

CODE OF REGULATIONS
COLUMBUS, OHIO DIVISION, USFA, INC.
May 19, 2013

ARTICLE I

The name of this organization shall be the Columbus, Ohio Division, USFA, Inc. (sometimes hereinafter called "the Division"). The Division is the successor to an Ohio unincorporated non-profit association known as the Columbus, Ohio Division, USFA, and it is now an Ohio non-profit corporation whose articles of incorporation were filed with the Secretary of State of Ohio on the 9th day of March, 1998. Pursuant to its Articles of Incorporation, the Division shall be governed by this Code of Regulations.

ARTICLE II-CHARTER

The Division has operated as an administrative unit of the United States Fencing Association (the USFA) under a charter originally granted to the Division by the Amateur Fencers League of America, the predecessor of the USFA. The Division is voluntarily subject to the Constitution and Bylaws of the USFA governing the operations of Divisions of the USFA.

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 USFA standards, and to conduct amateur tournaments and Divisional Championships for the USFA, 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 Columbus, Ohio region in the sport of fencing, and to provide an organization for the membership of the Columbus Division, USFA. The geographic boundaries of the Division are defined as the area within a radius of 50 miles of the city limits of Columbus, Ohio, and such other areas as may be assigned by the USFA and approved by the Board of Directors of the Division.

ARTICLE IV-MEMBERSHIP

All persons who are in any member category of the USFA 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 the USFA to be a member of the Division, and shall have registered as a member of the Division with the USFA, or;

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

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 of the USFA.

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, telecopier, 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, telecopier, telephone, 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.

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 the USFA. The Secretary shall be responsible for providing notices of meetings and tournaments to members of the Division and the USFA, 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 the USFA, when necessary, the reporting of financial information to the USFA, when required, and the maintenance of the financial records of the Division.

E) The 2nd Vice Chair of the Division shall assume the duties of the Chair in the absence of the Chair and Vice Chair. The 2nd Vice Chair shall assume the duties of the Vice-Chair in the absence of the Vice-Chair. The 2nd Vice Chair shall perform such duties as the Board of Directors may assign to that position.

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 the USFA.

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 or on the Division website or on AskFred.net, at least 60 days prior to the date that such tournament commences. The Nominating Committee shall nominate candidates for officer positions and for Board of Directors membership. Additional nominations may be made on the written petition of not less than five percent of the voting membership of the Division as of the close of the preceding membership year. For a petition to be valid, it must be signed by members eligible to vote in the election for which the petition is intended, and it must legibly show the first and last names of the signers, and it must be submitted to the Nominating Committee no more than 100 and no less than 60 days prior to the date of any election. Candidates for office shall stand for election as individuals. The Nominating Committee shall file its nominations with the Secretary and report to the full Board prior to any election.

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 members of the Board of Directors for the prior fencing year shall be polled by the Chair and vote to determine the person to be elected.

The term of the officers and Board of Directors shall begin immediately upon election 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 the USFA for any reason.

ARTICLE XI-VOTING

The election of officers and other members of the Board of Directors shall be by secret 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 the USFA that are remitted to the Division.

ARTICLE XIII-FISCAL YEAR

Unless otherwise required by the USFA, 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

This Code of Regulations 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.

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.

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