

NORTH TEXAS DIVISION United States Fencing Association



BYLAWS

Green Underlined words are defined in the Glossary at the end of this document.

As amended by the North Texas Division Council during the Annual Meeting on June 2, 2012.

ARTICLE I **Authority and Title**

a. Authority. These Division Administrative Bylaws are promulgated under the authority of the Bylaws of United States Fencing (USFA), and by its Board of Directors relating to Division administration.

b. Division Title. This Division shall be designated as set the North Texas Division and referred herein as the "Division."

ARTICLE II **Mission and Purpose**

The mission of this Division is to enhance the quality and performance of the sport of fencing and expand the network of Members and Member Clubs of US Fencing within the boundaries of this Division, thereby offering greater numbers of people the opportunity to benefit from US Fencing program by focusing on the goals and purposes of this organization as specified by Article II of the Bylaws of US Fencing.

In order to carry out the Mission, the voting Officers of this Division are empowered to manage US Fencing programs and activities within this Division, and to act as stewards of US Fencing's assets for this Division. Using such powers and assets, this Division shall:

- Coordinate tournaments for, but not limited to, qualifying purposes as set forth by US Fencing.
- Encourage and assist in the training of Referees and Tournament Coordinators;
- Develop a close relationship between Members, Member Clubs, the Section, other USFA Divisions within the Section, and US Fencing;
- Promote interest in, and extend the benefits of, membership in US Fencing;
- Encourage the formation and growth of USFA Member Clubs;
- Encourage programs and projects that will increase community awareness of US Fencing programs and meet the needs of the Division.

ARTICLE III **Policy**

This Division shall not adopt any policy in conflict with any policy of US Fencing, and its actions shall be consistent with the purposes and ideals of US Fencing. These Administrative Bylaws shall

be deemed automatically modified and amended so that they shall at no time be in conflict or inconsistent with the Articles of Incorporation, [Bylaws](#) or policies established by the [Board of Directors](#) of US Fencing, as they now exist or hereafter may be changed or amended.

ARTICLE IV Membership

Membership in this [Division](#) shall be in accordance with the [Bylaws](#) of US Fencing. "Membership," and "[Members](#)," as used herein shall refer to USFA member [clubs](#) and/or persons.

ARTICLE V Liability

(a) With US Fencing 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 US Fencing.

(b) With US Fencing. This [Division](#) is an integral part of US Fencing, a Colorado [Nonprofit](#) Corporation 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 US Fencing. This Division is not an independent or autonomous legal entity.

ARTICLE VI Boundaries

The geographic boundaries of this [Division](#) shall be as set forth and approved by the [Board of Directors](#) of US Fencing.

ARTICLE VII Officers

(a) Division Officers. The Officers of this Division shall be a Division Chairperson, a Division Vice Chairperson, a Division Secretary, a Division Treasurer, and the Immediate Past Division Chairperson. In addition to these Officers, the Division may have such other Chairpersons as the Division Executive Committee may from time to time provide.

(b) Elective Officers. The elective [Officers](#) of this Division shall be the Division Chairperson, the Division Vice Chairperson, the Division Secretary, and the Division Treasurer. The election of Officers shall take place at the [Annual Meeting](#) of the [Division Council](#). The report of the [Division Nominating Committee](#) shall be submitted in writing to all members of the Division Council at least two (2) weeks prior to the election meeting. Nominations may also be made from the floor by any member of the Division Council. All elections shall be by secret ballot, unless a secret ballot is dispensed with by unanimous vote. A majority of the votes cast is necessary for an election.

