

BYLAWS
OF THE
GULF COAST TEXAS DIVISION
OF
USA FENCING

Article I
Name and Affiliation

The name of the Division shall be the Gulf Coast Texas Division of USA Fencing, Inc. (USA Fencing).

The Division shall hereinafter be referred to as “the Division.”

The Division is a duly chartered, subordinate, constituent body of USA Fencing, exercising powers given by, performing duties directed under, and subject to the Articles of Incorporation, Bylaws, and policies of USA Fencing, with jurisdiction within the following boundaries:

Beginning at the mouth of the Sabine River, at the Texas-Louisiana border, thence extending west down the Texas Gulf Coast to the Mexican Border, thence west following the Mexican-Texas border to the junction of US Highway 77, thence northward following US Highway 77 to the point where it is intersected by the 31st parallel of latitude, thence east following the 31st parallel to the Texas-Louisiana border, thence southward following the Texas-Louisiana Border to the mouth of the Sabine River.

The foregoing geographic area is the historic and approved area for the Division. It shall not exclude any offshore developments in the Gulf of Mexico nor waive any claim to jurisdiction thereto.

Article II
Objectives

The purposes and objectives of the Division are:

1. To promote, develop and encourage the sport of fencing;
2. To provide local competitions and tournaments;
3. To assist fencers to reach their full potential; and
4. To aid and assist USA Fencing in all its objectives and purposes.

Article III

Membership, Dues, and Competition

1. Residency for Membership

Any person residing within the boundaries of the Division, or belonging to a fencing club or representing a school within this same area shall be eligible for membership in the Division. No member of the Division may be a member of any other Division of USA Fencing.

2. Classes of Membership

Membership shall be the same as that designated from time to time by USA Fencing.

3. Transfer of Membership

Membership may be transferred into the Division provided that the transferee has a current valid membership in, and receives the approval of, USA Fencing.

4. Voting

Any member in good standing who is entitled to vote in elections of USA Fencing is entitled to vote in elections conducted by the Division.

5. Dues

Annual dues shall be determined by USA Fencing. The Division may, upon approval of its membership, charge an additional fee for participation in Divisional activities.

6. Divisional Fencing Schedule

The Chair of the Division's Executive Committee shall convene a meeting of all Division members to develop the seasonal fencing schedule.

7. Tournament Eligibility

A. All persons entering a tournament sanctioned by the Division must be current members of USA Fencing. The bout committee at each such tournament will provide instructions for enrolling a non-member into USA Fencing at time of registration.

8. Tournament Requirements

A. The Executive Committee may allow Registered Clubs within the Division to host Division tournaments, but it shall approve the conditions, qualifications, and restrictions of all privately and/or club-sponsored tournaments before sanctioning such tournaments. At least one official Division representative, who must be a Division member in good standing selected according to the Operations Manual, shall be present at every sanctioned Division tournament, with full authority to assure that the conditions set by the Executive Committee are being carried out.

- B. If the stipulated conditions for such tournaments are not being followed, the Executive Committee may withdraw its sanction from the tournament, either before or after it is held, and announce that withdrawal to the Division and to USA Fencing.

Article IV Officers and Duties

The officers of the Division shall be a Chair, a Vice-Chair, a Secretary and a Treasurer, who collectively form the Executive Committee of the Board of Directors (*see* Article V). All Division officers shall take office at 12:01 a.m. on August 1 and hold office until 12:00 midnight on the following July 31, or until their successors are elected and justified, or unless they are removed from office through established processes.

The duties of officers shall be as follows:

1. Chair

- A. The Chair shall preside at all meetings of the Division and/or its Executive Committee, and perform such duties as usually pertain to that office and are not inconsistent with these bylaws. The Chair has the responsibility for ensuring that all reports required by USA Fencing are filed in a timely manner. The preparation of these reports may be delegated to the Secretary and Treasurer of the Division.
- B. The Chair may, from time to time, assign Division officers and other members of the Division to chair standing or *ad hoc* committees. The Chair or a designated Division officer shall be an *ex officio* member of all committees.

2. Vice-Chair

The Vice-Chair shall perform the duties of the Chair, should the Chair be unable to perform their duties. Otherwise, the Vice-Chair shall perform such duties as the Chair may assign.

