

**BYLAWS  
OF  
THE WESTERN PENNSYLVANIA DIVISION  
OF THE  
UNITED STATES FENCING ASSOCIATION**

---

*These Bylaws incorporate revisions from 1994, 2002 and 2003.*

*The Western Pennsylvania Division is incorporated as a Non-Profit.*

**Last Revised: June 21, 2015**

## Contents

<u>ARTICLE ONE - Division Name, Purpose, Jurisdiction, and Fiscal Responsibilities.....</u>	<u>3</u>
<u>Section 1 - Division Name and Jurisdiction.....</u>	<u>3</u>
<u>Section 2 - Purpose.....</u>	<u>3</u>
<u>Section 3 - Fiscal Responsibilities.....</u>	<u>4</u>
<u>ARTICLE TWO - Membership Policies.....</u>	<u>5</u>
<u>Section 1 - Membership Eligibility.....</u>	<u>5</u>
<u>Section 2 - Membership Classes.....</u>	<u>5</u>
<u>Section 3 - Membership Standing and Entitlements.....</u>	<u>5</u>
<u>Section 4 - Membership Voting Rights.....</u>	<u>5</u>
<u>ARTICLE THREE - Governance Procedures.....</u>	<u>6</u>
<u>Section 1 - Executive Committee Membership and Duties.....</u>	<u>6</u>
<u>Section 2 - Standing Committees.....</u>	<u>6</u>
<u>Section 3 - Section Directorship.....</u>	<u>7</u>
<u>Section 4 - Routine Meetings.....</u>	<u>7</u>
<u>Section 5 - Emergency Meetings.....</u>	<u>7</u>
<u>Section 6 - Disciplinary Actions regarding Executive Committee Members.....</u>	<u>8</u>
<u>Section 7 - Disciplinary Policy as Applied to Members of the Division.....</u>	<u>8</u>
<u>ARTICLE FOUR - Procedures Governing Meetings and Voting.....</u>	<u>9</u>
<u>Section 1 - Annual Meeting.....</u>	<u>9</u>
<u>Section 2 - Special Meetings.....</u>	<u>9</u>
<u>Section 3 - Election Procedures and Policies.....</u>	<u>9</u>
<u>Section 4 - Nominating Committee.....</u>	<u>10</u>
<u>Section 5 - Contested and Uncontested Elections.....</u>	<u>11</u>
<u>Section 6 - Certification of Incumbent Executive Committee Members.....</u>	<u>11</u>
<u>Section 7 - Resignation of Executive Committee Members.....</u>	<u>12</u>
<u>ARTICLE FIVE - Bylaw Amendments and Incorporations by Reference.....</u>	<u>13</u>
<u>Section 1 - Amendments.....</u>	<u>13</u>
<u>Section 2 - Authority of the US Fencing Association.....</u>	<u>13</u>
<u>Section 3 - Areas not Specifically Covered.....</u>	<u>13</u>

# **ARTICLE ONE - *Division Name, Purpose, Jurisdiction, and Fiscal Responsibilities***

## **Section 1 - *Division Name and Jurisdiction***

The Western Pennsylvania Division of the United States Fencing Association (“the Division”, “WPA”, “the WPD”, “WPD”) is a non-profit organization registered in the state of Pennsylvania, and is a duly chartered subordinate constituent body of the United States Fencing Association, Incorporated (“the USFA”, “USA Fencing”, “US Fencing”), subject to general supervision and control under the provisions in the USFA Bylaws and Operations Manual.

The Division's jurisdiction, wherein it is empowered to exercise its duties, shall be limited to 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.

## **Section 2 - *Purpose***

The purpose of the Division is both charitable and educational in nature. Specifically, the objectives of the

Division shall include (but are not strictly limited to):

- encouraging and developing awareness of the sport of fencing
- promoting, sponsoring, and managing local competitions
- promoting participation of local fencers in all local, sectional, regional, and national competitions sponsored by the USFA
- encouraging the development of local fencing-related officials (including but not limited to: referees, armorers, and bout committee personnel), and promoting development programs for such officials
- being responsible for all other purposes and objectives as required under the bylaws and charter of the USFA
- being in compliance with all local, state, and federal laws in the course of executing its duties

### **Section 3 - *Fiscal Responsibilities***

The fiscal year of the Division will coincide with that of the USFA.

