

**BY LAWS OF INDIANA DIVISION**  
**United States Fencing Association**  
**August 10, 2013**

**ARTICLE I**

The name of this organization shall be the Indiana Division, US Fencing, (sometimes hereinafter called “the Division”). The Division is the successor to an Indiana unincorporated non profit association known as the Indiana Division, US Fencing. The Division shall be governed by these By Laws.

**ARTICLE II CHARTER**

The Division has operated as a quasi-administrative unit of the United States Fencing Association (US Fencing) under a charter originally granted to the Division by the Amateur Fencers League of America, the predecessor of US Fencing. The Division is voluntarily subject to the Constitution and Bylaws of US Fencing governing the operations of Divisions of US Fencing. The geographic boundaries of the Division are defined as the area within the state limits of Indiana, and such other areas as may be assigned by US Fencing and approved by the Board of Directors of the Division.

**ARTICLE III PURPOSE**

- A) The Division is organized exclusively for civic, charitable, educational, literary, recreational and scientific purposes, including, for such purposes and subject to the restrictions and limitations set forth herein, to receive and maintain a fund or funds of real or personal property, or both, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for civic, charitable, recreational, scientific, literary, or educational purposes.
- B) The purpose of the Division shall be to promote, foster, encourage, and perpetuate the sport of fencing on all levels, in accordance with US Fencing standards, and to conduct amateur tournaments, qualifying events, and Divisional Championships for US Fencing, to educate the public regarding the recreational aspects of fencing, to support the United States’ Olympic efforts in the sport of fencing, to provide a recreational opportunity for persons in the Indiana region in the sport of fencing, and to provide an organization for the membership of the Indiana Division, US Fencing.

**ARTICLE IV MEMBERSHIP**

All persons who are in any member category of US Fencing are entitled to membership in the Division provided that one or more of the following apply:

The person shall be entitled under the Rules and Operations Manual of US Fencing to be a member of the Indiana Division, and shall have registered as a member of the Division with US Fencing, or;

The person is a member of US Fencing, and determines to join the Division, whether previously a member of another Division of US Fencing or not, and is entitled to join the Division under the Rules and/or Operations Manual of US Fencing.

**ARTICLE V BOARD OF DIRECTORS**

The Board of Directors shall be composed of such persons elected by the membership of the Division, and shall include the Officers of the Division, and the other persons elected to the Board of Directors. The number of members of the Board of Directors, including officers, shall not exceed eleven (11), or be less than three (3). All members of the Board of Directors must be members in good standing of US Fencing.

**ARTICLE VI MEETINGS**

- A) Board of Directors: The Board of Directors shall meet from time to time, as determined necessary by the officers of the Division. Any officer may request that a meeting be called, and a quorum shall consist of at least two (2) officers of the

Division present at such meeting. Notice of such meeting shall be given at least three (3) days prior to the date of the meeting, and such notice may be given by ordinary mail, electronic mail, social media or by telephone to any member of the Board of Directors. Any member of the Division shall be entitled to attend such meeting, although notice of such meeting shall not have to be provided to the membership. Members of the Division shall not have a formal vote at such a meeting.

- B) Members: There shall be at least one member meeting per year. Such meeting shall be the date of the last tournament sponsored by the Division within the fencing year, and at such meeting, the members present in person shall vote for the officers of the Division for the next fencing year, and Board of Directors members. Notice of such meeting and election shall be given not less than 15 days prior to the date of the meeting, and such notice may be provided by regular mail, electronic mail, telephone, by social media, by posting notices in any local fencing clubs within the Division, by notice provided at prior tournaments during the fencing year, or by information contained in the web page for the Division on the Internet. Any member desiring to bring any matter to the attention of the Board of Directors may request that an officer of the Division call a meeting for such purpose, although it shall be solely at the discretion of the officers to hold such a meeting.

#### **ARTICLE VII OFFICERS AND THEIR DUTIES**

- A) The Chair of the Division shall preside at all meetings of the Division. The Chair shall determine those actions that need to be taken in the best interests of the Division, and shall perform such duties as the Board of Directors may assign to the position. The Chair of the Division with the Secretary and/or Treasurer of the Division shall file reports, as required, to USFA, results of tournaments, rating changes, and other reports as might be required for information to Division membership or USFA.
- B) The Vice Chair of the Division shall assume the duties of the Chair in the Chair's absence. If there is a vacancy in the Chair prior to the next election of officers, the Vice Chair shall assume the duties of the Chair. The Vice Chair shall perform such duties as the Board of Directors may assign to the position.
- C) The Secretary of the Division shall be the custodian of all non monetary tournament records of the Division, and shall report tournament results, and other matters so required, to US Fencing. The Secretary shall be responsible for providing notices of meetings and tournaments to members of the Division and US Fencing, and shall take and maintain minutes of meetings of the Division.
- D) The Treasurer of the Division shall perform the usual duties of a Treasurer, including the collection of entry fees at tournaments, the collection and payment of member dues to US Fencing, when necessary, the reporting of financial information to US Fencing, when required, and the maintenance of the financial records of the Division.
- E) The At Large Board Member is a full voting member of the board. The purpose of the At Large Board Member is to provide a voice for different areas of the Indiana Division.
- F) *All* officers of the Indiana Division are under a fiduciary duty to conduct the activities and affairs of the organization in the best interests of the division, including the safekeeping and use of all division monies and assets for the benefit of the Indiana Division. The officers shall discharge this duty in good faith, with the care an ordinarily prudent individual in a like position would exercise under similar circumstances. The positions of Secretary and Treasurer may be combined, if necessary, into one position of Secretary Treasurer.

