

Bylaws of the Association for Historical Fencing

As Amended at the Inaugural Membership Meeting Revised and amended July 21, 2001

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Article I: Name and Organization

Section 1. Name. As provided by the Certificate of Incorporation, this organization shall be known as the “Association for Historical Fencing,” and is sometimes referred to in these Bylaws as the “AHF.”

Section 2. Incorporation. This association shall be incorporated, organized, and operated under the New Jersey Domestic Nonprofit Corporations Act.

Section 3. New Jersey Law. No bylaw or other regulation adopted by the Association for Historical Fencing shall be inconsistent with the Certificate of Incorporation or in contravention of the New Jersey Domestic Nonprofit Corporations Act.

Section 4. Tax Exemption. The Association for Historical Fencing shall qualify and at all times remain qualified as a tax-exempt organization under the Internal Revenue Code of the United States.

Article II: Purposes

The purpose of the AHF shall be:

1. To establish and promote a nationwide program of amateur competition in the martial art of fencing; these competitions being limited to classical and historical fencing.
2. To preserve the teachings of classical and historical fencing.
3. To encourage the arts of classical and historical fencing, and to raise awareness of classical and historical fencing among fencers and non-fencers alike.
4. To aid in the improvement and development of the powers of reasoning, decision-making, and self-discipline of the individual through a program of training in the arts of classical and historical fencing.
5. To formulate and publish rules for competitions/tournaments in classical and historical fencing.
6. To raise public awareness of classical and historical fencing through exhibitions, seminars, lectures, and similar programs.
7. To ensure, to the extent practicable, the availability of qualified masters and instructors in the arts of classical and historical fencing.
8. To promote the growth of fencing schools and academies both nationally and internationally.
9. To disseminate knowledge and basic factual material about the arts of classical and historical fencing.

Article III: Fiscal Year and Finances

Section 1. Fiscal Year. The fiscal year of the AHF shall commence on the 1st day of November and end the 31st day of the following October, unless the Board of Governors shall by resolution specify other commencement and ending dates.

Section 2. Endorsement of Checks, etc. All checks, drafts, or other orders for payment of money, obligations, notes, or other evidence of indebtedness, and all other instruments signed or issued on behalf of the AHF, shall be signed or endorsed by such officers or agents of the organization as the Executive Committee shall by resolution specify.

Section 3. Depositories for Funds. All funds of the AHF not otherwise committed shall be deposited from time to time to the organization's credit in such banks or other insured depositories as shall be determined by the Executive Committee or its designee.

Article IV: Membership

Section 1. Classes. The membership of the AHF shall be divided into classes as established from time to time by the Board of Governors. Members of each class shall possess such rights and be subject to such regulations as may be dictated by these articles or by the Board of Governors. The classes of membership shall include 1 or more classes for masters, provosts, and certified teachers of any discipline in classical and historical fencing, collectively referred to as "professional members," 1 or more classes for individuals who may actively compete in events sponsored by this organization, collectively referred to as "individual members," 1 or more classes for individuals who may not actively compete in competitions sponsored by this organization, collectively referred to "associate members," and 1 or more classes for institutions and organizations, collectively referred to as "institutional members."

Section 2. Right of Members to Compete/Vote. All individual members shall be entitled to participate in any competition held under the auspices of the AHF, subject to the limitations of these Bylaws and to such regulations and limitations as the Board of Governors may from time to time lay down with respect to particular categories or classes of members or competitions.

All members, except "institutional members," who have paid their dues, as specified by the Board of Governors on or before February 1st of each membership year and who have attained their 18th birthday as of that day and whose dues have been received by the AHF Treasurer on or before that date shall have the right to vote on all matters that may be voted on by the AHF pursuant to these Bylaws and to hold any office to which they may be elected or appointed. All "institutional members" who have paid their dues by February 1st of each membership year shall be entitled to vote on all matters that may be voted on by the AHF pursuant to these Bylaws.

The Board of Governors may, by resolution, grant the right to vote and /or hold office to any member who has paid his/her dues after February 1st of the membership year, except that in no case may an "institutional member" hold any office in the association.

