

BY-LAWS OF THE PHILADELPHIA DIVISION OF THE  
UNITED STATES FENCING ASSOC., INC.

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ARTICLE I

NAME

The name of this division (the "Division") shall be the "Philadelphia Division of the United States Fencing Association, Inc."

ARTICLE II

AFFILIATION AND TERRITORY

1) The Division is the duly chartered subordinate constituent body of the United States Fencing Association, Inc. (the "USFA") exercising powers granted by, and performing duties directed under, and subject to the Charter and By-Laws (collectively the "rules") of the USFA.

2) The jurisdiction of the division shall be the geographical area consisting of the seven S.E. Pennsylvania counties of Philadelphia, Bucks, Montgomery, Chester, Lehigh, Northampton and Delaware.

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### ARTICLE III

#### OBJECTIVES

The Division shall regulate and supervise fencing under the rules of the USFA in the territory. It shall conduct fencing competitions in the territory including, but not limited to, Divisional and Sectional Championships, and Divisional Qualifying rounds for the National Championships. It shall promote and further interest in the sport of fencing by such activities as the publication of fencing news, the planning of fencing exhibitions, the conduct of competitions and by providing assistance to schools, colleges and organizations in the territory. The Division shall establish standards of conduct for the best interest of fencing and shall exercise supervisory control over members and other persons participating in Divisional activities to insure that these standards are maintained. The Division shall further the purposes of the USFA within the territory.

### ARTICLE IV

#### MEMBERSHIP IN THE DIVISION

1) Eligibility: Membership in the Division shall be open to persons residing permanently or temporarily in the territory; or members of a fencing club, school or salle d'armes located in the territory, who are not members of another division of the USFA. Admission of members, their classification, rights and responsibilities shall be governed by the rules of the USFA.

2) Dues: Dues shall be payable at the rates and schedule determined by the USFA. A member whose dues are in arrears shall lose all the rights of a member until such time as the entire payment of the dues is made.

### ARTICLE V

#### GOVERNANCE OF THE DIVISION

##### 1) Executive Committee of the Division:

Management of the Division shall be vested in an Executive Committee consisting of the officers of the Division (as hereafter defined) and Congress Representatives as defined in the USFA By-Laws. Alternate representatives to the Congress are *ex officio* (with voice, but without vote) members of the Executive Committee and may substitute, in the order designated at election, for Congress Representatives not present at any Executive Committee meeting.

##### 2) Meetings and Actions of the Executive Committee:

a) Regular Meetings: The executive committee shall meet at such time and place as may be designated by the chairman.

b) Special Meetings: Special meetings of the executive committee shall be called by the chairman at such time and place as may be specified in a written request by not less than three members of the committee, or when designated by the chairman.

c) Quorum: A quorum of the executive committee shall consist of a simple majority, which must include three officers.

d) Notice of Executive Committee Meetings: All members of the executive committee shall be given not less than forty-eight (48) hours prior notice of all executive committee meetings.

e) Removal of Members of the Executive Committee: Any and all members of the executive committee may be removed for cause by vote of the members of the division or by action of the executive committee. Members of the executive committee may be removed without cause only by vote of the members of the division. Cause shall be determined by the chairman, vice-chairman or the congress representative(s).

f) Resignation: A member of the executive committee may resign at any time by giving written notice to the secretary

g) Action of the Executive Committee: Unless otherwise required by law or by the rules of the USFA, the vote of the majority of members present (quorum necessary) shall be the act of the executive committee. Each member of the executive committee, including the party presiding at such meeting, shall be entitled to one vote.

### 3) Division Operations:

Governing policy of the division shall be made by the executive committee. The executive committee shall delegate responsibility for the ongoing operations of the division to the officers of the division. Officers of the division shall meet as necessary to conduct the regular business of the division. At meetings of the officers, a quorum will consist of a simple majority and all votes will be by majority.