All cheques, drafts or other orders for the payment of money, obligations, notes or other evidence of indebtedness, and all other contracts, conveyances and instruments signed or issued on behalf of the Division, shall require the endorsement of the Treasurer.

No loan shall be contracted by the Division, nor any of its assets pledged as collateral for any indebtedness, and no evidence of indebtedness or security instrument shall be issued, endorsed or accepted in the name of the Division unless the same has been authorized by no fewer than three (3) members of the Executive Committee, which must include the Treasurer.

All funds not otherwise committed shall be deposited from time to time to the Division's credit in account(s) held in such banks or other insured depositories as shall be determined by the Treasurer.

As a a non-profit organization registered in the state of Pennsylvania, the Division is expected to remain in compliance with all local, state, and federal laws with regard to this status, and shall endeavor to avoid undertaking any actions that would jeopardize that status.

## **ARTICLE TWO - *Membership Policies***

### **Section 1 - *Membership Eligibility***

Any person residing in the jurisdiction of the Division, or who represents a fencing club located within the same area, or who is a resident student at a school located within the Division's jurisdiction shall be eligible for membership.

Membership may not be denied to any individual on grounds of any characteristic or affiliation (including but not limited to age, race, gender, religious or ideological affiliation, sexual orientation, or national affiliation), except

- (I) no member of the Division may simultaneously be a member of any other division of the USFA, and
- (II) as required to comply with any and all rulings made by the USFA and/or any element of the local, state, and federal governmental systems.

### **Section 2 - *Membership Classes***

All classes of membership within the Division (and any changes made thereto) shall reflect, exactly and entirely, the classes of membership (and any changes made thereto) as established and defined by the USFA.

The amount and frequency of any and all dues or fees owed with regard to any and all classes of membership (and any changes made thereto) will be as they are determined by the USFA.

### **Section 3 - *Membership Standing and Entitlements***

A member in good standing is a member of the Division whose dues are paid and is not under disciplinary sanction from the USFA or any constituent body thereof, including the Division.

All members of the Division in good standing are entitled to exercise any and all of the privileges and rights reserved for their membership class, as they are established and defined by the USFA.

Likewise, members of the Division who wish to retain this good standing will be subject to any and all limitations and responsibilities applicable to their membership class, as they are established and defined by the USFA.

All rights and privileges of membership shall cease upon death, resignation, expulsion, suspension or failure to pay dues.

### **Section 4 - *Membership Voting Rights***

A Voting Member is a member of the Division who meets all of the voting member requirements established and defined by the USFA Bylaws.

Only those members of the Division who are in good standing and meet all of the voting member requirements established and defined by the USFA Bylaws shall be considered Voting Members entitled to vote with regard to any and all matters that may be decided by a vote of the members of the Division.

## **ARTICLE THREE - *Governance Procedures***

### **Section 1 - *Executive Committee Membership and Duties***

The management of the Division shall be vested in an Executive Committee, which shall hold a fiduciary relation with the Division and its membership. The Executive Committee shall be composed of the following primary members:

- a chairperson (“Chair”),
- a vice chairperson (“1st Vice Chair”),
- a co-vice chairperson (“2nd Vice Chair”),
- a secretary (“Secretary”), and
- a treasurer (“Treasurer”).

All members of the Executive Committee must be members of the Division in good standing as of the end of the membership year preceding the membership year in which they take office, and must maintain this membership in good standing during the entirety of their tenure.

All members of the Executive Committee, except in cases of dismissal or resignation, shall serve terms that will be two (2) years in duration, and shall be effective from August 01 following the member's election until July 31 following the second anniversary of the member's election. All members of the Executive Committee are eligible for re-election without term limits.

The Executive Committee shall consist of two classes. The first class shall include the Chair, 1st Vice Chair, and Treasurer, and shall be subject to election in odd years. The second class shall include the 2nd Vice Chair and Secretary, and shall be subject to election in even years.

The Chair, 1st Vice Chair, 2nd Vice Chair, Secretary, and Treasurer will be the only voting members of the Executive Committee. Votes cast by these members of the Executive Committee shall have equal weight in any and all matters requiring a vote. These members of the Executive Committee may not vote by proxy during their tenure.

Each member of the Executive Committee shall be granted only those powers and responsibilities described in these bylaws and/or any applicable supplements thereto, the USFA Operating Manual, and/or any applicable additional or supplementary documents published by the USFA.

### **Section 2 - *Standing Committees***

The Chair, or the Executive Committee acting as a whole, may create any standing committees as they deem proper.

