

**BY-LAWS OF THE  
BORDER TEXAS DIVISION, INC.**

**ARTICLE I  
NAME AND AFFILIATION**

The name of the corporation shall be the Border Texas Division, Inc., a Texas non-profit corporation and a Division of the United States Fencing Association, Inc. (U.S.F.A., Inc.), a Colorado non-profit corporation, and shall be referred to hereinafter as the "Division".

The principal office of this corporation in the State of Texas shall be located as the Board of Directors or officers may from time to time determine. The Division may have such other offices, either within or outside the County of El Paso, State of Texas, as the Board of Directors or officers may from time to time determine.

The Division is a duly chartered, constituent body of the U.S.F.A., Inc. exercising powers granted to divisions by the U.S.F.A., Inc., with jurisdiction over the following geographic areas: El Paso, Hudspeth, Culbertson, Jeff Davis, Presidio, Reeves, Winkler, Ward, Pecos, and Brewster Counties of the State of Texas, and Catron, Eddie, Lea, Otero, Lincoln, Dona Anna, Luna, Grant, and Hidalgo Counties of the State of New Mexico.

**ARTICLE II  
OBJECTIVES**

The purposes and objectives of the Division are:

1. To promote and develop the sport of fencing
2. To provide local competitions and tournaments
3. To assist Divisional fencers to reach their full potential
4. To aid and assist the U.S.F.A., Inc. in its objectives and purposes.

**ARTICLE III  
MEMBERSHIP - DUES - COMPETITIONS**

Section 1. Any person residing within the boundaries of the Division or representing a fencing club within this same area shall be eligible for membership in the Division. All registered members of the Division, as a condition of membership in good standing with the Division, shall also be required to be registered members in good standing of the U.S.F.A., Inc. No member of this Division may be a member of any other division of the U.S.F.A., Inc. Any individual or organization that pays the dues as provided below and that agrees to be bound by the Articles of Incorporation of this corporation, by these By-Laws, and by such rules and regulations as the officers may be from time to time adopt, is eligible for membership in the Division. The rights and privileges of all members will be equal. Each member will be entitled to one vote.

Section 2. Classes of membership: Membership shall be the same as is designated from time to time by the U.S.F.A., Inc.

Section 3. Membership may be transferred to this Division provided that the transferee has a valid membership card from the U.S.F.A., Inc.

Section 4. No member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income, of this Division, nor shall any of such property or assets be distributed to any member on its dissolution or winding up.

Section 5. No member of the Division shall be personally liable for any of its debts, liabilities, or obligations, nor will any member be subject to any assessment.

Section 6. The officers, directors, and Executive Committee members of the Division shall not be personally liable for any of its debts, liabilities, or obligations.

Section 7. Membership in the Division is nontransferable. Membership shall terminate on the resignation or death of a member, or on a member's failure to pay the dues required in these By-Laws. A member whose membership has been terminated may apply for reinstatement in the same manner as application is made for initial membership.

Section 8. Any member in good standing, eighteen (18) years of age or older at the time of a membership meeting, shall be qualified to vote.

Section 9. Annual Division dues shall be determined by the Division.

Section 10. The government and authority of the Division shall be vested in a Board of Directors, for the purpose of these By-Laws hereafter referred to as the Executive Committee, composed of the representatives as listed in Article IV hereof, as determined by the Division, selected through an annual democratic election process. A majority of the Executive Committee must always be composed of representatives selected by such election process.

Section 11. The Executive Committee shall prepare the fencing schedule and shall determine the conditions and restrictions governing the qualifications, entries, and conduct of all competitions under its jurisdiction. All rules, regulations, and matters of policy concerning the conduct of competitions as set forth in the Fencing Rules and Manual of the U.S.F.A., Inc. are hereby incorporated as part of these By-Laws without action of the Executive Committee or members of the Division.

Section 12. The Executive Committee shall approve the conditions, qualifications, and restrictions of all privately sponsored competitions listed on the Division Schedule of Events. At least one (1) member of the Executive Committee shall be present at such approved privately sponsored competitions.