Section 3. Members Do Not Share in Assets. Membership shall not entitle any member to any share in the assets of the AHF, all of which are hereby declared to be irrevocably dedicated to the charitable purposes set forth in these articles and in the Articles of Incorporation. All rights and privileges of membership shall cease upon death, resignation, expulsion, or failure to pay dues.

Article V: Fees, Dues, and Arrears

Section 1. Dues to be Fixed by Board of Governors. The schedule of dues of the AHF shall be as established from time to time by the Board of Governors.

Section 2. Membership Year. The membership year shall commence on the 1st day of August and end on the following 31st day of July. All dues are payable on application for membership and thereafter on or before the next membership year begins.

Section 3. Extended Membership Year for New Members. A new member whose dues are paid between April 1st and July 31st shall be entitled to membership through the next membership year.

Section 4. Accounting for Dues. The AHF Treasurer shall account for all dues received by the AHF. Dues shall be deposited into the national account of the AHF for general AHF purposes.

Section 5. Privileges on Receipt of Dues. A new member is not admitted to membership and an old member is not in good standing until the member's dues and fees have been received by the AHF Treasurer. Payment of dues to an authorized agent shall render a fencer eligible to fence. However, no person will be eligible to vote in AHF affairs at any level unless the person's dues for the membership year in which the person seeks the right to vote are received by the AHF Treasurer prior to February 1st of that membership year.

Article VI: Officers

Section 1. Officers. The elected officers of this organization shall be the President, First Vice-President, Second Vice-President, Treasurer, Secretary, and 4 Directors. There shall, in addition, be such appointed offices as are provided for in these Bylaws or established by the Board of Governors. The officers of this organization shall perform such duties as are dictated by these Bylaws and by the parliamentary authority adopted by the organization.

Section 2. Qualifications for Officers. Only voting members may hold office in the AHF.

Section 3. President. The principal duties of the President shall be to foster the formulation of policy, to develop financial and membership support, to conduct relations between the AHF and other authorities whose jurisdictions affect the functions and purposes of the AHF, and to execute the decisions and directives of the Board of Governors and the Executive Committee. The president shall chair meetings of the Board of Governors, the Executive Committee, and the membership. The President shall have such authorities, powers, and duties as are assigned to that office by these Bylaws or are necessary and normally appurtenant to the powers and duties herein specified.

Section 4. Vice-Presidents. The Vice-Presidents shall perform such duties as the President or these articles delegate to them. The First Vice-President shall fulfill the duties of the President during temporary absences of the President not exceeding 4 weeks in duration.

Section 5. Treasurer. The Treasurer shall account for all moneys and other assets of the AHF and shall at each meeting of the Board of Governors and at the Annual Membership Meeting submit a report of the financial transactions of the organization from the time of the preceding report. The Treasurer shall confer with independent auditors selected by the Board of Governors and shall report on their findings. The Treasurer shall assist the President or the President's designee(s) in the formulation of proposed budgets for consideration and review by the Board of Governors.

Section 6. Secretary. The Secretary shall prepare agendas for all meetings of the Board of Governors and Executive Committee and shall prepare and maintain records of the proceedings of those bodies, and shall perform such duties as may be assigned to the Secretary by these Bylaws, the Board of Governors, or the President. In addition, and subject to review by the Executive Committee upon the petition of the aggrieved party, the Secretary shall make all initial decisions regarding questions of membership status, rights, and privileges; qualifications to fence in competitions sanctioned by the AHF; and qualification of competitors by appeal in cases where the rules so allow.

Section 7. Directors. Directors shall be responsible for assisting in the operation of the organization by attending meetings of the membership and of the Board of Governors, by serving on committees, and by acting as representatives of the membership's interests.

Section 8. Honorary Directors. The Board of Governors may by resolution appoint Honorary Directors, who shall have the powers and duties specified in such a resolution. Honorary Directors shall be ex-officio members of the Board of Governors, but shall not have voting rights and shall not count towards a quorum.

Section 9. Terms of Office. All elected officers shall serve for 4 years, or until their successors shall be elected and qualify. Terms of office shall commence at the end of the annual membership meeting at which the election is held and shall end at the close of the 4th annual membership meeting following election, at which the successor is elected, or upon the qualification of that successor to take office.

