

CORPORATE Bylaws OF: WFencing, Inc.

FOR THE ESTABLISHMENT OF A 501(c)(3) CHARITABLE ORGANIZATION TO BRING TOGETHER INDIVIDUALS AND ORGANIZATIONS WITH A COMMON PROFESSIONAL INTEREST IN THE SPORT FENCING.

Article I - Corporate Authority

Section 1. Name. As provided by the Articles of Incorporation, this organization will be known as WFencing, Inc. and referred to throughout these bylaws as "WFencing" or the "Corporation":

Section 2. Incorporation. WFencing is a corporation organized and operated in accordance with the North Carolina Nonprofit Corporation Act pursuant to Articles of Incorporation filed with the North Carolina Secretary of State on May 7, 2020 (hereinafter the "Corporation"). All written materials identifying the Corporation or reproducing the corporate name will contain the phrase "a nonprofit corporation" or similar phraseology immediately after the corporate name.

Section 3. North Carolina Law. No bylaw or other regulation adopted by WFencing will be inconsistent with the Articles of Incorporation of this organization or in contravention of the North Carolina Nonprofit Corporation Act.

Section 4. Tax Exemption. WFencing will qualify and at all times will remain qualified as a tax exempt organization under the Internal Revenue Code of the United States and under the laws of the State of North Carolina.

Section 5. The Seal. The seal of the Corporation will contain the name of the Corporation, the word "Seal," and such other words and figures as desired by the Board. When obtained, said seal will be impressed in the margin of this section of the Bylaws.

Section 6. Fiscal Year. The fiscal year of the Corporation will be the local government fiscal year (hereinafter referred to as "year"). Said fiscal year may at any time or from time to time be changed by resolution adopted by the Board.

Article II - PURPOSES - POWERS

Section 1: Purposes. The Corporation will have such purposes as are now or may

hereafter be set forth in the Articles of Incorporation, and will have and exercise such powers in furtherance of its purposes as are now or may hereafter be set forth in the Articles of Incorporation, these Bylaws, or as are provided by law. Regardless of all other provisions relating to purposes, the Corporation is limited to those purposes that comply with the qualification of the Corporation as an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

Section 2: Powers. The Corporation possesses all of the powers as set forth in the Articles of Incorporation, except as limited by Section 3.

Section 3: Limitations. As above indicated, the Corporation was organized and will be operated solely for charitable purposes, subject to the following limitations:

- a. No part of the net earnings of the Corporation will inure to the benefit of any member, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, officer of the Corporation, or any private individual will be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. No substantial part of the activities of the Corporation will be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation will not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- b. The Corporation will distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (including future amendments thereto), or corresponding provisions of any subsequent federal or state tax laws.
- c. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (including future amendments thereto), or corresponding provisions of any subsequent federal tax laws.
- d. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (including future amendments thereto), or corresponding provisions of any subsequent federal tax laws.
- e. The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (including future amendments thereto), or corresponding provisions of any subsequent federal tax laws.
- f. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (including future amendments thereto), or corresponding provisions of any subsequent federal tax laws.
- g. Notwithstanding any other provisions of these Bylaws, the Corporation will not

carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may be amended.

h. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation will be distributed exclusively to related charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

Article III - Membership

Section 1. Membership Qualifications.

- a. Members must be 16 years of age or older.
- b. The Board of Directors may designate different classes of membership which may include, but is not limited to organizations, voting members and non-voting members.
- c. No person will be admitted as a member without the person's consent.
- d. Membership will not be denied on the basis of sex (including gender identification or sexual preference), race, nationality or age (other than the base criteria of being age 16 or older).

Section 2. Members' Rights and Obligations.

- a. Membership can be attained by signing up online, choosing membership status and level, and paying in full the appropriate fees, if any, associated with the membership.
- b. Every voting member has equal voting rights and the manner of exercising voting rights will be the same for all voting members;
- c. Members must respect the rights and obligations of all the members between and among themselves, obligations to the Corporation, and with respect to the purpose of the Corporation;
- d. Memberships cannot be transferred.
- e. Except as otherwise provided in or authorized by the articles of incorporation or bylaws, all members will have the same designations, qualifications, rights, and obligations.
- f. The Corporation will neither authorize nor issue shares of stock to members.
- g. A member of the Corporation is not, as such, personally liable for the acts, debts, liabilities, or obligations of the Corporation.
- h. Any member may resign at any time through written communication to the

Secretary. The resignation of a member does not relieve the member from any obligations incurred or commitments made to the Corporation prior to resignation, unless expressly relieved of those obligations by the Board of Directors.

i. No member of the Corporation may be expelled or suspended, and no membership may be terminated or suspended, except in a manner that is reasonable and is carried out in good faith by two-thirds vote of the Board of Directors. Any proceeding challenging an expulsion, suspension, or termination will be commenced within one year after the member receives notice or constructive notice of the expulsion, suspension, or termination. A member who has been expelled or suspended may be liable to the Corporation for dues, assessments, or fees as a result of obligations incurred or commitments made by the member prior to expulsion or suspension. At its sole discretion, the Board of Directors may on the Corporation's website publish the names of members who have been expelled or suspended.

