



BYLAWS

THE SALLE AURIOL FENCING CLUB
DBA NORTHWEST FENCING CENTER

Updated Bylaws approved by Board vote March 27, 2025

Section 4 approved by membership on June 25th, 2025

5 Article 1, 1.2.1-1.2.6 and Article 4, 4.2 Approved by Membership November 20, 2025

Article I: Name, Location and Definitions

§1.1 Name and Location

The name of this non-profit organization is The Salle Auriol Fencing Club dba Northwest Fencing Center (the “Organization”). The business office is located at 11117 SW Greenburg Rd, Tigard, OR 97223.

§1.2 Definitions

§1.2.1 Member: A Participant, or if a Participant is a minor, the Participant’s parent or guardian.

§1.2.2 Member in Good Standing: A Member who is current in their payments and follows the conduct expected of Members.

§1.2.3 Member Benefits: Expert coaching and private lessons, access to a world-class facility with equipment, armory, and open bouting.

§1.2.4 Member Household: A household with at least one Member.

§1.2.5 Participant: A person who is registered in a class or has purchased any other available membership offered by the Organization, or is registered in a class which includes a membership.

Article II: Purpose

§2.1 Purpose: Advance the sport of fencing by offering educational opportunities for individuals of all backgrounds and skill levels, cultivating a culture of inclusivity and excellence, and promoting the values of perseverance and sportsmanship both within the fencing community and beyond.

§2.2 Goals: To provide and maintain facilities for supervised fencing training, instruction, and competition; offer programs of supervised fencing instruction led by qualified and trained coaches; develop and train individual athletes and teams for local, regional, national, and international fencing competitions; cultivate fellowship among individuals with a shared interest in the art and sport of fencing; and educate the public about the art, sport, and benefits of fencing participation through lectures and other community-beneficial programs.

Article III: Board of Directors

§3.1 Governance and Responsibilities. The Organization’s affairs are governed by the Board of Directors (the “Board”), as detailed in Board Policies. The Board is responsible for the Organization’s strategic direction, governance, financial stability, and the employment of the Executive Director, who manages day-to-day operations. The Executive Director shall manage or delegate all administrative duties not retained by the Board.

§3.2 Composition and Qualifications.

The Board shall consist of no fewer than eight and no more than ten persons (each, a "Director"). Each Director must be at least 21 years of age, a Member, and a member in good standing of USA Fencing (or the parent or guardian of a Participant who is a member in good standing of USA Fencing), and shall comply with USA Fencing's requirements for board members.

§3.3 Election of Directors.

Directors shall be elected by a majority vote of Member Households present at the annual meeting, from a slate of nominees presented by the Board or nominated by a Member. The Board may instead conduct elections or other business electronically, in which case ballots will be distributed to voting Member Households via email, and a majority vote within 14 days shall prevail. Each Member Household shall be entitled to cast the number of votes described in §4.1.

§3.4 Term of Office.

The term of office for Directors shall be two years, with efforts made to stagger terms. A Director may serve up to three consecutive terms. A term shall run from September 1 of the current year through August 31 of the second year. If a person has served three consecutive terms, they shall be eligible to serve again as a Director after twelve (12) months have elapsed since the end of their third consecutive term as Director.

§3.5 Removal of Directors

Any Director may be removed from the Board, with or without cause, by a two-thirds vote of the Directors then in office, excluding the Director whose removal is being considered. Written notice of the proposed removal, stating the reasons therefor (if any), shall be provided to the Director being considered for removal at least 7 days prior to the meeting at which the removal vote is to be taken."

Any Member may submit a written request to the Secretary or another Officer of the Board for the removal of a Director, stating the reasons for the request. However, any allegations of misconduct subject to the USA Fencing SafeSport policy shall be reported and handled exclusively in accordance with the procedures outlined in that policy, and shall not be subject to the removal process described in this section. A finding of a SafeSport policy violation against a Director shall result in the automatic and immediate removal of that Director from the Board. For all other removal requests, the Secretary shall promptly forward the request to the Board. The Board shall consider the request at its next regular meeting or at a special meeting called for that purpose, and shall determine the appropriate next steps, which may include an investigation, a hearing, or other actions deemed necessary by the Board. The requesting Member shall be notified in writing of the Board's decision.

§3.6 Resignation of Directors

Any Director may resign from the Board by submitting written notice to the Secretary of the Board. A resignation shall be effective immediately unless the notice specifies a later effective date.

§3.7 Vacancies

If a vacancy occurs on the Board between annual meetings due to resignation, death, removal, or other cause, the Board may elect a qualified individual to fill the vacancy for the remainder of the unexpired term. Such election shall require a majority vote of the Directors then in office. The Board may hold a special meeting for the purpose of filling such vacancies.