(c) Other Elected Positions. Each [Club](#) active in the [Division](#) shall be allowed to elect or appoint one member to the [Executive Committee](#), in addition to any elected Division [Officer](#), who shall be empowered with representation of that Club through voting privileges at Executive Committee meetings. Executive Committee Members must be members of the Club they are representing and

voting members of US Fencing. The name of the person each Club selects shall be presented at the [Annual meeting](#) of the North Texas Division for approval by the [Division Council](#). In the event the Division Council does not approve of the name submitted, the Club will be asked to submit a second choice name to the Executive Committee not later than 10 working days after the Annual meeting. Additional nominations may be made from the floor at the time of the Annual meeting. *(The Immediate Past Division Chairperson is a nonvoting member of the [Executive Committee](#).)*

(d) [Chair Positions](#). Additional Chairpersons may be required for the operation of this [Division](#) from time to time. These positions serve at the will of the Division Chairperson subject to the approval of the Division Executive Committee. These positions are nonvoting staff members of the Executive Committee serving in an advisory capacity. The Division Chairperson and/or the Executive Committee shall decide which, if any, of these positions shall be filled. The following positions are filled for one (1) year terms to begin upon assignment and continue to the following July 30, midnight:

1. **Public Relations Chairperson.** The Public Relations Chairperson serves under the direction of the Division Chairperson and is responsible for the development and administration of a public relations program that will provide improved understanding by individual members of Clubs and the public of the opportunities available for personal development in US Fencing programs.
2. **Web and Calendar Chairperson.** The Web and Calendar Chairperson serves under the Direction of the Division Chairperson and is responsible for maintaining the web site for the North Texas Division and the North Texas Division Calendar which includes links to other web sites.
3. **Bout Committee Chairperson.** The Bout Committee Chairperson serves under the direction of the Division Chairperson and is responsible for promoting programs of supervised and qualified instruction with approved and trained coaches and teachers in the art and sport of fencing; to establish and promote a Division wide program of fencing competitions; and to establish and promote the growth of fencing clubs and salles d'armes throughout the Division.
4. **Equipment Chairperson.** The Equipment Chairperson serves under the direction of the Division Chairperson and is responsible for the maintenance and inventory of the Division equipment; assisting member Club development through the use of Division equipment; and assisting member Clubs in hosting fencing events through the use of Division equipment.
5. **Division Armorer.** The Division Armorer serves under the direction of the Division Chairperson and is responsible for the logistical support to Division events; training Club Armorers in weapons repair and maintenance; testing and

approving fencers' equipment prior to Division competitions; and may assist in fencers' weapon repair at the expense of the individual fencer.

6. **Operations Support Chairperson.** The Operation Support Chairperson serves under the direction of the Division Chairperson and is responsible for ensuring Directors have the supplies and materials necessary for Division competitions; procurement of food for Directors, Bout Committee and other tournament officials; and ensuring Directors for events are available for perfunctory and punctual bouts.

(e) Qualifications. All elected Division Officers must be individual members of this Division and must be in good standing with US Fencing under the Bylaws of US Fencing. Only voting members may hold an elective office. No person may take or hold a position as an elected Division Officer while simultaneously serving on the Board of Directors of US Fencing in accordance with the Bylaws of US Fencing.

(f) Term of Office. The terms of all Division Officers shall commence at 12:01 am on the first day of US Fencing membership year and end on midnight of the last day of that same membership year.

(g) Vacancies. A vacancy in any elective Office shall be filled by the Division Executive Committee based upon the recommendation of the Division Chairperson, or upon recommendation of the highest elected Division Officer if the vacancy is in the office of Division Chairperson. Such appointment shall become effective immediately and will run until the next succeeding Division Council meeting at which time such appointment shall be confirmed or another individual member elected to the Office. The Immediate Past Division Chairperson may act as interim Chairperson until the vacancy is filled. If the office of Immediate Past Division Chairperson is vacated for any reason, it shall stay vacant for the remainder of the term.

(h) Resignation or Removal. Any Officer may resign at any time, provided that any resignation must be in writing, and will be effective on delivery to the Division Secretary or the Division Chairperson, unless the resignation provides for a later effective date. Any member of the Division Executive Committee may be removed from Office by a two-thirds vote of those voting members present at a Special Meeting of the Division Council. Any appointed Officer may be removed from office at the Division Chairperson's discretion by the Division Chairperson. Such removal of an appointed Officer shall become effective immediately; appointment of a replacement shall be made by the same procedure as the original appointment. The members of the Division Executive Committee are responsible to the Board of Directors of US Fencing, and may be removed at any time by that Board if it finds it to be in the best interests of US Fencing or its Members to do so.