#### **ARTICLE IV OFFICERS AND DUTIES**

The officers of the Division shall consist of a Chairperson, a Vice Chairperson, a Secretary, a Treasurer, a Representative to the Annual USFA Congress, and a Representative of each U.S.F.A., Inc. member club recognized within the Division from nominations by each club for the Annual Membership Meeting (for the purposes of these By-Laws, officers shall have the same meaning as "Directors" as set forth in the Texas Non-Profit Corporation Act). The Club Representative may hold another office, however, no Club Representative may hold more than two (2) offices. With the exception of the Representative to the Annual Congress who shall take office immediately and hold office until the next Annual Meeting or until a successor is elected and has qualified, all officers shall take office the first day of August next following their election, and shall hold office until the following July 31st, or until their successors are elected and have qualified. Except as otherwise provided in the Articles of Incorporation, or by law, the powers of this Division will be exercised, its properties controlled, and its affairs conducted by the officers, which may, however, delegate the performance of any duties or the exercise of any powers to such officers and agents as the Executive Committee may from time to time, by resolution, designate.

The duties of the officers shall be as follows:

Section 1. Chairperson: The Chairperson shall preside at all meetings of the Division and its Executive Committee, and perform such other duties as usually pertain to that office and are not inconsistent with these By-Laws. The Chairperson has the responsibility for filing, with the Secretary and Treasurer of the U.S.F.A., Inc., annual reports called for under the corporate By-Laws of the U.S.F.A., Inc. and the standing votes of the Board of Directors. The preparation of these reports may be delegated to the Secretary and/or Treasurer of the Division. The Chairperson may, from time to time, assign officers and members of the Executive Committee to chair standing or ad-hoc committees. The Chairperson shall be ex-officio member of all committees. The Chairperson of the Division is responsible for the custody and maintenance of all Division equipment.

Section 2. Vice Chairperson: The Vice Chairperson, in the absence of the Chairperson, shall perform the duties of the Chairperson and any other duties assigned by the Chairperson and/or the Executive Committee.

Section 3. Secretary: The Secretary shall conduct all official correspondence, keep record of all meetings of the Division, issue notices of all meetings to all members, perform such duties as may be assigned by the Chairperson or other proper authority. The Secretary shall be official custodian of the records of the Division and prepare the minutes of the meetings of the Division and the Executive Committee. The Secretary shall be also responsible for obtaining and/or overseeing the awards for Division tournaments.

Section 4. Treasurer: The Treasurer, with the assistance of the Executive Committee, shall present a budget for the following year (August 1st through July 31st) at the Annual Meeting of the Membership. Changes made upon the budget shall be presented at the next Annual Meeting. The Treasurer shall keep the accounts of the Division, receive all moneys, fees and dues, pay all bills approved by the Executive Committee, and preserve vouchers for such disbursements. The Treasurer shall, at the Annual Meeting of the Division, submit a report of the financial transactions of the proceeding period. All disbursements shall be made by check from the Division checking account. Such disbursements must be supported by receipts stating the nature of the transaction and the payee. All funds of the Division shall be maintained in a FSLIC insured account under the name of the Division, checking and/or savings. No amount above \$150.00 will be disbursed without Executive Committee approval. Said vote may be taken either by mail or at a membership meeting. The Treasurer will provide, upon written request of at least ten (10) members of the Division, current financial records within one month of receipt of the request. The Treasurer shall also perform other such duties as may be assigned by the Chairperson of the Division or other proper authority.

Section 5. The offices of Secretary and Treasurer may be combined for any year upon a majority vote of the members of the Division voting in person, or by proxy, at the Annual Meeting. In the event of such a vote, the candidates for the office of Secretary and the office of Treasurer, nominated pursuant to ARTICLE VIII of the By-Laws, shall be deemed candidates for the combined office.

Section 6. Any person appointed or elected to fill a vacancy in an office shall hold office for the unexpired term of his or her predecessor in office, subject to the power of removal stated below.