Section 3. Liability. The Board of Directors, the Officers and the Corporation will not be responsible for any action or inaction, lawful or unlawful, taken by any members of the organization.

Section 4. Place of Meetings. Meetings of members will be held online or in person as determined from time to time by the Board of Directors.

Section 5. Annual Meetings. Meetings of members will be held at least once annually at the Summer National Championships as determined by the Board of Directors of WFencing, at which meeting members will elect a Board of Directors and transact any other business as may be properly be brought before the meeting. In circumstances when the annual meeting cannot reasonably be held at the Summer National Championships (e.g., public health crisis, Acts of God, terrorism, etc.), it will be held online or in any other manner reasonably accessible to the majority of membership, and held as close to annually as reasonably possible.

Section 6. Special Meetings. Special membership meetings, for any purpose or purposes, may be called at any time by the President, or the Board of Directors, or by at least ten percent (10%) of the membership. Business transacted at any special meeting will be confined to the purpose or purposes set forth in the notice of the special meeting.

Section 7. Notice of Meetings. Whenever members are required to take any action at a meeting, a written notice of the meeting will be provided to each member via email of record for each member entitled to vote at or entitled to notice of the meeting, which will state the place, date, and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise provided by law,

written notice of any meeting will be given not less than ten (10) nor more than sixty (60) calendar days before the date of the meeting to each member entitled to vote at such meeting.

Section 8. Membership Quorum at Meetings. Members may take action on a matter at a meeting only if a quorum exists with respect to that matter. Except as otherwise provided by law, all members are entitled to vote, represented in person or by proxy and will constitute a quorum when 51% of the membership roster is represented.

Section 9. Proxies. Each member entitled to vote at a meeting of members or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to vote for him or her by proxy granted in writing. And such proxy will only be valid for the specific meeting designated in the proxy. A duly executed proxy will be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. Except as otherwise provided herein or by law, every proxy is revocable at the pleasure of the member executing it by communicating such revocation, in writing, to the Secretary of the Corporation.

Section 10. Voting at Meetings. If a quorum exists, action on a matter (other than the election of directors) is approved if the votes cast favoring the action exceed the votes cast opposing the action. Directors will be elected by a plurality of the votes cast by members entitled to vote in the election (provided a quorum exists). Unless otherwise provided by law or in the Corporation's Articles of Incorporation, and subject to other provisions of these Bylaws, each member will be entitled to one vote on each matter, in person or by proxy or electronically, if the Board of Directors authorizes an acceptable method for electronic voting. Voting need not be by written ballot, and will be done in a manner prescribed by the Board of Directors.

Section 11. List of Members. The officer of the Corporation who has the roster of membership of the Corporation will prepare and make, at least ten days before any meeting of the membership, a complete list of members entitled to vote at the meeting, arranged alphabetically. The list will be open to the examination solely by any member for any purpose related to the meeting, during ordinary business hours, for a period of at least ten days before the meeting online. Online or teleconference meetings are acceptable with digital documentation. The list will also be produced and kept available at the time and place of the meeting, for the entire duration of the meeting, and may be inspected by any member present at the meeting.

Section 12. Consent in Lieu of Meetings. Any action required to be taken or which

may be taken at any meeting of members, whether annual or special, may be taken without a meeting, without prior notice, and without a vote, if a consent in writing, setting forth the action so taken, will be signed by the members having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all members entitled to vote were present and voted. The action must be evidenced by one or more written consents, describing the action taken, signed and dated by the members entitled to take action without a meeting, and delivered via mail or digitally to the Corporation at its registered office or to the officer having charge of the Corporation's minute book.

No consent will be effective to take the corporate action referred to in the consent unless the number of consents required to take action are delivered to the Corporation or to the officer having charge of its minute book within sixty days of the delivery of the earliest-dated consent.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous vote will be given to those members who have not consented in writing.

Section 13. Conference Call. One or more members may participate in a meeting of members by means of conference telephone, videoconferencing, or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in this manner will constitute presence in person at such a meeting.