(i) Compensation. No Division Officer shall receive a salary or other compensation in their capacity as a Division Officer, except a return for expenses incurred for the benefit of the organization and only to the extent provided for in the adopted Division budget.

ARTICLE VIII

Duties of Officers

(a) In General. The Division Officers shall have such obligations, responsibilities, and duties as may be set forth in policies and procedures prescribed from time to time by the Board of Directors or in the Articles of Incorporation or Bylaws of US Fencing, in these Administrative Bylaws, or in standing rules or policies adopted by the Division Council of this Division. The authority delegated by the Board of Directors of US Fencing to Division Officers to act as stewards of US Fencing's resources in the Division is subject at all times to the ultimate direction of the Board.

(b) Division Chairperson. The Division Chairperson shall make reports to, and receive guidance from, the Division Council in matters pertaining to Division organization, programs, and procedures, but the Division Chairperson shall be ultimately responsible to the Board of Directors of US Fencing in the exercise of his or her powers and duties. The Division Chairperson shall uphold and promote the purposes of US Fencing in the Division. As the representative of US Fencing, the Division Chairperson, personally and through the Division Vice Chairperson, shall carry out the programs approved by the Board of Directors and the Division Council. The Division Chairperson presides at all meetings of the Division Council and the Division Executive Committee; fills such appointive offices as are provided for in these Administrative Bylaws, subject to the approval of the Division Executive Committee; authorizes withdrawals of Division funds, in the manner and to the extent provided in Article XII of these Administrative Bylaws; and must approve all withdrawals chargeable to the Division on the books of US Fencing. By the published deadlines, the Division Chairperson shall ensure the submission to the Board of Directors of US Fencing any reports that may be required by the Board of Directors. The Division Chairperson shall provide to each voting Member in this Division, copies of the adopted budget, the report of the Audit Committee, and such other reports as the Board of Directors of US Fencing from time to time may require. The Division Chairperson shall serve as a full voting member of the Division Executive Committee.

(c) Division Vice Chairperson. The Division Vice Chairperson is the second ranking member of the Division Executive Committee, and presides over that body and the Division Council in the absence of the Division Chairperson. The Division Vice Chairperson has the responsibility for: preparing and conducting Division Qualifying events; promoting Division-wide fencing events which includes obtaining qualified referees for Division co-sponsored events; formulating of specific recognition programs; promoting an increase in individual membership and retaining members in the Division; the recruitment and training of committee members to promote fencing throughout the Division. The Vice Chairperson shall serve as a full voting member of the Division Executive Committee.

(d) Division Secretary. The Division Secretary shall have custody of this Division's Administrative Bylaws and all other records and documents of this Division; shall keep the minutes of the meetings of the Division Executive Committee; and shall transmit the same to the successor. The Division Secretary shall have charge of all Division correspondence, and shall perform such other duties as may be prescribed by the Division Chairperson or Division Council. In addition, and subject to review by the Executive Committee upon the petition of any aggrieved party, the Secretary shall make all initial decisions regarding questions of membership status, rights and privileges; qualification to fence in competitions sanctioned by the Division; and issues of representation of Members. The Division Secretary shall serve as a full voting member of the Division Executive Committee.

(e) Division Treasurer. The Division Treasurer shall have charge of all funds and other personal property of the Division and shall transmit the accounts and all undistributed funds to the successor. The Division Treasurer shall disburse all funds upon order of the Division Chairperson,

as provided herein, and shall perform such other duties as may be prescribed by the Division Chairperson. The Division Treasurer shall assist the Division Chairperson or the Division Chairperson's designee in the formulation of proposed budgets for consideration and review by the [Division Executive Committee](#). The Division Treasurer shall serve as a full [voting member](#) of the Division Executive Committee.

(f) [Immediate Past Division Chairperson](#). The Immediate Past Division Chairperson is responsible for providing guidance and historical knowledge to the [Executive Committee](#) thereby preserving continuity from term to term. The Immediate Past Division Chairperson shall serve as a nonvoting member of the Division Executive Committee.