3. Secretary

The Secretary shall conduct all official communication; maintain and coordinate online platforms including email distribution lists, websites, social media outlets; develop and distribute divisional press releases and other promotional materials; issue timely notice to all members of meetings of the Division; keep the minutes of all meetings of the Division and/or its Executive Committee; prepare and submit, when due, all reports concerning membership as required by USA Fencing; and any other like duties that may be assigned by the Chair.

4. Treasurer

- A. The Treasurer will serve as an authorized signatory on all accounts of the Division.
- B. The Treasurer shall manage the accounts of the Division; receive all monies, fees, and dues; pay all bills approved by the Executive Committee; and preserve all documentation for such receipts and disbursements.

- C. The Treasurer will ensure that Divisional funds are disbursed only for Division-related activities.
- D. The Treasurer will work with the Executive Committee and the Board of Directors to develop a budget for the following fiscal year (August 1 to July 31).
- E. The Treasurer shall perform such other duties as may be assigned by the Chair or other proper authority.

5. Removal of Officers

- A. Any officer of the Division may be removed for cause upon the petition of one or more voting members of the Division as specified in Section 5B and Section 6.
- B. The Board of Directors of USA Fencing may prescribe procedures for removal that provide the charged officer with notice of the asserted grounds for removal and due process during removal proceedings. If the Board of Directors or USA Fencing Bylaws fail to adopt such procedures, the USA Fencing Executive Committee may remove an officer of the Division if it finds there is cause for such removal after notice to the accused officer and a hearing or other appropriate proceeding in which that officer was accorded due process rights.

6. Recall or Removal of Officers

Officers and other elected members of the Executive Committee may be recalled or removed through the following procedure:

- A. A petition submitted to the Executive Committee, signed by at least 10% of the eligible voters in the Division, requesting a Special Membership Meeting to be held for the sole purpose of holding a recall or removal vote.
- B. At that meeting, two-thirds of those voting either in person or by proxy approve such recall.
- C. Time, place, and notification requirements of such meeting shall be determined as set forth in Article VI, Section 2 of these bylaws.

7. Resignation of Officers

- A. An officer who wishes to resign must submit such request in writing to the Board of Directors, and must give a notice of at least 30 days so that the Chair may convene a Special Membership Meeting to replace such officer.
- B. Once an officer submits their resignation, the Chair will convene a Special Membership Meeting to be held for the sole purpose of replacing such officer.
- C. Time, place, and notification requirements of such meeting shall be determined as set forth in Article VI, Section 2 of these bylaws.

Article V

Management by the Board of Directors

1. Composition

- A. The management of the Division shall be vested in the Board of Directors, consisting of the officers of the Division (*see* Article IV); a representative and alternate representative designated by each USA Fencing Registered Club in the Division (Division Member Club) that chooses to participate who serves for the full fiscal year; and such other members who have been elected at the Annual Meeting. Alternate representatives may participate in decisions of the Division only when the representative is not able to fulfill their duties.
- B. No one may hold office and/or be a member of the Board of Directors unless they are a current voting member of the Division.
- C. No one may serve as a representative or alternate of a Division Member Club and hold an office within the Division during the same fiscal year.
- D. At least one member from each Division Member Club must be designated to the Board of Directors.
- E. Members of the Division in good standing who have special expertise may be appointed by the Chair as advisors to the Board of Directors, but these individuals will not have voting privileges.

2. Quorum

A quorum shall consist of one-third of the voting membership of the Board of Directors or four members, whichever is greater. No voting by proxy is permitted at a meeting of the Board of Directors or the Executive Committee.

3. Meetings

- A. Meetings of the Board of Directors shall be held on a regular basis at a time and place designated by the Chair.
- B. Meetings may also be called upon the written request of four voting members of the Board of Directors. All members must receive at least 48 hours prior notice of all Executive Committee meetings.
- C. If a meeting of the Board of Directors is held online, then proposals may be voted upon through the online medium used. All balloting must be copied to every member of the Board of Directors, and the Secretary must keep a copy of the vote for the Division records.

4. Removal of Members from the Board of Directors

Any member of the Board of Directors (other than officers, for whom provision is made in Article IV, Sections 5 and 6) who fails to perform their duties may be removed from the Board of Directors by the following procedures:

- A. Written notification of the causes for removal must be provided to each and every member of the Board of Directors.
- B. At any meeting at which the removal of a member of the Board of Directors (officers excluded) will be contemplated, at least three-fourths of the total voting membership of the Board of Directors must be present.
- C. A member responding to a move for removal has the right to appear at the meeting (in person, online, or by phone) and present arguments against removal, but may not vote on this question.
- D. At least three-fourths of the members present must vote for removal for it to take effect.