All members of the standing committees and these additional committees must be members in good standing as of the end of the membership year preceding the year in which they take office, and maintain this membership in good standing during the entirety of their tenure.

Chairpersons for the standing committees and these additional committees will be appointed by the Chair. All members of the standing committees and these additional committees will hold a strictly advisory, non-voting position on the Executive Committee.

### **Section 3 – Section Directorship**

In accordance with the bylaws of the Mid-Atlantic Section, the Chair is a member of the Mid-Atlantic Executive Committee.

All other members of the Executive Committee shall hold a dual position of a potential additional director of the Mid-Atlantic Section. When warranted by the number of members in the division, the additional directors to the Mid-Atlantic Section will be appointed as follows:

- The 1st Vice Chair will be the first additional director.
- The Treasurer will be the second additional director.
- The 2nd Vice Chair will be the third additional director.
- The Secretary will be the fourth additional director.

If and when additional directors are required, they will be added to the ballot. These additional directors will hold a strictly advisory, non-voting position on the WPD Executive Committee.

### **Section 4 – Routine Meetings**

Routine meetings of the Executive Committee shall be held on a regular basis at such time and place as designated by the Chair.

Additional meetings of the Executive Committee must be called upon receipt by the Chair of a written request endorsed and signed by any three (3) or more members of the Executive Committee. All members of the Executive Committee must be provided notice of such meetings, and this notice must (I) include a duplicate of the original written request and (II) be provided no later than forty-eight (48) hours prior to the date of said meeting. All such meetings, with the potential exception of those held with regard to disciplinary actions, are to be open to all interested parties.

A quorum shall consist of sixty percent (60%) of the members of the Executive Committee or three (3) members, whichever is greater. A quorum shall be necessary to take any action at a meeting.

On failure of a quorum, those present shall have the power to adjourn to a given time and place, which must be selected to facilitate maximum attendance. Notice of such adjournment must be sent to all members of the Executive Committee immediately, or as soon as is practicable following said adjournment.

### **Section 5 – Emergency Meetings of the Executive Committee**

An emergency meeting of the Executive Committee may be held only in those cases where it is impractical or impossible to provide 48-hour prior notice of a meeting. All members of the Executive Committee must be provided notice of an emergency meeting immediately, or as soon as practicable. An emergency meeting may be conducted in person, by teleconference, or by e-mail. Any action requiring a vote will require a quorum to have participated to take effect. Such actions will be added to the minutes at the next regularly scheduled Executive Committee meeting.

## **Section 6 –Disciplinary Actions regarding Executive Committee Members**

Any member of the Executive Committee who fails to perform his or her duties or is suspected of a breach of fiduciary duty or other misconduct may be examined and, if necessary, dismissed from office. Such examination must adhere to the following guidelines:

1. Written notification of cause for examination must be provided to the entirety of the Executive Committee, including the member so charged.
2. At any meeting of this type a seventy-five percent (75%) quorum of the Executive Committee, excluding the member so charged, must be present in person.
3. The member so charged has the right to appear and present his or her argument against dismissal.
4. The member so charged has no vote for this meeting.
5. Three-quarters (75%) of the Executive Committee present at the hearing must vote in favor of dismissal before the member so charged can be dismissed.
6. Dismissal of the member so charged shall be effective immediately following certification of a vote affirming his or her dismissal.
7. Upon failure of a vote to dismiss, the member so charged shall be returned to good standing, and no subsequent resolution calling for the dismissal of the affected Executive Committee member that is predicated on the same acts, omissions, or events as the failed resolution may be considered.

Failure to attend three (3) consecutive meetings of the Executive Committee or three (3) meetings of the Division membership (including adjournments thereof) without excuse, just cause, or prior notice shall warrant a review by the Executive Committee for consideration of dismissal.

Following the dismissal of any member(s) of the Executive Committee, the remaining Executive Committee members will appoint individuals to fill all unexpired terms of office. Such appointments must be made no later than fourteen (14) days following the dismissal of the Executive Committee member(s) to be replaced, with all offices filled no later than thirty (30) days following the dismissal of said Executive Committee member(s).

## **Section 7 – Disciplinary Policy as Applied to Members of the Division**

Any and all motions regarding disciplinary action with regard to a member of the Division, up to and including those which may warrant suspension and/or revocation of membership, shall be referred to the Executive Committee for consideration and/or action thereupon.