ARTICLE IX

Division Council

(a) [Composition](#). The [Division Council](#) shall consist of the [Division Executive Committee](#), as defined in Article XI(a) hereof, and the [voting members](#) in the [Division](#) as established in the [Bylaws](#) of US Fencing. These shall be the only voting members of the Division Council, and references made in these Administrative Bylaws to "members of the Division Council" shall mean only voting members.

(b) [Authority](#). The [Division Council](#) shall operate with powers delegated to the Division Council by the [Board of Directors](#) of US Fencing, and is subject at all times to the ultimate direction of the Board of Directors and the [Articles of Incorporation](#), [Bylaws](#), policies, and decisions of US Fencing, and these [Administrative Bylaws](#). The Division Council shall serve as the administrative governing body of the [Division](#), shall conduct all business of the Division, shall assume responsibility for the payment of all debts incurred in the presentation of Division Council meetings and other Division functions, and shall not assess or impose any financial obligation on any [Member](#). (Members of this Division are responsible for their own individual competition fees, clinic fees, camp fees, and other fees or costs incurred as the result of their participation in related activities.)

ARTICLE X

Council Meetings, Quorum, Proxies, and Voting

(a) [Annual Meeting](#). The [Division Council](#) shall hold at least one (1) regular meeting during each year, with the schedule of such meeting to be fixed by the [Executive Committee](#) at least three (3) weeks prior to the due date on US Fencing Annual Division Reporting form, with notification to all members at least two (2) weeks prior to the meeting date. This required meeting shall be called the "Annual Meeting."

(b) [Special Meetings](#). Special meetings of the Division Council may be called by the Division Chairperson, a majority of the Division Executive Committee, or not less than one-fourth of the members of the Division Council. Notice thereof shall be sent via mail (electronically or postal) to all Division Council members or posted on a public Division forum at least two (2) weeks prior to the date of such meeting, and shall set forth the purpose for which such meeting is called, but any business otherwise valid may be transacted at the meeting.

(c) [Quorum](#).

- 1. Division Council Meetings. Ten percent (10%) of the [voting members](#) of the [Division](#)

Members, or their proxies as authorized by subparagraph (c) hereof, shall constitute a quorum for all Division Council meetings. In the event any business is transacted at any Division Council meeting at which a quorum is not present, the action shall be deemed as valid as if a quorum were present if it thereafter is expressly approved in writing by the affirmative vote of a majority of the Members in the Division on the basis of one (1) vote per Member.

2. Executive Committee Meetings. Seven (7) members of the Division Executive Committee shall constitute a quorum. This quorum may be accomplished by Executive Committee Members' voting by mail (electronic or postal). The results of mail votes shall be recorded in the Division Secretary's minutes of the Executive Committee Meeting. Hard copies of the mail votes and any discussion via mail (electronic or postal) shall be retained by the Division Secretary for at least one month.

(d) Proxies. Any voting member may designate, in writing, any other voting member of the Division Council to act as proxy for him or her at any Division Council meeting. The written and signed proxy must be presented at the meeting in which the designee will vote the proxy.

(e) Voting. Each member of the Division Council in attendance at a Council meeting, or his or her proxy as authorized by subparagraph (d) hereof, is entitled to one (1) vote. Any voting member who carries the proxies of others is entitled to as many votes as they have proxies plus their one vote. Any specific question or matter which might be passed at a Special Meeting of the Division Council may be submitted to a vote by mail upon recommendation of the Executive Committee. Members of the Executive Committee may vote by mail as established in these Bylaws.

ARTICLE XI **Committees**

(a) Division Executive Committee. The Division Chairperson, Division Vice Chairperson, Division Secretary, Division Treasurer, the Immediate Past Division Chairperson, and one representative from each Club, as elected in accordance with Article VII, Sect. (d) of these Bylaws, shall be the Division Executive Committee, which shall have all functions and powers of the Division Council except such powers as may be reserved by the Division Council to itself; subject at all times to the general direction and approval of the Division Council. Seven (7) members of the Division Executive Committee shall constitute a quorum. This Committee shall prepare a budget covering estimated receipts and expenditures for the ensuing year, and develop a calendar of tournaments and other events. The proposed budget and calendar shall be made available to all members of the Division. The Division Executive Committee shall have such other duties as are delegated to it by the Division Council. Decisions of the Division Executive Committee may, from time to time, require a vote. Committee members may vote by mail or telephone. The results of all voting shall be made available to each member of the Division Executive Committee as soon as feasible after all votes have been received and tabulated.

