, veterans, unclassified, Division I, Division II, Division III, men's, and women's events, and such other events as are deemed appropriate for the Division's members. The Tournament Committee shall endeavor to distribute events geographically as is permitted by the availability of site locations.

SECTION 4. The Tournament Committee shall make all arrangements necessary for conducting the Division's competitions, including securing site locations for the events, arranging for referees, scorekeepers, and equipment, and determining the competition format. The Tournament Committee Chair or a Division member appointed by the Tournament Committee Chair shall have full charge of each competition.

SECTION 5. The Tournament Committee may allow registered clubs within the Division to hold sanctioned tournaments, but it shall approve the date, conditions, qualifications and restrictions of all privately and/or club sponsored tournaments before sanctioning such events. In case the stipulated conditions are not being adhered to, the Tournament Committee may withdraw its sanction from the event, and announce that withdrawal to the Division and the USFA.

SECTION 6. The Executive Committee shall retain jurisdiction over the affairs of the Tournament Committee so as to allow it to overrule, supersede or modify any vote, action or policy of the Tournament Committee, upon a majority vote of the Executive Committee.

SECTION 7. All persons entering a tournament run or sanctioned by the Division must be current members of the USFA. The bout committee at each such tournament will have the proper materials to enroll a non-member into the USFA at time of registration.

SECTION 8. The Tournament Committee shall keep permanent records of Division competitions including records of each round of each competition, and shall be prepared to report from time to time to the Executive Committee, and annually to the Division membership on its activities. Records shall be maintained such that the Tournament Committee can report to the Executive Committee with regard to such issues as final placings and results, and income and expenses for each tournament.

SECTION 9. The Tournament Committee shall hold office from its appointment until the appointment of a new Tournament Committee, and at the time of such new appointment shall turn over its records to the Chair of the new Tournament Committee.

ARTICLE VIII NOMINATING COMMITTEE

SECTION 1. The Nominating Committee shall consist of seven (7) members of the Division appointed by the Executive Committee. The Nominating Committee shall be chosen to reflect a broad cross section of the various constituencies present in the Division. If any member is unable or unwilling to serve, that member shall be replaced by appointment by the Executive Committee, but in the interim the Nominating Committee shall continue to function so long as it can assemble a quorum of five (5) members.

SECTION 2. The duties of the Nominating Committee shall be to timely submit for election by the Membership the following:

- (a) Nominations for such officers as set forth in ART. IV, Sec. 1;
- (b) Nominations for membership on the Executive Committee; and
- (c) Nominations of representatives to the Congress of USFA for the maximum number of representatives as shall be permitted by the USFA.

SECTION 3. The Nominating Committee shall report to the Secretary the Nominating Committee's slate of officers, Executive Committee members, and members of USFA Congress, no later than April 1 of each year.

ARTICLE IX MEETINGS OF THE MEMBERSHIP

SECTION 1. The Annual Meeting of the Division membership shall be held in June or July, at which time officers, Executive Committee members, and representatives to USFA Congress shall be elected for the following competition year (August 1 to July 31). The date, time and place of the meeting shall be designated by the Chair, but notification must be transmitted to all members of the Division so as to be received at least 15 days prior to the meeting. Officers, members of the Executive Committee, and representatives to USFA Congress for the next year will be elected at this meeting. All members of the Executive Committee and USFA Congress take and leave office concurrent with the terms of the officers of the Division.

SECTION 2. 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 or majority vote of the Executive Committee. The same notification requirements as for the Annual Meeting apply.

SECTION 3. A quorum shall consist of 25% of the voters of the Division eligible to vote at the meeting or 40 voting members, whichever is less, who are present, in person or by proxy, and a majority of those present shall control, except as herein otherwise provided.

ARTICLE X ELECTIONS

SECTION 1. Additional candidates for any office, membership on the Executive Committee, or representatives to Congress of USFA may be nominated on written petition signed by at least twenty (20) voting members submitted to the Secretary at least thirty (30) days prior to the Annual Meeting. No nominations will be allowed from the floor of the Annual Meeting.