§3.8 Meetings

Regular meetings of the Board shall be held at such times and places as the Board shall determine. The Board shall meet at least six times per year, one of which shall be the Annual Meeting, at which officers shall be elected. Written notice of each meeting, stating the date, time, and place, shall be provided to each Director at least 7 days in advance.

Directors and committee members may participate in meetings by means of conference telephone, video conferencing (including platforms such as Zoom, Google Meet, or similar technologies), or similar communications equipment by which all persons participating in the meeting can hear and communicate with each other. Such participation shall constitute presence in person at the meeting.

§3.9 Quorum and Voting

A quorum for the transaction of business at any meeting of the Board shall be a majority of the Directors then in office, or at least one-third of the Directors then serving, whichever is greater. If a quorum is present, an action shall be considered approved if it receives the affirmative vote of a majority of the Directors present at the meeting, unless a different voting requirement is specified by law or in these Bylaws.

§3.10 Action by Written Consent

Any action that may be taken at a meeting of the Board may be taken without a meeting if a written consent, setting forth the action to be taken, is signed by *all* Directors then in office. The written consent shall have the same force and effect as a vote taken at a duly held meeting of the Board. Such written consent may be delivered by mail, email, or other reasonable means of communication. The consent shall be filed with the minutes of the Board.

§3.11 Officers and Committees

The officers of this Board shall be the Chair, Vice-Chair, Secretary, and Treasurer.

§3.11 Election and Term of Office

The Board shall elect the officers to serve one-year terms, beginning on September, 1st. An officer may be reelected without limitation on the number terms they may serve, subject to the three-term limitation of their Board service. In the event that an election can not be held by September 1st, the current Officers will serve until replaced.

§3.12 Vacancy

A vacancy in any office shall be filled as soon as practical at a meeting of the Board.

§3.13 Board Chair

The Board Chair shall provide leadership to the Board, ensuring effective governance and oversight of the organization's mission and strategic direction, in close partnership with the Executive Director. The Board Chair shall preside over Board meetings, ensuring efficient and productive discussions and fostering a collaborative environment; collaborate with the Executive Director to develop meeting agendas and ensure timely distribution of meeting materials; serve as the primary point of communication between the Board and the Executive Director, facilitating open communication and mutual understanding; provide guidance and support to the Executive Director, offering counsel on strategic and operational matters; lead the Board in setting strategic direction, establishing goals, and monitoring organizational performance; ensure the Board fulfills its fiduciary responsibilities, including financial oversight and adherence to legal and ethical standards; facilitate the Board's evaluation of the Executive Director's performance; lead the Board's process for succession planning, ensuring continuity of leadership; represent the organization externally, as appropriate, and advocate for its mission; promote Board engagement and development, fostering a culture of active participation and continuous improvement; and perform other duties as assigned by the Board, consistent with the responsibilities of the Chair.

§3.14 Vice Chair

The Vice Chair shall support the Chair in providing leadership to the Board and shall perform the duties of the Chair in their absence or incapacity. The Vice Chair shall also act as a liaison between the Board and the Executive Director, facilitating communication and collaboration; chair Board committees as assigned by the Chair; participate in strategic planning and other key initiatives of the Board; provide guidance and mentorship to other Board members; assist the Chair in preparing agendas and materials for Board meetings; and perform other duties as assigned by the Board or the Chair, consistent with the responsibilities of the Vice Chair.

§3.15 Secretary

The Secretary shall be responsible for maintaining the official records of the Organization and ensuring the proper conduct of Board and membership meetings, working in coordination with the Executive Director. The Secretary shall oversee the preparation and distribution of meeting notices, typically handled administratively by the Executive Director; ensure accurate minutes are taken and preserved, with the

Executive Director often assisting in this process; maintain and safeguard corporate records, with the Executive Director managing day-to-day record keeping; record elections, resignations, and appointments; oversee compliance related to filings and record keeping, in collaboration with the Executive Director; manage official Board correspondence, as needed; track meeting attendance; ensure records are accessible to the Board and, if applicable, members; and perform other duties as assigned, consistent with the Secretary's role.

§3.16 Treasurer

The Treasurer shall have ultimate responsibility for the financial health and integrity of the Organization, providing oversight of the Executive Director's financial management. The Treasurer shall chair the Finance Committee and oversee the following, ensuring adherence to established financial policies and procedures: (a) oversight of the Executive Director's maintenance of accurate financial records; (b) oversight of the Executive Director's deposit of funds; (c) review and approval of significant disbursements, while the Executive Director may handle routine expenses; (d) collaboration with the Executive Director on budget development and presentation to the Board; (e) regular review of financial reports prepared by the Executive Director and presented to the Board; (f) oversight of the annual audit process (if applicable); (g) oversight of investments (if any); (h) review of internal controls; (i) oversight of delegated financial tasks; (j) adherence to the conflict of interest policy; and (k) other duties as assigned by the Board, consistent with financial oversight.