Section 14. Annual Statement. The President and the Board of Directors will present at each annual meeting a full and complete statement of the business and affairs of the Corporation for the preceding year.

ARTICLE IV – DIRECTORS

Section 1. Powers of Directors. The business and affairs of the Corporation will be managed by or under the direction of a board of directors (the "Board of Directors"), which may exercise all such powers of the Corporation and do all lawful acts and things, subject to any limitations set forth in these Bylaws or the Articles of Incorporation for the Corporation.

Section 2. Number. The number of directors will be no fewer than (7) nor more than fifteen (15) as may be fixed or changed from time to time by the Board within the minimum and maximum.

Section 3. Qualifications. Each director will be a member of the organization for at least sixty (60) days prior to the date of the election. The directors need not be residents of the state of incorporation. The Corporation will endeavor to seek directors with some background or experience relating to the purposes and goals of the Corporation. In addition, the Board of Directors will endeavor to follow the below guidelines with respect to Board of Directors membership. The composition of the Board of Directors should ideally be as close to the following as possible: (1) a private club coach; (2) a referee; (3) an NCAA coach; (4) a club owner; (5) one third of the Board to be professionals working actively in fencing organizations; and ideally it would be good to have (6) at least one lawyer, banker and or person with knowledgeable professional development experience (7) at least one person with development funding experience and (8) at least one person who identifies as male; and each person will be in good standing in their respective professions. The Corporation will endeavor to fill the board with racially and ethnically diverse individuals who reside in different regions of the United States. A board member may qualify in more than one category. Persons related by consanguinity or marriage may not serve on the Board of Directors at the same time. The Board must always consist of a majority of individuals who identify as women.

Section 4. Election. The directors will be elected by a plurality of the members at the annual meeting of members in person or by proxy. Only members who have been members for at least sixty (60) days prior to the election may vote. Each Director will be elected for a term of two (2) years, not to exceed three consecutive terms until their successor will be elected and will qualify or until his or her earlier resignation or removal. Directors will serve for staggered terms so that half the Board of Directors will be elected in any given election year.

Section 5. Nomination of Directors. The Board of Directors and membership will nominate candidates to stand for election as directors. Members may also nominate candidates, provided such nomination is submitted in writing to the Corporation's Secretary no later than 30 days prior to the annual membership meeting at which such directors are to be elected. Nominations must include both the name of the candidate as well as the name of the person who has made the nomination. Nominees may only run for a position on the board if they agree to the nomination. Such agreement must be made in writing.

Section 6. Vacancies. Except as otherwise provided by law, any vacancy in the Board of Directors occurring by reason of an increase in the authorized number of directors or

by reason of the death, withdrawal, removal, disqualification, inability to act, or resignation of a director will be filled by the majority of directors then in office. The successor will serve the unexpired portion of the term of his or her predecessor. Any director may resign at any time by giving written notice to the Board or the Secretary.

Section 7. Meetings.

- a. Regular Meetings. Regular meetings of the Board of Directors will be held at least quarterly each year with notice and at such time and place as determined by the Board.
- b. Special Meetings. Special meetings of the Board may be called by the Chairperson or the President on two days' notice to each director, either personally or by telephone, express delivery service, email, or facsimile transmission. The notice need not specify the purpose of a special meeting.
- c. Waiver. Attendance by a director at a meeting will constitute a waiver of notice of such meeting unless the director gives a written statement at the meeting to the person presiding objecting to the transaction of any business because the meeting is not lawfully called.

Section 8. Manner of Acting. The act of the majority of the Board of Directors present at a meeting at which a quorum is present will be the act of the Board of Directors with the following exceptions and as otherwise provided in these Bylaws:

- a. The vote of a two-thirds majority of the number of directors then holding office will be required to amend the Articles of Incorporation, adopt, amend or repeal a Bylaw, or to adopt a resolution dissolving the Corporation.
- b. The vote of a majority of the number of directors then holding office will be required in any other transactions where the Nonprofit Corporation Act of North Carolina (or its successor) requires the same.
- c. A director may be removed from the Board of Directors by a two-thirds majority vote of the directors or 75% of the membership.
- d. One or more directors may participate in meetings of the Board of Directors or a committee by any means of communication, including audio or video conference, by means of which all participating directors can simultaneously hear each other during the meeting. Participation in this manner will constitute presence in person at such a meeting.