SECTION 2. If not more than one nomination is made for a position, the Secretary of the Division shall cast a unanimous ballot for that candidate. If two candidates are nominated for a position, then a vote will be taken by written ballot, in person or by

proxy, and the candidate receiving a majority of the votes will be elected. The following provisions shall also govern:

- (a) OFFICERS: If three or more candidates are nominated for an officer position, the ballot shall be designated in accordance with a system of preferential voting, as described in Schedule A attached hereto.
- (b) Executive Committee: If more than 9 candidates are nominated, then the nine candidates receiving the highest number of votes shall be deemed elected.
- (c) USFA Congress. Each Division member eligible to vote shall be entitled to cast as many votes as there are representatives to be elected. Each such member may cast the whole number of his votes for one nominee or distribute them among two or more nominees as he may prefer. The candidates receiving the highest number of votes for the number of positions authorized shall be elected to the Congress. The remainder, not to exceed twice the number of representatives elected, shall be alternates in the order of how many votes they received.

SECTION 3. Members eligible to vote and in good standing may give their proxy to any other member of the Division who is eligible to vote and in good standing. All proxies shall be in writing and must be submitted for verification to the Secretary at least 72 hours in advance of the Meeting. The person designated in the proxy must be in attendance at the Meeting in order to exercise it.

SECTION 4. To be eligible to vote, a member must be a member of the Division, in good standing and over the age of 18 as of the February 1 immediately preceding the vote. For example, to be eligible to vote at the Annual Meeting to be held in June or July of 2008, a member must have been a member of the Division, in good standing and over the age of 18 as of February 1, 2008.

SECTION 5. Notwithstanding the requirement of Article IX, Section 1 that elections occur at an Annual Meeting in June or July, elections for officers, the Executive Committee, and representatives to Congress shall, only for the 2007-2008 season, take place in accordance with Article X of these Bylaws after these Bylaws are approved by the membership of the Division. The Nominating Committee previously appointed by the Interim Executive Committee shall reconvene to submit nominations for officers, the Executive Committee, and representatives to USFA Congress for the 2007-2008 season. The Interim Executive Committee shall establish a timetable for the election process.

ARTICLE XI AMENDMENTS

These Bylaws of the New Jersey Division may be amended at the Annual Meeting of the Division or a special meeting called for that purpose. Any proposed change to these Bylaws must be included in the official notification of time and place of the Meeting. An

amendment receiving a majority of the votes cast, either in person or by proxy, shall be deemed adopted.

ARTICLE XII NOTIFICATION

The Division shall maintain an official website and electronic notice Board. All notices which the Division is required to give pursuant to these Bylaws shall be posted on the official website and electronic notice board. Official notices and official communications shall be given by e-mail, and such e-mail notification shall be deemed received on the next business day following transmission, provided, however, that recall and election ballots shall be transmitted by first class mail only. Notwithstanding the above, each Division member shall, upon written request, be given the opportunity to receive notices by first class regular mail or by facsimile. The Secretary shall keep membership e-mail, facsimile, and regular mail lists confidential, and such lists shall be used only for official notification purposes.

SCHEDULE A

Example of preferential voting: If there are 4 candidates for Chair, the ballot will call for the voters to designate their choice by number, i.e., 1,2,3,4, in order of preference, with #1 being the first choice, #2 being the second choice, etc. If no candidate receives a majority of the first choice votes, the lowest candidate will be dropped, and the #2 votes from that candidate's ballots will be reassigned to the remaining candidates. More specifically, suppose there are 4 candidates for Chair: A,B,C, and D. Each voter would be given the right to vote for all 4 in order of preference. If there are 99 ballots cast, a majority would be 50 votes. When the ballots are counted, only the #1 preferred votes are counted first. If A receives 40, B 30 C 20, and D 9, no candidate has a majority. Therefore, Candidate D with the lowest votes is dropped, and the nine #1 votes for candidate D are redistributed to A, B and C in accordance with the #2 votes for A, B, and C on the Candidate D ballots. Assuming that on the 9 ballots for Candidate D, there were five #2 votes for A and four #2 votes for C, A now has 45 votes, B still has 30 votes and C has 24 votes. There is still no majority. C has the lowest votes and is dropped. The 24 ballots for C are then redistributed to A and B according to the #2 votes for A and B on the ballots initially cast for C. If A gets at least 5 of those votes, A will have 50 votes and be the winner. If, however, A gets only two of those votes and B gets none (because, for example, the others were cast for D), then A has 47 votes and B still has 30. Then, the #3 votes for A and B on the ballots initially cast for C and D are distributed among A and B to determine if either received a majority of the 99 ballots. If neither A nor B has a majority after counting those ballots, then the #4 votes for A and B on the ballots for C and D are distributed among A and B, and whichever of A and B has the highest number of votes will be the winner (even if neither has a majority of the 99 ballots, which might occur if not every voter listed choices for all four candidates on his or her ballot).