Any and all appeals with regard to any decision or action by the Executive Committee will be referred to the Board of Directors of the USFA or their designated agent(s), for consideration and/or action thereupon, in accordance with the USFA bylaws and/or any applicable additional or supplementary documents published by the USFA.



## **ARTICLE FOUR - *Procedures Governing Meetings and Voting***

### **Section 1 - *Annual Meeting***

The annual meeting of the membership shall be conducted during the months of June or July at a time, date, and location designated by the Chair. In all cases, the annual meeting of the membership must be conducted no later than July 14 of the current year.

The purpose of this annual meeting will be to elect members of the Executive Committee, for the Division membership to hear and comment upon the reports of the members of the Executive Committee and additional committees, to propose the annual schedule of events, and to address any additional items of business as appropriate.

The time, date, and location of the annual meeting must be set to facilitate maximum attendance. Notice of the meeting must be delivered to the membership no later than thirty (30) days prior to the date of the meeting.

Additionally, this meeting may be held immediately before or after a fencing event, and may be held in the same venue as said fencing event.

### **Section 2 - *Special Meetings***

Special meetings of the membership must be called by the Chair upon receipt of a written request endorsed and signed by at least seven (7) Voting Members. The time, date, and location of such meetings will be determined by the Chair, and must be set to facilitate maximum attendance.

The Chair will deliver notice of any such meeting to all members of the Executive Committee and all Voting Members no later than seven (7) days in advance of the date of the meeting in question. Said notice must include a duplicate of the original written request and a detailed written summary of each item of business to be addressed during said meeting.

No additional business may be transacted at said meeting.

### **Section 3 - *Voting Procedures and Policies***

All voting to be conducted with regard to the election of members of the Executive Committee shall be conducted by means of secret ballot. All voting to be conducted with regard to other business to be addressed at any annual or special meeting of the membership may be conducted by means or either open polling or secret ballot, as deemed appropriate by the membership. Each ballot shall entitle each Voting Member to a single vote.

Each election shall have a tabulation of its ballots conducted by an independent committee. This committee shall have a final tabulation completed and certified no later than July 15 of the current year. This tabulation will determine the election of the members of the Executive Committee.

Any Voting Member may cast a vote at annual meetings of the Division's membership in person or by proxy.

The following rules govern the validation and exercise of written proxy appointments at any meeting at which Voting Members are entitled to vote:

1. No person may act as a proxy who is not a Voting Member.
2. No appointment of a proxy shall be valid unless
  - the person appointing the proxy would be eligible to vote if present in person,
  - the appointment is given in writing, is signed and dated by the member appointing the proxy, and is physically present at the meeting, and
  - the writing names the person being appointed as proxy.
3. The appointment of a proxy shall be construed as granting to the proxy the authority to vote on any and all matters that may come before the Division's membership at the meeting, unless the writing appointing the proxy contains specific instructions regarding the exercise of the appointing member's vote, which case those instructions shall be honored.
4. Unless the writing appointing a proxy specifies a date on which it expires, appointments shall be assumed valid only for the meeting of the Division's membership immediately following the date of the appointment and for any and all adjournments thereof.
5. The appointment of a proxy shall be deemed withdrawn by the presence of the appointing member or by the presentation of a valid appointment bearing a later date.

If and when deemed feasible and appropriate by no fewer than three (3) members of the Executive Committee, electronic means of submitting a vote with regard to any annual or special meeting of the membership, including the use of telephonic and Internet-based services, may be employed in addition to, but not wholly in place of, a written ballot or proxy. However, such services must be demonstrated to be able to generally adhere to the same guidelines as set forth for written ballots and proxies, and instructions on how to access and utilize any such services must be accompanied by the means to submit a written ballot and proxy, and vice versa.

A quorum consisting of both

- (I) sixty percent (60%) or three (3) members of the Executive Committee (whichever is greater), who must be present in person, and
- (II) a total of seven (7) or more Voting Members, represented in person or by proxy, shall be required to transact business at annual or special meetings of the membership.

A majority vote by this quorum shall be considered binding on the Executive Committee, and will determine the final outcome of any and all votes conducted at the meeting.

On failure of a quorum those present shall have the power to adjourn to a given time and place, selected to facilitate maximum attendance. Notice of such adjournment must be sent to all members of the Executive Committee and all Voting Members immediately, or as soon as is practicable following said adjournment.

