

SOUTHERN CALIFORNIA DIVISION BY-LAWS

Posted: Sunday, July 14, 2013

ARTICLE I

NAME AND AFFILIATION

The name of the division shall be The Southern California Division of the United States Fencing Association, Inc.

The Division shall hereinafter be referred to as "THE DIVISION," and the United States Fencing Association, Inc. shall be referred to as "USFA, INC."

THE DIVISION is a duly chartered, subordinate, constituent body of the **USFA, INC.**, exercising powers given by, performing duties directed under, and subject to, the Charter and by-laws of the **USFA, INC.**, with jurisdiction over the following geographical areas in California: Kern County, San Luis Obispo County, Santa Barbara County, Ventura County and Los Angeles County except for the cities of La Verne, San Dimas, Pomona, and Diamond Bar, which belong to the San Bernardino Division, and that part of Los Angeles County which lies south of the 91 freeway and east of the 710 freeway, which belongs to the Orange Coast Division.

ARTICLE II

OBJECTIVES

The purposes and objectives of **THE DIVISION** are:

1. To promote, encourage, and develop the sport of fencing.
2. To provide local competitions and tournaments.
3. To assist Divisional fencers to reach their full potential in fencing.
4. To aid and assist the **USFA, INC.** in all 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**. No member of this Division may be a member of any other Division of the **USFA, INC.**

Section 2. Classes of membership: Membership shall be the same as that designated from time to time by the **USFA, INC.**

Section 3. Membership may be transferred into this Division provided that the transferee has a current valid membership card from the **USFA, INC.**

Section 4. Any member in good standing, 18 years old or older at the time of a membership meeting, shall be qualified to vote.

Section 5. Annual Divisional dues shall be determined by the **USFA, INC.** with the concurrence of **THE DIVISION**. **THE DIVISION** may, upon majority vote of the membership, add an additional fee or dues for Divisional expenses.

Section 6. **THE DIVISION** Board of Directors shall prepare the fencing schedule and shall determine the conditions and restrictions governing the qualifications, entries, and conduct of all competitions under its jurisdiction.

Section 7. Fencers who are found to have entered a competition without being members of the **USFA, INC.** or who have failed to pay the entrance fee or paid with a check that fails to clear at the bank, will be subject to the following penalties and fines:

- a. First offense: warning;
- b. Second offense: \$25 fine and expulsion from the competition following the occurrence in which the fencer wishes to participate;
- c. Third offense: expulsion for the year.

Section 8. Privately sponsored competitions may be sanctioned and listed on **THE DIVISION's** schedule of events, subject to the approval of the Board of Directors. In order to be so sanctioned, the sponsors must meet the conditions, qualifications and restrictions established by the Board of Directors for such events. At least one member of the Board of Directors 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, and a Treasurer. All officers shall hold office until the following July 31, or until their successors are elected and justified.

The duties of the officers shall be as follows:

Section 1. Chairperson: The Chairperson shall preside at all meetings of **THE DIVISION** and its Board of Directors, 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 the Treasurer of the **USFA, INC.** the annual reports called for under the corporate By-laws of the **USFA, INC.** and the standing votes of the Board of Directors. The preparation of these reports may be delegated to the Secretary and Treasurer of **THE DIVISION**. The Chairperson, when acting as presiding officer of the Board of Directors, shall have no vote. In the event of a tie, the Chairperson may cast the deciding vote. The Chairperson may designate a new temporary presiding officer, and then will be able to vote. The temporary presiding officer will have no vote, except in the case of a tie. The Chairperson may, from time to time, assign officers and members of the Board of Directors to chair standing or ad-hoc committees. The Chairperson shall be ex officio member of all committees.

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 Board of Directors.

Section 3. Secretary: The Secretary shall conduct all official correspondence, keep a record of the meetings of **THE DIVISION**, issue notices to members of all meetings, and perform such duties as may be assigned by the Chairperson of **THE DIVISION** or other proper authority. The Secretary shall be official custodian of the records of **THE DIVISION**.