### 4) Officers of the Division

The officers of the division shall consist of a Chairman, a Vice-chairman, a Secretary and a Treasurer. If so elected, the offices of Secretary and Treasurer may be held by one person. The duties of the officers are as follows:

a) Chairman: The chairman shall preside at all meetings of the division and perform such other duties as usually pertain to that office and are not inconsistent with these by-laws. The chairman has the responsibility for filing with the secretary and the treasurer of the USFA the reports required to be filed by the rules of the USFA. The preparation of these reports may be delegated to the secretary and treasurer of the division.

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b) Vice-chairman: In the absence of the chairman, the vice-chairman shall preside at meetings and perform the duties of the chairman. The vice-chairman shall appoint the nominating committee members (as hereafter defined). The vice-chairman shall also perform any other duties as may be assigned by the chairman.

c) Secretary: The secretary shall conduct all official correspondence; keep a record of the meetings of the division; issue notices to members of all meetings (as needed) and perform such other duties as may be assigned by the chairman or the sectional or national bodies of the USFA.

d) Treasurer: The treasurer shall keep the accounts of the division; receive all monies, fees, dues, etc.; pay all bills approved by the executive committee and preserve all vouchers for such disbursements. The treasurer shall, at the annual meeting of the division, submit a report of the financial transactions of the preceding year. The treasurer shall keep all funds of the division in such account(s) as the executive committee may prescribe. Nominal disbursements may be made from a petty cash fund under such regulation and control as may be established by the executive committee. The treasurer shall perform such other duties as may be assigned by the chairman or other proper authority of the USFA.

#### 4) Policies and Procedures Manual:

A manual will be maintained for the purpose of providing direction for the ongoing operation of the division. The provisions of the manual shall not contradict either the USFA or Division By-Laws.

a) Additions and modifications to the manual may be proposed by any member of the division. Suggestions for changes shall be submitted to the Secretary of the division for inclusion in the next scheduled meeting of either the executive committee or the annual meeting – whichever comes first.

b) To take effect, changes to the manual must be approved by a majority vote of the executive committee (or the general membership at the annual meeting).

c) Unless special provision is voted at the time of the vote, changes to the manual will take effect at the beginning of the next fencing year.

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ELECTIONS:

1) Nominations: On or before April 1 of every even numbered year, the Nominating Committee (as hereafter defined) shall submit to the secretary the names of the candidates for the offices of Chairman, Vice-Chairman, Secretary, Treasurer (collectively the "Officers"), Congress Representative(s) and alternate representative(s) to the Congress as the Division may be entitled to pursuant to the rules of the USFA. On or before April 15<sup>th</sup>, the secretary shall notify the division members of the candidates proposed by the Nominating Committee. This notification shall be made by posting a list of the proposed candidates at all clubs belonging to the division. In odd numbered years, existing officers, and representatives are deemed to have been nominated for the same offices as they hold. Supplemental nominations for officers, Congress Representative(s) and alternate representative(s) may be made on written petition of not less than 15 members of the division eligible to vote, provided that such nomination shall only be effective if it is delivered to the secretary on or before May 15<sup>th</sup>.

2) The election of officers, Congress Representative(s) and alternate representatives to the Congress will be conducted at the annual meeting of the division. Candidates for office shall stand as individuals. If so nominated a candidate may stand for more than one office.

3) Voting Procedure: The casting of ballots may be done in person or by proxy. If not more than one nomination is made for any office, the secretary of the Division shall cast the unanimous ballot at the annual meeting for such candidate(s). If two or more nominations are made for any office, the candidate receiving the majority of the votes shall be declared the elected. If no candidate receives a majority, a run-off election shall be conducted between the two candidates who received the largest number of votes in the initial election. In the event of any tie for a position, the nominating committee shall vote to break the tie.

4) Eligibility to vote, as provided by the rules of the USFA, is granted to each member in good standing at any annual or divisional Special meeting. Each eligible member is entitled to cast one non-transferrable vote for each office on the ballot.

5) Terms of Office: All elected positions shall be for a term of one commencing on August 1 following the election.