Section 10. Removal of Officers. Any officer of the AHF may be removed from office by the membership through the procedure prescribed in this section:

- a) No officer may be removed except upon cause.
- b) Impeachment shall require the affirmative assent of a majority of those voting in the issue at any duly constituted meeting of the membership. The motion of impeachment shall specify the grounds alleged as cause for removal with sufficient specificity to give the officer impeached adequate information and notice to allow the preparation of a defense.
- c) Following the affirmative vote of impeachment, the officer impeached shall continue to hold office and to execute the duties attendant thereto unless the Board of Governors, at any subsequent meeting, shall with the concurrence of 2/3 of those voting on the issue, vote to suspend the office pending a final determination of the question of removal. The duties of an officer so suspended shall be taken up by an interim officer, who may, but need not, be a member of the Board of Governors. The President with the consent of the Board shall appoint this interim officer.
- d) Those members who voted affirmatively on any adopted motion of impeachment shall select 1 or more persons to prosecute the case for removal, which shall be tried at the next regular or special membership meeting, in any case no less than 30 nor more than 120 days following impeachment.
- e) The President shall preside at the trial, unless the President is the subject of the impeachment motion, in which case the First Vice-President shall preside. Rulings on evidentiary and procedural matters shall not be constrained by any code or system of laws, but shall be such as to fairly do justice to the parties and the issues, provided that the right of the accused to confront and examine the witnesses and evidence offered in support of removal shall not be abridged.
- f) Removal of an officer shall occur upon the affirmative vote of 2/3 of those present in person and casting ballots on the question. In such event the office theretofore held by the party removed shall be vacant.

Section 11. Recall of Officers. Any officer may be recalled by the membership as provided in this section.

- a) An officer shall be recalled upon:

- (i) the affirmative vote of 2/3 of the membership present and voting at any annual membership meeting; or
- (ii) upon petition of not less than 10% of the members of the AHF who are eligible to vote.

b) Upon recall, a special election shall be conducted promptly in accordance with the election procedures provided by these Bylaws, with such appropriate modifications to the dates and schedules there stated as the Board of Governors shall prescribe. The recalled officer may be a candidate for the vacant office if nominated as provided by these Bylaws.

c) Upon authentication of a qualifying petition, the recalled officer may be suspended from office if the Board of Governors, at any subsequent meeting, shall with the concurrence of 2/3 of those voting on the issue, vote to suspend the office pending a final determination of the question of recall. The duties of an officer so suspended shall be taken up by an interim officer, who may, but need not, be a member of the Board of Governors. The President with the consent of the Board shall appoint this interim officer.

Section 12. Resignation of Officers. Any officer may resign his/her office by providing notice of such resignation in writing to the Secretary of the association no less than 10 business days before the resignation is to take effect.

Section 13. Vacancy in Office of President. In the event of a vacancy in the office of president, the First Vice-President shall become President.

Section 14. Other Vacancies. All other vacancies in offices of the AHF, whether arising from resignation, death, removal, or otherwise, shall be filled by an interim appointment by the Executive Committee until the next meeting of the Board of Governors, at which time the Board shall fill the vacancy for the balance of the term. In filling vacancies, the Board may appoint any member eligible to hold office.

Section 15. Term Limitations. No member may hold more than 1 office at a time, and no member shall be eligible to serve more than 2 consecutive terms in the same office, excepting that of Director, which a member may hold for unlimited terms.

Article VII: Board of Governors

Section 1. Composition. The Board of Governors shall be composed of:

- a) the President, the 2 Vice-Presidents, the Treasurer, and the Secretary of the AHF;
- b) 4 Directors; and
- c) Such Honorary or Appointed Members as are appointed under Article VI, who shall sit in an ex-officio, non-voting capacity.

Section 2. Authority. The Board of Governors shall have full power and authority over the affairs of the organization, except as otherwise specified herein.

Section 3. Competition/Exhibition Rules. The Board of Governors shall have the power to formulate, establish, and publish rules governing all member fencing competitions and all exhibitions sanctioned by the AHF.