Section 4. Treasurer: The Treasurer shall, with the assistance of the Board of Directors, present a budget for the following fiscal year (August 1 - July 31) at the July Semi-Annual meeting. The Treasurer shall keep the accounts of **THE DIVISION**, receive all moneys,

fees, dues, pay all bills approved by the Board of Directors, and preserve all vouchers for such disbursements. The Treasurer shall, at the Semi-Annual meeting of **THE DIVISION**, submit a report of the financial transactions of the preceding period.

Disbursements of no more than ten dollars (\$10) each may be made from a petty cash fund under regulation and control as may be established by the Board of Directors.

All funds of **THE DIVISION** shall be maintained in a dual signature account, either/and or checking and savings. No amounts above fifty dollars (\$50) will be dispersed without Board of Directors approval, and no amounts over twenty-five hundred dollars (\$2,500) shall be dispersed without the approval of **THE DIVISION's** membership by a majority vote. Said vote may be taken by either mail or at a membership meeting.

The Treasurer will provide upon written request of at least ten (10) members of **THE DIVISION** a cash balance sheet within one (1) month of the request. The Treasurer shall perform such other 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 majority vote of the members of **THE DIVISION** voting, in person, at the Semi-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 VII of these by-laws, shall all be deemed candidates for the combined office.

Section 6. Any officer of **THE DIVISION** may be removed from office by the following procedure:

1. A petition by twenty-five (25) voting members of **THE DIVISION**, and
2. An election in which the officer receives less than a majority.
3. The election may be held at either a Semi-Annual meeting or a special meeting of the divisional membership.

Section 7. The Board of Directors of **THE DIVISION** is responsible for the custody and maintenance of all Division equipment.

ARTICLE V

MANAGEMENT BY THE BOARD OF DIRECTORS

Section 1. Composition: The management of **THE DIVISION** shall be vested in a Board of Directors elected by the members of **THE DIVISION**.

The Board of Directors shall consist of: Division Officers (Chairperson, Vice Chairperson, Secretary and Treasurer) who have been elected under the procedures of Article VII, Section 1 of these Bylaws; up to one Club Representative from each club within **THE DIVISION**, if that club is not already represented on the committee, and provided the Club Representative has been elected under the procedures of Article VII, Section 2 of these Bylaws; Division Representatives and Alternates to the USFA Congress (number to be determined by current Division membership) who have been elected under the procedures of Article VII, Section 3 of these Bylaws; and any appointed "at-large" members, provided that a majority of the Board of Directors must always be composed of officers and representatives elected under the procedures of Article VII.

Section 2. Quorum: A quorum shall consist of one-third (1/3) of the members of the Board of Directors, or five (5) members, whichever is the greater.

Section 3. Meetings: Meetings of the Board of Directors shall be held at least every two months, at such time and place as shall be designated by the Chairperson, and shall also be called upon the written request of five (5) or more members of the Board of Directors.

All Board of Directors members shall be given at least forty-eight (48) hours prior notice of all special meetings. All meetings, except those in which disciplinary action is to be taken or contemplated against any Board of Directors member or Divisional member, shall be open to the Divisional membership.

Section 4. Any member of the Board of Directors who fails to perform his duties may be removed by the Board of Directors using the following procedure:

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

Section 5. The Board of Directors may replace a member who has resigned or who has been removed by the Board of Directors by the following procedure.

- a. At any executive meeting where a new member is to be voted upon, three quarters (3/4) of the members of the Board of Directors must be present.
- b. Three quarters (3/4) of the Board of Directors at this meeting must cast votes of approval before the new member of the Board of Directors is so approved.

ARTICLE VI

MEETINGS OF THE MEMBERS

Section 1. Semi-Annual Meetings: Semi-Annual Meetings of **THE DIVISION** shall be held in February and July. The date, time, and place for the Semi-annual Meetings shall be designated by the Chairperson. The Secretary shall notify the membership of **THE DIVISION** by mail of such date, time and place at least thirty (30) days in advance.

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 the written request of not less than twenty-five (25) members of **THE DIVISION**. **THE DIVISION** members must be given two (2) weeks advance notice of such special meeting.