5. Replacement of Division Member Club Representatives

Should a Division Member Club representative or alternate representative resign or be removed from the Board of Directors, it is the sole responsibility of the Division Member Club to replace their representative or alternate representative.

Article VI

Meetings of the Membership

1. Annual Meeting of the Division

- A. There shall be an Annual Meeting of the Division held no later than June 15 of any given fiscal year.
- B. A quorum shall consist of seven voting members of the Division present in person or by proxy.
- C. Officers of the Division for the next fiscal year will be elected at the Annual Meeting. All officers of the Division take and leave office concurrent with the terms of the USA Fencing fiscal year.
- D. The Treasurer shall, at the Annual Meeting of the Division, submit a report of the financial transactions of the preceding period.

2. Special Meetings of the Membership

Special Meetings of the membership may be called at any time and place by the Chair, and shall be called by the Chair upon written request of not fewer than 10% of the eligible voters of the Division. The same notification requirements as for the Annual Meeting apply.

3. Quorum

A quorum shall consist of 10 voting members in person or by proxy, and a majority of those present shall control, except as herein otherwise provided.

Article VII Elections

1. Candidates

Candidates for each office of the Division shall be nominated from the floor at the Annual Meeting.

2. Voting Process

- A. If not more than one nomination is made for an office, the Secretary of the Division shall cast a unanimous ballot for that candidate.
- B. If two or more candidates are nominated for an office, then a vote will be taken by written ballot, in person or by proxy, and the candidate receiving a majority of the votes will be elected. If no candidate receives a majority, then a run-off election (again by written ballot, in person or by proxy) between the two candidates with the highest vote totals will be immediately conducted. If neither candidate can still achieve a majority, or the result of the run-off election should end in a tie, then a lot shall be cast and the winner elected.

3. Voting by Proxy

- A. Members eligible to vote and in good standing may give their proxy to any other member of the Division who is eligible to vote and in good standing.
- B. All proxies shall be in writing and must be submitted at the roll call of the Annual Meeting. The person designated in the proxy must attend the Meeting in order to exercise it.

Article VIII Jurisdiction of USA Fencing

All rules, regulations, and policies set forth in USA Fencing Bylaws, USA Fencing Rules of Competition, and USA Fencing Operations Manual; or actions of the USA Fencing Board of Directors are hereby incorporated into these bylaws without action by the Executive Committee or the membership of the Division. In the event of conflict between these bylaws and the bylaws, rules, and policies of USA Fencing, the latter shall take precedence and the former shall be considered amended accordingly.

Article IX Management of Division Accounts

1. Treasurer Duties

- A. The Treasurer shall keep the accounts of the Division; receive all monies, fees & dues; pay all bills approved by the Board of Directors; and preserve all financial documentation for such disbursements.

- B. A. The Treasurer, in consultation with the Executive Committee, shall prepare the budget for the following fiscal year (August 1st to July 31st).
- C. The Treasurer shall disclose at the Annual Meeting all financial management information with the incoming Treasurer, should a new Treasurer be elected.

2. Account Configuration

All funds of the Division shall be maintained in a federally insured account, checking and savings, under the name of the Division.

3. Disbursements

- A. Only disbursements related to the Division shall be made from the Divisional checking account. Such disbursements must be supported by receipts stating the nature of the transaction and the payee.
- B. No amounts over \$50.00 will be dispersed without Executive Committee approval, and no amount over \$1000.00, not part of the current fiscal year's budget approved at the Annual Meeting, will be dispersed without the approval of the Division's membership, the majority of those voting deciding. Such vote may be taken by mail, email, an online voting mechanism, or at a Special Membership Meeting.

4. Disclosure of Account Activity

- A. Upon written or email request of at least 10 voting members of the Division, the Treasurer will provide current financial records within one month of such request.
- B. Changes made to the budget shall be made available to the Division within 30 days of such change.

Article XI

Amendments to Bylaws

The bylaws of the Gulf Coast Texas Division may be amended at any meeting of the membership of the Division, including the Annual Meeting. Any proposed changes to the bylaws must be available for review 30 days before adoption. An amendment receiving a majority of the votes cast, either in person or by proxy, shall be deemed adopted, subject to the provisions of Article VIII.