Section 7. No member of the Executive Committee shall receive any compensation from the Division.

Section 9. Any officer of the Division may be removed from office by the following procedure:

- a. A petition by one-fourth (1/4) of the members of the Division, and
- b. An election in which the officer receives less than a majority of the vote.
- c. The election may be held at either the Annual Meeting or a Special Meeting of the Division membership.

**ARTICLE V**  
**MANAGEMENT BY THE EXECUTIVE COMMITTEE**

Section 1. Composition: The management of the Division shall be vested in an Executive Committee which shall consist of the officers of the Division, which include the Congress Representative(s), and a Representative of each U.S.F.A., Inc. member club recognized within the Division.

Section 2. Quorum: A quorum shall consist of a majority of the members of the Executive Committee. Except as may otherwise be provided in these By-Laws, or in the Articles of Incorporation of the Division, the act of a majority of the members of the Executive Committee present at any meeting, in person or by proxy, at which a quorum is present will be the act of the Executive Committee. Committee members present by proxy do not count toward a quorum. A proxy is not valid unless given to a member of the Executive Committee. No proxy shall be valid after three (3) months from its date of execution.

Section 3. Meetings: Meetings of the Executive Committee shall be held on a regular basis at such time and place as shall be designated by the Chairperson, and shall be called by the Chairperson on the written request of three (3) or more members of the Executive Committee. Executive Committee members shall be given not less than forty-eight (48) hours notice of all Special Meetings. Notice shall be by e-mail, first class mail sent at least five (5) days before the meeting, or personal delivery. All Executive Committee meetings, except those in which disciplinary action is to be taken or contemplated against any Executive Committee member or Division member, shall be open to the Division membership. No meeting has to be held by the Executive Committee to take any action required or permitted to be taken by law, provided all Executive Committee members individually or collectively consent in writing to such action, and such written consents are filed with the minutes of the proceedings of the Executive Committee. Any certificate or other document filed under any provision of law that related to action so taken will state that the action was taken by unanimous written consent of the Executive Committee members without a meeting, and that the Articles of Incorporation, or By-Laws, or law authorize the Executive Committee members to so act. Such a statement will be prima facie evidence of such authority. After the Annual Meeting of the Membership, the Executive Committee shall nominate and vote for persons to serve in the offices of the Chairperson, Vice Chairperson, Secretary, and Treasurer; the same persons as elected to those offices by the membership at the Annual Meeting.

Section 4. Any member of the Executive Committee who fails to perform his duties may be removed by the following procedures:

- a. Written notification of the causes for removal must be provided to the entire Executive Committee including the member to be removed.
- b. At any meeting in which the removal of a member of the Executive Committee is contemplated, three-quarters (3/4) of the members of the Executive Committee must be present.
- c. The Executive Committee member so charged has the right to appear at the meeting and present any arguments against removal.
- d. The Executive Committee member who is contemplated for removal at this meeting has no vote at this meeting.
- e. Three-quarters (3/4) of the Executive Committee members present at the meeting must vote for removal before the Executive Committee member is removed.

Section 5. Whenever a vacancy exists in any office, whether by death, resignation, or otherwise, the vacancy will be filled by the Executive Committee by a majority vote in which three-quarters (3/4) of the members of the Executive Committee must be present. The vacancy may be filled temporarily by the Chairperson of the Division after the Chairperson receives notice of the vacancy,

subject to approval or vote of the Executive Committee as provided in this Article V, Section 5 of these By-Laws.

## **ARTICLE VI**

### **MEETINGS OF THE MEMBERS**

Section 1. Annual Meeting: The Annual Meeting of the Division shall be held in April. The date, place, and time of the Annual Meeting shall be designated by the Chairperson, or the Executive Committee may designate from time to time by resolution. Appropriate for consideration at such meetings will be the election of officers, and such other Division business as may come before the Meeting. If the day fixed for the Annual Meeting will be a legal holiday in the State of Texas, such Meeting will be held on the next succeeding business day. If the election of officers will not be held on the day designated for an Annual Meeting, the Executive Committee will cause the election to be held at a Special Meeting of members conducted as soon as may be convenient.