In the event there is a vacancy in any officer position, or other vacancy on the Board of Directors, the Board of Directors may either fill such vacancy by way of appointment, or determine to leave the position vacant until the next election of officers. All officers of the Division must be members of US Fencing.

#### **ARTICLE VIII COMMITTEES**

In addition to any committee provided for herein, the Board of Directors, by majority vote, may determine to create committees within the Division. The Chair shall determine the persons to appoint as chairs of all committees.

## **ARTICLE IX NOMINATIONS, ELECTIONS AND TERMS OF OFFICERS AND BOARD OF DIRECTORS**

The election of officers and Board of Directors shall take place at the final tournament of the fencing year sponsored by the Division. Such persons shall be elected by majority vote of the members present and voting in person. Notice of the final tournament of the year shall be posted in clubs within the Division, on social media or on the Division website, at least 60 days prior to the date that such tournament commences. Any references to a nominating committee are henceforth void. The Division officers shall not create or endorse an official slate. Any member meeting the qualifications is free to run for office without bias from the administration. This comes from Article IX.

In the event of a tie for the election of any officer or Board of Directors member, those persons in the tie shall be contacted by the Chair, or Vice Chair, if the tie involves the position of Chair, and if one voluntarily agrees to be removed from contention, the other shall be elected. However, if none of the persons involved in the tie agree to be removed from contention, then the Chair of the prior year shall break the tie.

At Large Members shall be voted in at the annual election. They will each be elected by a majority approval vote of the general membership. In the event that more than 7 eligible people seek to be an At Large Board Member, a preliminary vote will be cast to determine seven candidates. The seven will then be elected by majority approval. No more than one At Large Member shall be selected per club or area.

The term of the officers and Board of Directors shall begin at the beginning of the new fencing year, August 1<sup>st</sup>, and shall continue until their successors are duly qualified and elected.

## **ARTICLE X REMOVAL OF OFFICERS OR OTHER DIRECTORS, OR MEMBERS**

- A) An officer or other Director may be removed from office for failure to perform the duties of the position by a two-thirds vote of all members of the Board of Directors. Such person shall have the right to defend his/her position at a meeting of the Board of Directors before such removal, if he or she so desires.
- B) Any member of the Division shall be removed if they are no longer eligible for membership in US Fencing for any reason.

## **ARTICLE XI VOTING**

The election of officers and other members of the Board of Directors shall be by voice ballot. Unless otherwise stated, a majority vote of all present and eligible to vote at any member meeting, Board of Directors meeting, or committee meeting shall be sufficient to determine any matter. Any member of the Board of Directors not present at a meeting of the Directors may vote by proxy on any issue to come before the meeting by advising one or more of the officers or Board of Directors members of his/her vote on a particular matter. The Chairman has the right to request written confirmation of any proxy before, during, or after any proxy vote.

## **ARTICLE XII DUES**

There shall be no dues charged by the Division to its members, other than the share of the dues paid to US Fencing that are thereafter remitted to the Division.

## **ARTICLE XIII FISCAL YEAR**

Unless otherwise required by US Fencing, or by any governmental agency or authority, or by vote of the Board of Directors, the fiscal year of the Division shall be August 1 to July 31 of the year following.

## **ARTICLE XIV AMENDMENTS**

These By Laws may be amended or rescinded at any time by an affirmative vote of a majority of all of the members of the Board of Directors.

- A) In the event that the USA Fencing (formerly known as the USFA) folds, is disenfranchised, or is otherwise dissolved, the Indiana Division reserves the right to preserve its assets and not surrender them to any parent organization. Assets include: money, financial products such as stocks or mutual funds, and physical items including equipment and computers. The Indiana Division may vote to (1) keep all assets in place and continue to operate normally or (2) vote to divide the assets equally amongst the Indiana Division registered clubs. The vote will be decided by a majority of a quorum of the general membership.
- B) Current Constitution, bylaws, operations manual, and or other governing documents will be made available to all Division members upon any reasonable request.
- C) The Divisional Board shall prepare the fencing schedule and shall determine, in accordance with the rules and policies of the USFA, the conditions and restrictions governing the qualifications for, entry into, and conduct of all competitions under its jurisdiction.

#### **ARTICLE XV INDEMNIFICATION**

Upon request, the Division shall indemnify any officer or Director for any loss they may suffer or incur as a result of actions taken by them, in good faith, on behalf of the Division, and for which indemnification is not prohibited by law.