Section 9. Informal Action by Members of the Board. Action taken by a majority of the directors then holding office without a meeting is nevertheless deemed an action of the Board of Directors if written consent, including by electronic mail correspondence, to the action in question is signed by a majority of the Board of Directors then holding office and filed with the minutes of the proceedings of the Board of Directors, whether done before or after the action in question. Such action is effective when the last

director creating the majority signs the consent, unless the consent specifies a different effective date.

Section 10. Advisory Committees to Directors. The Board of Directors, by resolution, may create one or more committees, each consisting of one or more directors. Each such committee will serve at the pleasure of the Board of Directors. All provisions of these Bylaws relating to meetings, action without meetings, notice, and waiver of notice, quorum, and voting requirements of the Board of Directors will also apply to such committees and their members. Committee members will help with recruitment of members and creation of events, as well as to advise WFencing on policies. An advisory committee may be composed of coaches, tournament organizers, parents, and/or referees, and other interested members of the fencing community as may be appropriate.

Section 11. Compensation. The Board of Directors at their sole discretion will have the authority to reimburse directors and committee members for reasonable travel and expenses. No director or committee member may receive money for their work as a director or committee member. Directors may be reimbursed for other services rendered in the context of the Corporation, for example, leading a referee or coaching clinic. A fixed sum and reasonable expenses of attendance may be allowed for attendance at each regular or special meeting of the Board. No such payment will preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE V -- OFFICERS

Section 1. Positions. The officers of the Corporation will be a Chairperson, a President, a Vice President, a Secretary, and a Treasurer. Additional officer roles such as Assistant Secretary(ies), Assistant Treasurer(s), and other similar officer roles may be elected by the Board of Directors from time to time, when determined by the Board of Directors to be appropriate. Each such officer will exercise such powers and will perform such duties as will be set forth herein and such other powers and duties as may be specified from time to time by the Board of Directors. The officers of the Corporation will be elected by the Board of Directors. Any two or more offices may be held by the same person, with the exception of Chairperson and President, or President and Secretary, or President and Treasurer. No officer may act in more than one capacity where action of two or more officers is required.

Section 2. Chairperson. The Chairperson will have overall responsibility and authority

for management and operations of the corporation, will preside at all meetings of the Board of Directors and members, and will ensure that all orders and resolutions of the Board of Directors and members are implemented.

Section 3. President. The President will be the chief operating officer of the Corporation and will have full responsibility and authority for management of the day-to-day operations of the Corporation. The President will be an ex-officio member of all committees and will have the general powers and duties of management and supervision usually vested in the office of president of a corporation.

Section 4. Vice President. The Vice President will take over for the President whenever the President is not available to perform a particular duty. The Vice President may be the chair of a committee, be part of any executive counsel, and will perform such roles as the President and/or the Board of Directors may determine.

Section 5. Secretary. The Secretary will attend all meetings of the officers, Board of Directors and all meetings of the members, and will act as clerk thereof. The Secretary will tally and record all votes of members, directors and officers of the Corporation and will keep the minutes of all its transactions in a book to be kept for that purpose, and will perform like duties for all committees of the Board of Directors when required. The Secretary will give, or cause to be given, notice of all meetings of the members and special meetings of the Board of Directors, and will perform such other duties as may be prescribed by the Board of Directors or President, under the supervision of the President. The Secretary will maintain the records, minutes, and seal of the Corporation and may attest to any instruments signed by any other officer of the Corporation.

Section 6. Treasurer. The Treasurer will be the chief financial officer of the Corporation and perform all duties required by a chief financial officer (e.g., filing tax documents, etc.), will have responsibility for the custody of the corporate funds and will keep full and accurate records and accounts of receipts and disbursements in books belonging to the Corporation, and will keep the monies of the Corporation in a separate account in the name of the Corporation. The Treasurer will provide to the President and directors, at the regular meetings of the Board of Directors, or whenever requested by the Board of Directors, an account of all financial transactions and of the financial condition of the Corporation.

Section 7. Term of Office. The officers of the Corporation will hold office until their successors are chosen and have qualified, or until their earlier resignation or removal. Any officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of two-thirds majority vote of the Board of Directors. Any vacancy occurring in any office as a result of death, resignation,

removal, or otherwise, will be filled for the unexpired portion of the term by a majority vote of the Board of Directors.

Section 8. Compensation and Reimbursement. No officer of the Corporation will be compensated for rendered services; however, any officer may be reimbursed for any reasonable out-of-pocket expenses incurred while fulfilling the duties of their office.