§3.17 Standing Committees

The officers of the Board shall constitute the Executive Committee. The Executive Committee shall have the authority to make decisions on urgent matters arising between Board meetings and shall perform other duties as specified in these Bylaws.

The Board shall establish and maintain a Finance Committee and a Governance Committee. The Finance Committee shall oversee the financial affairs of the Organization, and the Governance Committee shall oversee matters related to board composition, governance practices, and nominations.

§3.18 Other committees or workgroups

The Board may also establish other committees and workgroups as it deems necessary or appropriate to carry out the purposes of the Organization. The Board shall determine the specific responsibilities and authority of all committees and workgroups, which shall be documented in Board Policy.

§3.19 Limitations on Authority

No committee shall have the authority to approve the dissolution, merger, or sale, pledge, or transfer of all or substantially all of the Organization's assets. No committee shall have the authority to adopt, amend, or repeal the Articles of Incorporation, Bylaws, or any resolution or policy adopted by the Board.

Article IV: Members

§4.1 Classes and Voting.

The Organization shall have one class of Members. Voting rights shall be exercised by Members in Good Standing at the annual meeting of the membership, which shall be held in the spring of each year.

Each Member Household that is composed entirely of Members in Good Standing shall be entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the Bylaws of the Organization.

If a Member Household contains two (2) or more individuals over the age of 18 who are Participants, then in lieu of the formula described in the previous paragraph, the Member Household shall be entitled to one (1) vote for each adult Participant, provided such adult Participant would, on a stand-alone basis, qualify as a Member in Good Standing. The Member Household shall not be entitled to any additional votes based on the fact that minor members of the Member Household are also Participants.

§4.2 Meetings

The specific date of the annual meeting and any special meetings of the Members and the procedures for voting shall be determined by the Board and communicated to the members at least 7 days prior to the meeting.

Members may call a special meeting if Member Households holding at least fifteen percent of the votes eligible to be cast at the meeting deliver a demand signed and dated to the Board Secretary, specifying the purpose of the requested meeting.

§4.3 Quorum

Unless otherwise provided in these Bylaws or by applicable law, the Member Households present at a duly called meeting shall constitute a quorum for the transaction of business. If a quorum is present, the act of the Members shall be the affirmative vote of a majority of the voting Member Households present and voting at the meeting.

§4.4 Termination of Membership

Membership may be terminated for cause, including but not limited to non-payment of dues, violation of the Code of Conduct, or other conduct detrimental to the interests of the organization. Any allegations of misconduct subject to the USA Fencing SafeSport policy shall be reported and handled exclusively in accordance with the procedures outlined in that policy, and the Member shall not be subject to the removal process described in this section. A finding of a SafeSport policy violation against a Member shall result in the automatic and immediate removal of that Member. Prior to termination, the Member shall receive written notice of the proposed termination and the reasons therefor. A Member wishing to appeal a termination may submit the appeal in

writing to the Board Secretary and may be given an opportunity to be heard by the Board.

§4.3 Member rights.

Members have the right to access records as designated by Board Policy.

Article V: Corporate Indemnity

The Organization shall indemnify and hold harmless, to the extent permitted by applicable law and subject to the limitations set forth below, any person who was or is a Director, officer, employee, volunteer, or agent of the Organization (an “Indemnitee”) against reasonable expenses, including attorneys' fees, actually and necessarily incurred by such Indemnitee in connection with any threatened, pending, or completed action, suit, or proceeding (a “Proceeding”) to which such Indemnitee is, was, or is threatened to be made a party by reason of the fact that such Indemnitee is or was acting in such capacity, provided that the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in the best interests of the Organization. This indemnification shall not apply to any Proceeding brought by or on behalf of the Organization itself. The Organization maintains Directors and Officers (D&O) insurance, and this indemnification shall be secondary to and shall be reduced by any amounts recovered by the Indemnitee under such insurance. The Organization may, but is not obligated to, advance expenses to an Indemnitee, subject to the Indemnitee's undertaking to repay such expenses if it is ultimately determined that the Indemnitee is not entitled to indemnification. This indemnification provision shall be interpreted in a manner consistent with the Organization's limited financial resources, prioritizing the preservation of funds for the Organization's mission.

Article VIII: Amendments to Bylaws

These Bylaws may be amended or repealed, or new Bylaws adopted, by a majority vote of Directors present at a Board meeting where a quorum is present. Directors shall receive at least 2 days written notice of the proposed amendment, including a copy.

Amendments increasing member quorum requirements or changing member voting requirements must be approved by a majority of the Members by a vote of voting Member Households present and voting at a duly held meeting with proper notice.