Section 2. Special Meetings: Special Meetings may be called at any time and place by the Chairperson, and shall be called by the Chairperson upon written request by not less than one-fourth (1/4) of the voting members of the members of the Division. The Division members must be given two (2) weeks notice of such a Special Meeting.

Section 3. Quorum: A quorum shall consist of those members of the Division present in person and by proxy, but not less than one tenth (1/10) of the members of the Division. A majority vote of those present and by proxy shall be the act of the members, except as otherwise provided herein. No proxy shall be valid after twelve (12) months from its date of execution unless otherwise provided in the proxy.

Section 4. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered personally or by mail, to each member entitled to vote at such meeting, not less than fifteen (15) or not more than fifty (50) day before the date of such meeting, by or at the direction of the Chairperson, Secretary, or such officers or persons as are calling the meeting. In the case of Special Meetings, or when required by these By-Laws or by law, the purpose or purposes for which the meeting is called will be stated in the notice. If sent by mail, a notice of meeting will be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the member at the member's address as it appears on the records of the Division at the time of mailing.

## **ARTICLE VII**

### **ELECTIONS**

Section 1. Candidates for all offices established under these By-Laws, shall be nominated from the floor at the Annual Meeting of the Division. The election of the representative from each club shall be from the person(s) nominated for that office by each club.

Section 2. If not more than one (1) nomination is made for any office, the Secretary of the Division shall cast a unanimous ballot for the candidate nominated. If two (2) nominations are made for any office, voting for the candidates shall be either in person or by proxy and the candidate receiving the majority of votes shall be declared elected. Written ballots shall be used. In the event that three (3) or more candidates are nominated for any office, and no candidate receives a majority vote, a run-off election shall be conducted between the two (2) candidates receiving the most votes on the first round and the winner shall be declared elected. If the voting in either a regular or run-off election results in a tie, a lot shall be cast and the winner declared elected.

Section 3. Members in good standing may give their proxy for election of officers or to any other member in good standing of the Division. All shall be in writing and shall be submitted for verification to the Secretary of the Division not less than seventy-two (72) hours prior to the Annual Meeting. The person designated in proxy must be in attendance at the Annual Meeting in order to exercise it.

## **ARTICLE VIII**

### **ADOPTION OF U.S.F.A., INC., POLICIES**

Section 1. The Division shall abide by and act in accord with the Articles of Incorporation, By-Laws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of the U.S.F.A., Inc., and such documents and decisions shall take precedence over and supercede all similar governing documents and/or decisions of the Division. Further, the Division (i) shall assist U.S.F.A., Inc. in the administration and enforcement of the provisions of the By-Laws, Rules and Regulations, Rule Book and decisions of the Board of Directors of U.S.F.A., Inc. within and upon its members and/or within its jurisdiction and (ii) agrees to be guided by the following core values of the U.S.F.A., Inc.:

#### 1) SPORTSMANSHIP

Foremost of all values is to learn a sense of fair play. Become humble in victory, gracious in defeat. We will foster friendship with teammates and opponents alike.

#### 2) RESPECT FOR THE INDIVIDUAL

Treat all others as you expect to be treated.

#### 3) INTEGRITY

We seek to foster honesty and fair play beyond mere strict interpretation of the rules and regulations of the game.

#### 4) PURSUANT OF EXCELLENCE AT THE INDIVIDUAL, TEAM, AND ORGANIZATIONAL LEVELS.

Each member of the organization, whether player, volunteer or staff, should seek to perform each aspect of the game to the highest level of his or her ability.

#### 5) ENJOYMENT

It is important for the fencing experience to be fun, satisfying, and rewarding for the participants.

#### 6) LOYALTY

We aspire to teach loyalty to the ideals and fellow members of the sport of fencing.

#### 7) TEAMWORK

We value the strength of learning to work together. The use of teamwork is reinforced and rewarded by success in the fencing experience.