#### ***Section 4 – Nominating Committee***

For each annual meeting of the membership, a “Nominating Committee” composed of Voting Members of the Division designated by the Chair and approved by a quorum of the Executive Committee shall place in nomination for each Executive Committee position and each USFA

representative, as based on division membership, one (1) or more members in good standing. Notification of nominations will be given to the Division. These nominations will be placed on a ballot along with a blank space for each office for one or more write-in candidates.

The Nominating Committee, together with the Executive Committee, will be responsible for ensuring that notification of the annual meeting of the membership, and any and all related notifications and voting materials, are distributed to all of the Voting Members.

### ***Section 5 – Contested and Uncontested Elections***

In an uncontested election (that is, an election where the only nominees are those recommended by the Nominating Committee), nominees for each Executive Committee position shall be considered elected upon receipt of votes in favor of their election representing of a majority of those in attendance, present in person or represented by proxy.

In the event of a contested election (that is, an election where the the number of nominees for a given office exceeds the number of positions to be filled) the nominee receiving the greatest number of votes shall be declared the winner, provided that if there is a tie or no nominee receives at least thirty-five percent (35%) of the votes cast, there shall be a runoff election between the two candidates who receive the greatest number of votes.

### ***Section 6 – Certification of Incumbent Executive Committee Members***

Any incumbent member of the Executive Committee in an uncontested election who receives a greater number of votes “against” or “withheld” from his or her election than votes in favor of such election (a “Majority Against/Withheld Vote”) shall promptly offer his or her resignation following certification of the vote. The Nominating Committee will promptly consider the offered resignation and will recommend to the Executive Committee whether to accept the tendered resignation or to take some other action, such as rejecting the offered resignation and addressing the apparent underlying causes of the negative or “withheld” votes.

In making this recommendation, the Nominating Committee will consider all factors deemed relevant by its members including, without limitation, the underlying reasons why Voting Members “withheld” votes or voted negatively with regard to the election from such Executive Committee member (if ascertainable), the length of service and qualifications of the Executive Committee member whose resignation has been offered, the Executive Committee member's contributions to the Division, and whether or not accepting the resignation is in the best interests of the Division and its membership.

The Executive Committee will act on the Nominating Committee's recommendation no later than at its first regularly scheduled meeting following certification of the vote, but in any case, no later than fourteen (14) days following the certification of the vote. In considering the Nominating Committee's recommendation, the Executive Committee will consider the factors considered by the Nominating Committee and such additional information and factors the Executive Committee believes to be relevant. The Division will publicly disclose the Executive Committee's decision and process no later than fourteen (14) days following the certification of the vote.

### **Section 7 - *Resignation of Executive Committee Members***

Following the resignation of any member(s) of the Executive Committee, the remaining Executive Committee members will appoint individuals to fill all empty offices. Such appointments must be made no later than fourteen (14) days following the resignation of the Executive Committee member(s) to be replaced, with all offices filled no later than thirty (30) days following the resignation of the Executive Committee member(s) to be replaced.

## **ARTICLE FIVE - *Bylaw Amendments and Incorporations by Reference***

### **Section 1 - *Amendments***

These bylaws may be amended at any annual membership meeting or special membership meeting called for that purpose, with approval of any such amendment(s) requiring the affirmative vote of a two-thirds supermajority of those in attendance, present in person or represented by proxy.

Notice of the proposed amendments shall be provided to all Voting Members at least thirty (30) days in advance of such meeting. Unless otherwise specified, amendments to these bylaws will take effect on the first of either

- (I) August 01 following the date of the meeting or
- (II) thirty (30) days after passage of any proposed amendments.

A copy of the Division's bylaws will be retained by the USFA National Office. The Division shall submit bylaw revisions to the USFA National Office within ninety (90) days of the revision.

### **Section 2 - *Authority of the USA Fencing Association***

All other bylaws, regulations and matter of policy concerning the conduct of competition shall be as set forth in the applicable documents published by the USFA (including but not limited to the USFA Rules Book, the USFA Athlete's Handbook, USFA Operations Manual, USFA Bylaws, any applicable additional or supplementary documents published by the USFA, and any changes made thereto) and are hereby incorporated as part of these bylaws without action by the Executive Committee or members of the Division.

### **Section 3 - *Areas not Specifically Covered***

Any specific action not covered by these bylaws will be governed by (I) the bylaws of the USFA, (II) all applicable local, state, and federal laws, and (III) Robert's Rules of Order (Newly Revised).