- a) Matters pertaining to rules, such as those sent to the Board by the Competitive Rules Committee, must be approved by majority vote.
- b) Professionals shall be permitted to compete in competition only under such rules and conditions as the Board of Governors may from time to time prescribe.

Section 4. Quorum. At any meeting of the Board of Governors a quorum shall be 6 members present in person, or a majority of all voting Board Members, whichever is less. Attendance via chat room or similar electronic media forum is permissible and shall constitute presence in person. On failure of a quorum a lesser number shall have the power to adjourn to a given time and place. The President shall designate the date, place, and time of each meeting.

Section 5. Annual Meeting. The Annual Meeting of the Board of Governors shall be convened upon not less than 45 days' notice, and shall immediately precede, to the extent practicable, the Annual Membership Meeting.

Section 6. Special Meetings.

- a) The President shall call special meetings of the Board of Governors, on at least 30 days' written notice to each member of the Board. Special meetings shall take place no less than 2 times during each calendar year. Special meetings shall also be called by the President upon the written request of 5 or more members of the Board.
- b) Not less than 14 days prior to any meeting of the Board of Governors, there shall be mailed to each member an agenda of matters proposed to be considered at the meeting. Business not mentioned in the agenda may not be acted on at a special meeting, except that, if:

- (i) A supplement to the agenda is sent by facsimile transmission, mailgram, telegram, courier, electronic mail, or delivery service to the members so that it will arrive not less than 48 hours prior to the meeting; and
- (ii) 2/3 of the members present and voting at the meeting vote to consider the matter.

Section 7. Action on Membership Matters. Any proposed resolutions or legislation from the membership shall be included on the agenda for the next meeting of the Board of Governors or Executive Committee (as appropriate) which shall not be less than 21 days after such item is received by the AHF Secretary. The Board shall take such action as it deems appropriate, which may include, but is not limited to, adoption, adoption with amendments, rejection, submission to committee, or tabling. At the next meeting of the membership, the Board shall report on actions taken with respect to all proposed resolutions or legislation submitted by the membership.

Section 8. Legal Counsel. The Board of Governors may appoint annually legal counsel to advise and represent the AHF, its directors, and officers.

Section 9. Amateur Status. The Board of Governors shall have power to define amateur status for the purposes of the AHF. In the absence of action to the contrary, those who practice classical, historical, and/or ancient fencing solely for their own pleasure, relaxation, and/or health shall be considered amateurs.

Section 10. Tournaments/Championships. The Board of Governors may arrange for the conduct of such tournaments and championships as it sees fit.

Section 11. Voting by Mail. The Board of Governors shall have sole authority to determine its procedure for voting by mail, except that in no case will a vote by mail be counted towards a quorum, and in no case shall proxy voting be permitted on the Board.

Article VIII: Executive Committee

Section 1. Composition. The Executive Committee shall consist of the President, Vice-Presidents, Secretary and Treasurer of the AHF.

Section 2. Authority. The Executive Committee shall have general supervision of the affairs of the organization between meetings of the Board of Governors, and perform such duties as are specified elsewhere in these Bylaws.

Section 3. Meetings. The Executive Committee shall meet at least once per calendar month at a time and place selected by the President. Quorum shall be 3 members present in person. Voting by proxy or by mail is prohibited, but attendance at the meeting by electronic media (e.g. conference call) is permissible and shall constitute presence in person.

Section 4. Disciplinary Powers. The Executive Committee shall have the power to suspend, expel, deny continuation of membership, or deny readmission to membership of any member whose conduct may be deemed detrimental to the welfare, interests, or character of the AHF. Such action shall require the 2/3 majority vote of the Committee and may be appealed to the Board of Governors, where it will require a further 2/3 majority vote to be upheld. Any other legal sanction may be imposed by the Executive Committee upon majority vote or by action of any committee or group designated by the Executive Committee or Board of Governors.

Article IX: Committees of the Board of Governors

Section 1. Committees. Subject to the provisions of these Bylaws, the President, with the approval of the Board of Directors or the Executive Committee, shall have the power to create and appoint the members of such standing and special committees as he may deem necessary or appropriate, designate the chairs thereof, and assign functions thereto. The members of committees need not be members of the Board of Governors. The President shall be an ex-officio member of all committees, except the nominating committee, and if he stands for election he shall not sit on the committee that tabulates the votes.