Section 2. The Division shall indemnify and hold harmless U.S.F.A., Inc., the Board of Directors of U.S.F.A., Inc., and each member thereof, the Executive Committee of U.S.F.A., Inc., and each member thereof, the councils and committees of the U.S.F.A., Inc., and each member thereof, and all other elected, appointed, employed or volunteer representatives of the U.S.F.A., Inc. from any and all claims, liability, judgments, costs, attorney's fees charges and expenses whatsoever, arising from the acts and omissions of Division, except to the extent (i) that U.S.F.A., Inc., or its afore described

representatives caused such claims, liability, judgments, costs, attorney's fees, charges or expenses by their own intentional neglect or default; or, (ii) that such acts or omissions were the direct result of compliance with the Articles of Incorporation, By-Laws, Rules and Regulations, Rule Book, or decisions of the Board of Directors of the U.S.F.A., Inc.

Section 3. The Division shall provide to the Executive Director of U.S.F.A., Inc. an annual financial report of operations, and all dues and assessments by the Division, which will be reasonable in relation to the programs, it offers to its members.

Section 4. The Division shall annually distribute to its members, copies of its Articles, By-Laws and other governing documents, and all amendments thereto. Copies shall also be available upon request.

Section 5. The Division shall provide an equal competitive opportunity taking into account ability, physical size and other athletic criteria, to amateur athletes, coaches, trainers, managers, administrators, and officials to participate, consistent with the requirements of the Amateur Sports Act of 1978, as amended, in amateur athletic competition without discrimination on the basis of race, color, religion, resolution of grievances of its members, including fair notice and opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator, or official before declaring such individual ineligible to participate.

Section 6. The Division shall be covered by the general liability insurance policy maintained by U.S.F.A., Inc., with reasonable policy limits. The Division may obtain whatever additional insurance coverage it may desire, at its own expense, but agrees to name U.S.F.A., Inc. as an additional insured thereof. The Division shall exercise reasonable efforts to purchase, acquire or provide and maintain in full force and effect at all times, directors and officers liability insurance, and name U.S.F.A., Inc. as additional insured hereunder.

Section 7. The Division shall at all times maintain its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code, and shall cooperate with U.S.F.A., Inc. in the event that U.S.F.A., Inc. and the Division deem it advisable for the Division to be included in a group exemption letter.

Section 8. The Division shall adopt policies prohibiting sexual and physical abuse that meet certain minimum reasonable criteria established by U.S.F.A., Inc. and in accord with applicable law.

Section 9. The Division shall adopt reasonable amendments to its By-Laws and as official policy, to maintain reasonable compliance with U.S.A.F., Inc. policy.

## **ARTICLE IX MISCELLANEOUS**

Section 1. The Division shall prepare and maintain correct and complete books and records of account and will also keep minutes of the meetings of its members, and Executive Committee, and shall keep at the registered or principal office a membership book giving the names and addresses of members entitled to vote. All books and records of the Division may be inspected by any officer, Executive Committee member, or member, or the agent or attorney of either, or any proper person, at any reasonable time.

Section 2. The fiscal year of the Division, shall begin on the first day of August and end on the last day of July in each year.

Section 3. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the By-Laws of this Division, a waiver of such notice in writing signed by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice.

**ARTICLE X**  
**AMENDMENTS**

Section 1. The By-Laws of this corporation may be amended, repealed, or added to, or new By-Laws may be amended, repealed, or added to, or new By-Laws may be adopted by a majority vote of the members of the corporation entitled to vote at an Annual Meeting with notice of such proposal or at a Special Meeting duly called for that purpose according to the Articles or By-Laws.

Section 2. The By-Laws of this corporation may be amended, repealed, or added to, or new By-Laws maybe adopted, by a resolution of the Executive Committee by majority vote, provided that such action is approved at the next Annual Meeting of the Membership or a Special Meeting of the membership that is held as least 60 days after such action.

Adopted by the membership on January 10, 2004.