ARTICLE VI -- General Provisions

Section 1. Amendments. Except as otherwise provided herein, these Bylaws and the Articles of Incorporation, as well as all future amendments or additions thereto, may be altered or repealed by the affirmative vote of a two-thirds majority of the directors then holding office at any regular or special meeting of the Board of Directors.

Section 2. North Carolina Law. All controversies pertaining to the interpretation and execution of the foregoing Bylaws are to be interpreted under the then applicable provisions of the Nonprofit Corporation Act of North Carolina and other applicable laws of the State of North Carolina germane thereto.

Section 3. Indemnification. Any person who at any time serves or has served as a director or officer of the Corporation, or at the request of the corporation is or was serving as an officer, director, agent, partner, committee member, administrator, or employee for any other foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, will have the right to be indemnified by the Corporation to the fullest extent permitted by law in the event he or she is made, or is threatened to be made, a party to any threatened, pending or completed civil, criminal, administrative, investigative or arbitrative action, suit or proceeding and any appeal therein (and any inquiry or investigation that could lead to such action, suit or proceeding), whether or not brought by or on behalf of the Corporation, seeking to hold the individual liable by reason of the fact that he or she is or was acting in such capacity. The Corporation will not, however, indemnify any person against liability or expenses the person may incur as a result of their activities which were, at the time taken, known or believed by the person to be clearly in conflict with the best interests of the Corporation, were grossly negligent or performed in bad-faith, or if the person or their immediate family received an improper personal benefit. The Board of Directors may provide such lawful indemnification for the employees and agents of the Corporation as it deems appropriate and as are consistent with the restrictions expressed in this Section.

The rights of those receiving indemnification hereunder will, to the fullest extent from

time to time permitted by law, cover (i) reasonable expenses, including without limitation all attorneys' fees actually and necessarily incurred by him or her in connection with any such action, suit or proceeding, (ii) all reasonable payments made by him or her in satisfaction of any judgment, money decree, fine (including an excise tax assessed with respect to an employee benefit plan), penalty, or settlement for which he or she may have become liable in such action, suit or proceeding; and (iii) all reasonable expenses incurred in enforcing the indemnification rights provided herein.

Expenses incurred by anyone entitled to receive indemnification under this Section in defending a proceeding may be paid by the Corporation in advance of the final disposition of such proceeding as authorized by the Board in the specific case or as authorized or required under any provisions in these Bylaws or by any applicable resolution or contract upon receipt of an undertaking by or on behalf of such person to repay such amount unless it is ultimately determined that they are entitled to be indemnified by the corporation against such expenses.

Section 4. Payment of Indemnification. The Board of Directors will take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by this Section, including without limitation making a determination that indemnification is permissible in the circumstances and a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him or her.

Section 5. Binding and Nonexclusive. Any person who at any time after the adoption of this Section serves or has served in any of the described capacities for or on behalf of the Corporation will be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Any repeal or modification of these indemnification provisions will not affect any rights or obligations existing at the time of such repeal or modification. The rights provided for herein will inure to the benefit of the legal representatives of any such person and will not be exclusive of any other rights to which such person may be entitled apart from the provisions of this bylaw. The rights granted herein will not be limited by the provisions contained in Section 55A-8-51 of the North Carolina Nonprofit Corporation Act (or its successor).

Section 6. Grants, Loans, Appropriations and Other Payments and Donations. Funding of the Corporation comes from membership fees, donations, grants, tournament fees, corporate sponsorships and a percentage of fees associated with the development of online and in person professional training for fencing professionals or those in the fencing community. The Corporation may receive grants, loans,

appropriations and other payments and donations from various private, civic and public entities, to include but not limited to, federal, state and local governments, for-profit and nonprofit entities, trusts and individuals as well as membership dues. Such grants, loans, appropriations and other payments and donations may be made subject to the control and accounting requirements of the public body furnishing the funds. Expenditures by the Corporation of such grants, loans, appropriations and other payments and donations will be made only for the public charitable purposes of the Corporation. The Corporation will receive such grants, loans, appropriations and other payments and donations only pursuant to a written agreement, with the body making such grant, loan, appropriation or other payments and donations, specifying particularly the services to be rendered or the expenditures to be made, and as appropriate, the object of which will constitute public purposes, in exchange for which such grants, loans, appropriations or other payments and donations will be received.

Section 7. Collaborative Partnerships. WFencing welcomes collaborative partnerships with USA Fencing, the United States Coaches Association, and the International Fencing Federation. WFencing will solicit support from foundations and other entities for support of special projects.

Article VII: EFFECTIVE DATE

The effective date of the foregoing Bylaws will be the _____ day of _____ , 2020.

APPROVED BY:

President

Secretary