Section 2. Committee Meetings. Every committee shall meet from time to time at the call of the Chair thereof, and it shall be the duty of the Chair to call a meeting upon the written request of a majority of the members of his committee or of the President.

Section 3. Committee Reports. The Chair of each Committee shall transmit a full report to the President of the AHF prior to the Annual Membership Meeting of the AHF.

Section 4. Competitive Rules Committee. The Competitive Rules Committee shall be chaired by the First Vice-President and shall consist of 6 additional members, at least 4 of whom must be professional members. It shall be the duty of this committee to formulate and interpret the rules for

competitions sponsored by this organization, to determine the qualifications for competitors, judges, and directors, to formulate training programs for same, and to deliberate and/or report on such other matters as the President assigns. All substantive changes to the rules for competitions made by the Competitive Rules Committee shall be approved by the Board of Governors and ratified by the Professional membership.

Section 5. Committee on Sponsorship. The Committee on Sponsorship shall be chaired by a Director and shall consist of 6 additional members. It shall be the duty of this committee to find and maintain sponsorship for the activities and competitions of the organization.

Section 6. Finance Committee. The Finance Committee shall be chaired by the Treasurer and shall consist of 4 additional members. It shall be the duty of this committee to formulate the organization's budget for the fiscal year, and to recommend adjustments to that budget throughout the year.

Article X: Membership Meetings

Section 1. Annual Membership Meeting. The Annual Membership Meeting of the AHF shall be convened during the month of July at a location, date, and time to be fixed by the President. There shall be notice to the membership of the location, date, and time of the meeting at least 60 days prior to the meeting.

Section 2. Special Membership Meeting. Special Membership Meetings of the AHF may be called by the President or the Board of Governors and shall be called upon the written request of 10% of the membership. There shall be at least 30 days' notice as to the time, date, and location of such a meeting, and the purpose of the meeting shall be stated in the call. There shall be 2 Special Membership Meetings called by the President to conduct general business during each calendar year.

Section 3. Quorum. At any Membership Meeting of the AHF a quorum shall consist of 20% of the membership present in person or by proxy, or 30 members present in person or by proxy, whichever is less.

Article XI: Elections

Section 1. Nominating Committee. At least 6 months prior to the Annual Membership Meeting at which elections are to be held, the President shall appoint a committee of an even number of members, no less than 6 nor more than 12, with the professional members and individual/associate members having equal representation. It shall be the duty of this committee to nominate candidates for the offices to be filled at the Annual Membership Meeting. The nominating committee shall nominate candidates for each office to be filled at the Annual Membership Meeting. The Nominating Committee shall report to the Board of Governors no less than 3 months prior to the Annual Membership meeting, and the list of nominees shall be published in the newsletter, mailed to the membership, or otherwise communicated to the members of the association.

Section 2. Nominations from the Floor. Prior to the elections at the Annual Membership Meeting, additional nominations shall be taken from the floor.

Section 3. Uncontested Elections. If no additional timely nominations have been made for any office, then the nominees of the Nominating Committee for such office or offices shall be certified as having been unanimously elected.

Section 4. Ballots. When more than 1 candidate has been nominated for any office, elections shall proceed by secret ballot in such a manner as may be laid down by the Board of Governors, or by a competent committee appointed to administer the elections.

Article XII: Miscellaneous Provisions

Section 1. Parliamentary Authority. The most recent edition of Robert's Rules of Order, Newly Revised shall serve as the parliamentary authority of this organization, except where in opposition to these articles and/or such standing rules as the organization may adopt.

Section 2. Colors. The colors of the AHF shall be black and red.

Section 3. Motto. The motto of the AHF shall be "The Future of Fencing is its Past."

Section 4. Administrative Divisions. The Board of Governors may create such administrative divisions and sections of the AHF as it deems necessary, and shall operate them under rules devised by the Board.

Article XIII: Amendment

Section 1. Amendment. These Bylaws may be amended by a 2/3 majority vote at any Membership Meeting, provided that notice of such an amendment has been given at the previous membership meeting.