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DIVISIONAL MEETINGS

1) Annual Meeting: An annual meeting of members of the division shall be held each year on or prior to June 30. Written notice of the date, time and place of the annual meeting will be posted at all clubs in the division not less than fifteen (15) days in advance of the meeting. The notice shall contain a statement as to any proposed amendments to the by-laws or policies and procedures to be voted on at the meeting; and a statement of any other matter requiring a vote of the membership. In election years, the names of the candidates for officers, Congress Representative(s) and alternate representative(s) to the Congress will also be posted for review.

2) Special meetings: Special division meetings may be called at any time and place by the chairman, or shall be called by the chairman upon the written request of not less than thirty (30) members of the division. All members shall be given at least seven (7) days prior written notice of all special meetings. The notice shall set forth the business to be transacted at the special meeting. If changes to the by-laws are involved, written notice must be given at least fifteen (15) days prior to the meeting.

3) Proxy: Every member of the division entitled to a vote at a meeting of members may authorize another person or persons to act for him by proxy, which must be signed by the member. Every proxy shall be revocable by the member executing it. Proxies must be delivered to the secretary prior to the beginning of the meeting. Proxy votes for the election of officers, Congress Representative(s) and alternative representative(s) to the Congress are non-transferrable, that is each proxy can be used to cast only one vote for each office on the ballot.

4) Vote by Members: Action of the members shall be authorized by a simple majority of votes cast at a meeting in person or by proxy. Each member is entitled to one vote as provided by the rules of the USFA. In voting for the election of officers, Congress Representative(s) and alternative representative(s) to the Congress, each eligible member is entitled to cast one non-transferrable vote for each office on the ballot.

5) Quorum: A quorum shall consist of not less than seven (7) members of the division present in person at a meeting, including at least three (3) executive committee members and at least one (1) officer. If the withdrawal of one or more members results in a loss of quorum, the meeting shall be adjourned at that time. Votes completed prior to the loss of quorum shall stand.

ARTICLE VIII

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NOMINATING COMMITTEE

As per Article V, Section 4(b), the Vice-chairman of the Division will appoint the Nominating Committee ("the committee"). The committee shall consist of three (3) division members not running for office, and shall elect among themselves a chairman. As per Article VI, Section 1, the committee shall be responsible for submitting the names of candidates for Division office and for the breaking of tie votes as put forth on Article VI, Section 2. The Nominating Committee shall be appointed in even numbered years and shall continue through the odd numbered year following.

ARTICLE IX

AMENDMENTS

Amendments to these by-laws are by majority vote of the membership and no amendment shall be made which is inconsistent with the rules of the USFA. Any member can propose an amendment(s) to the by-laws of the division by submission in writing to the secretary of the division. The executive committee shall then vote for acceptance or rejection as a proposed amendment. Proposed amendments shall then be put to a vote by members of the division.

ARTICLE X

ORDER AND PROCEDURE

Reference to *Robert's Rules of Order*, unless otherwise specified.

ARTICLE XI

LIABILITY

1) With USFA members: This Division shall have no liability to any third party for any debt or obligation of any member, nor shall any member have any liability to any third party for any debt or obligation of this Division or any other component of the USFA.

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2) With the USFA: This Division is an integral part of the USFA, a Colorado Nonprofit Corporation (in accordance with Section 501c(3) of the Internal Revenue Code) and, as an administrative unit of that corporation, its activities and affairs shall be managed, and its powers exercised, under the ultimate direction of the Board of Directors of the USFA. This Division is not an independent or autonomous legal entity.

LEGAL ACTION

This Division shall not file any lawsuit as a party plaintiff, hire legal counsel, file any response to any lawsuit, respond to any subpoena, or take any other legal action without the prior written approval of the Executive Director of the USFA. In the event that the Division is served with any summons, complaint, subpoena, injunction, or other form of legal process, the Division Officer receiving the legal process shall so notify USFA Headquarters within twenty-four (24) hours of such service.

GOVERNING LAW

This Division shall be governed by, and these by-laws shall be construed in accordance with, the laws of the State of Colorado, where the USFA is incorporated, regardless of where the Division is located.

ARTICLE XII

EFFECTIVE DATE

These by-laws shall become effective upon majority vote of the members of the Division at the time of the vote.