(b) Division Nominating Committee. The Division Chairperson shall appoint a Division Nominating Committee at least thirty (30) days prior to the Annual Meeting of the Division Council, which shall consist of no fewer than three (3) members of the Division Council. The Committee shall operate under the procedural rules adopted by US Fencing Board of Directors for the selection of candidates for the elective Division Offices and shall submit its report in writing to all members of the Division Council at least two (2) weeks prior to the Annual Meeting.

(c) Audit Committee. Each year the Division Chairperson shall appoint an Audit Committee consisting of at least three (3) individual members who are not members of the Executive Committee. The report of this Committee shall be provided to the Division Council within thirty (30) days after the close of the audit.

(d) Other Committees. Other Committees may be appointed from time to time as may be deemed advisable by the Division Chairperson or the Executive Committee.

ARTICLE XII

Finances and Records

(a) Finances. The conduct of this Division's financial affairs shall be subject to policies established by US Fencing Board of Directors from time to time. Payments of Division expenses shall be made only for expense items benefiting the Division and consistent with the purposes and policies of US Fencing. All disbursements of Division funds shall be subject to the approval of the Division Council and shall be in accordance with the Division budget unless otherwise approved by US Fencing Board of Directors.

(b) Records. The outgoing Division Officers shall transfer to the incoming Officers, in good order, the complete records of their respective Offices by the beginning of the administrative year or as soon thereafter as possible.

ARTICLE XIII

Rules of Order

Robert's Rules of Order Newly Revised shall be the final authority as to parliamentary procedure insofar as they do not conflict with any provision of these Administrative Bylaws, the Articles of Incorporation or Bylaws of US Fencing, policies and procedures set by the Board of Directors of US Fencing from time to time, or applicable law.

ARTICLE XIV

Political Activity

This Division shall not take any official position on any issue of local, state, or national public policy, or otherwise engage in any legislative lobbying. This Division shall not participate or intervene in any way in any campaign of any person for any public office.

ARTICLE XV

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 US Fencing. In the event this 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 US Fencing Headquarters within twenty-four (24) hours of such service.

ARTICLE XVI

Governing Law

This [Division](#) shall be governed by, and these [Administrative Bylaws](#) shall be construed in accordance with, the laws of the State of Colorado, where US Fencing is incorporated, regardless of where this Division is located.

ARTICLE XVII Amendments and Other Rules

(a) Amendments to these [Administrative Bylaws](#) may be made by the [Board of Directors](#) of US Fencing through due process, or by a two-thirds majority vote of those present at a [Division Council](#) where a [quorum](#) is present. Proposed changes to amendments shall be made available to all voting members at least thirty (30) days prior to the meeting date at which the amendment will be brought to the floor for vote. Proposed changes passed by council shall be delivered to US Fencing Headquarters for approval.

(b) Policies and standing rules applicable only to this [Division](#) may be adopted by the [Board of Directors](#) of US Fencing, or by the [Division Council](#) of this Division. Such policies and rules must be submitted promptly to US Fencing Headquarters to be kept on file, and must not be in conflict with any provision of these [Administrative Bylaws](#), the [Articles of Incorporation](#) or [Bylaws](#) of US Fencing, policies adopted by the Board of Directors, or applicable law. The Board of Directors of US Fencing has the right to review, disapprove, or modify any such policy or standing rule.

Glossary of Governing Documents

The following glossary collect definitions found throughout the governing documents for convenient reference. However, this glossary does not contain every term used in the governing documents, nor are these summary definitions intended to substitute for the full definitions given in the governing documents themselves. If any question should arise concerning the definition of any term in this glossary, the reader is advised to consult the governing documents. Nothing in this glossary shall be considered in legally or judicially construing the meaning of any term in the governing documents.