Section 3. Quorum: a quorum shall consist of those members of **THE DIVISION** present in person, and a majority vote of those present shall control, except as herein otherwise provided.

ARTICLE VII

ELECTIONS

Section 1. Election of the Division Officers. A nominating committee of not less than five (5) members, no two (2) from the same club, shall be elected by members at the July

semi-Annual Meeting. (A club is defined as one which is a member of **USFA, INC.** and **THE DIVISION**, and which meets the criteria for sending a team to the National Championships.)

Nominations shall be filed by the nominating committee with the Secretary of **THE DIVISION** no later than two (2) weeks prior to the February Semi-annual Meeting. At that time the Secretary will present the nominees to the membership and request further nominations.

Nominations will be kept open for a period of thirty (30) days. Additional nominations may be made during this thirty (30) day period on written petition of not less than five (5) voting members of **THE DIVISION**. The Secretary will publish a list of all nominees at least one (1) month prior to the July semi-annual meeting. If no additional nominations for office are made, the Secretary of **THE DIVISION** shall cast, at the July Semi-Annual Meeting, a unanimous ballot for the candidates nominated for office by the nominating committee. Where additional nominations have been made, voting shall be by voting members. The candidate receiving a plurality shall be elected. Votes are to be counted by the Secretary (if not a candidate) and three (3) uninterested voting members of **THE DIVISION**. No proxies will be accepted.

Section 2. Election of the Club Representatives. This special sub-set of the Board of Directors shall be elected at the July semi-annual meeting. Nominations may be submitted by member clubs in writing or from the floor at the meeting. (A club is defined as one which is a member of **USFA, INC.** and **THE DIVISION**, and which meets the criteria for sending a team to the National Championships.) No proxies will be accepted.

Section 3. Election of Division Representatives and Alternates to USFA Congress: This special sub-set of the Board of Directors shall be elected at the February semi-annual meeting. Nominations may be submitted in writing or taken from the floor at the meeting. Candidates must be willing and able to represent the Division interests at the annual Pacific Coast Section and the National Congress meetings. No proxies will be accepted.

ARTICLE VIII

USFA PRE-EMINENCE

THE DIVISION, an Affiliate Association of **USFA, INC.**, shall abide by and act in accord with the Articles of Incorporation, Bylaws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of the **USFA, INC.**, and such documents and decisions shall take precedence over and supersede all similar governing documents and/or decisions of **THE DIVISION**. **THE DIVISION** shall operate on the same accounting period as the **USFA, INC.**

ARTICLE IX

INDEMNIFICATION

THE DIVISION, an Affiliate Association of **USFA, INC.**, shall indemnify and hold harmless **USFA, INC.**, the Board of Directors of **USFA, INC.** and each member thereof, the Board of Directors of **USFA, INC.** and each member thereof, the Board of Directors of the **USFA, INC.** and each member thereof, the councils and committees of the **USFA, INC.** and each member thereof, and all other elected, appointed, employed or volunteer representatives of the **USFA, INC.** from any and all claims, liability, judgments, costs, attorneys' fees charges and expenses whatsoever, arising from the acts and omissions of **THE DIVISION**, except to the extent (i) that **USFA, INC.** or its aforescribed 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, Bylaws, Rules and Regulations, Rule Book, or decisions of the Board of Directors of the **USFA, INC..**

Further, **THE DIVISION** understands and acknowledges that the **USFA, INC.** and its aforescribed representatives have assumed such assignment, function, office or capacity upon the express understanding, agreement and condition that they be so indemnified and held harmless to the extent described in this bylaw.

ARTICLE X

AMENDMENTS

These Southern California Division by-laws may be amended at any regular or special meeting of the membership. Proposed amendments to the by-laws must have been presented to the membership for consideration at a preceding regular or special meeting held at least thirty (30) days prior to the meeting to vote on the amendments. An amendment shall be deemed as adopted if it has received a majority of all votes cast by the members present, subject to the approval of the National **USFA, INC.**

Members of **THE DIVISION** will be given thirty (30) days notice prior to a vote.

USFA

SOUTHERN CALIFORNIA DIVISION

BY-LAWS (revised 2013)