ANNUAL MEETING: The regular yearly meeting of the voting members of North Texas Division.

ARTICLES OF INCORPORATION: The Amended and Restated Articles of Incorporation of United States Fencing Association, as filed with the Colorado Secretary of State.

BOARD or BOARD OF DIRECTORS: The Board of Directors of United States Fencing Association (USFA), a Colorado nonprofit public benefit corporation, as defined in the Bylaws of US Fencing.

BYLAWS: Depending on the context, either: (1) the Bylaws of the United States Fencing Association, a Colorado nonprofit public benefit corporation; or (2) the North Texas Division Bylaws.

CLUBS or MEMBER CLUBS: Groups which have subscribed to the purposes and ideals of the United States Fencing Association (USFA) and have been accepted for membership and who continue to function in compliance with the considerations set forth in the Bylaws, the policies

established by the Board of Directors, and the decisions of the Board and its authorized agents and representatives. Clubs are unincorporated associations, existing as legal entities separate from, but affiliated with, US Fencing.

DESIGNATED REPRESENTATIVE: The person through whom a member may exercise their rights and obligations of membership.

DIVISION: Administrative unit of the United States Fencing Association, organized based on the territory covered by groups or adjacent Clubs, whose boundaries are established and modified subject to the approval of the Board of Directors.

DIVISION ADMINISTRATIVE BYLAWS: The central document, as amended, governing administration of the North Texas Division, modified from time to time by the Board of Directors.

DIVISION COUNCIL: The Division Council consists of the Division Executive Committee and the voting members of the Division.

DIVISION EXECUTIVE COMMITTEE: The elected officers of the Division (Chairperson, Vice Chairperson, Secretary, Treasurer), Immediate Past Division Chairperson, and one representative from each active Club in the Division. Committee members must meet eligibility requirements and receive vote approval of the Division Council as set forth in these Bylaws.

DIVISION NOMINATING COMMITTEE: No fewer than three (3) members of the Division Council appointed by the Division Chairperson operating under the procedural rules adopted by US Fencing Board of Directors for the selection of candidates for the elective Division Offices. The Committee is appointed at least thirty (30) days prior to the Annual Meeting of the Division Council by the Division Chairperson. The Committee report is submitted in writing to all members of the Division Council at least two (2) weeks prior to the Annual Meeting.

DIVISION QUALIFYING EVENTS: Each Division holds qualifying tournament for Junior Olympics, Division I National Tournaments, and Summer National Tournaments.

INDIVIDUAL MEMBERS: Persons who are members of the United States Fencing Association within the boundaries of the Division.

NONPROFIT: The United States Fencing Association, a Colorado nonprofit public benefit corporation, is a 501(c)(3) organization in accordance with Internal Revenue Code. The Code lists exempt organizations as: Corporations, and any community chest, fund, or foundation, organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, no part of the net earnings of which inures to the benefit of any private shareholder or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting, to influence legislation, (except as otherwise provided in subsection (h)), and which does not participate in, or intervene in (including the publishing or distributing of statements), and political campaign on behalf of (or in opposition to) any candidate for public office."

OFFICERS: Depending on the context, Officer may refer to (1) Division Officers who have voting privileges on the Executive Committee: The Division Officers are Chairperson, Division Vice Chairperson, Division Secretary, Division Treasurer; or (2) the Immediate Past Division Chairperson and Nonvoting appointed officers.

QUORUM: The minimum number of the voting members required to be present for a meeting to legally transact business. The Bylaws of the North Texas Division contain an Article stating the quorum requirements.

STANDING COMMITTEES: Depending on context, any of the following: (1) the Division Executive Committee, the Division Nominating Committee, the Audit Committee, and such other Committees may be appointed from time to time as may be deemed advisable by the Division Chairperson or the Executive Committee.

VOTE BY MAIL: A "vote by mail" shall be understood to include written transmissions by surface postal mail, facsimile, or electronic mail (e-mail).

VOTING MEMBER: Persons 18 years of age or older who are individual members of the United States Fencing Association and designated as North Texas Division members by US Fencing as of 1 February of the fencing year.