

EXHIBIT "A"

FENCERS CLUB, INC.
New York Not-For-Profit Corporation

SECOND AMENDED AND RESTATED BY-LAWS
Adopted September 25, 2012

ARTICLE I

Organization and Name

Section 1.01. The corporation is a New York Not-for-Profit Corporation known as Fencers Club, Inc. (the "Club").

ARTICLE II

Purposes

The Club is organized for the following purposes:

Section 2.01. To promote the sport of fencing.

Section 2.02. To promote and encourage fencing activities among the members of the Club and all other fencing organizations throughout the world; and

Section 2.03. To foster educational programs for the training of fencers and to promote sportsmanship.

Section 2.04. To promote the accessibility of the sport of fencing to all individuals regardless of gender, race or socio-economic status.

ARTICLE III

Membership and Dues

Section 3.01. Membership in the Club shall be subject to acceptance by the Club and to the payment of dues.

Section 3.02. The Board of Directors (the “Board”) may establish such different classes of membership as it shall determine and shall fix the dollar amount and manner of payment of dues for each such class of membership.

Section 3.03. The Club shall not discriminate in its membership on the basis of race, color, religion, ethnicity, national origin, sex, sexual orientation or other invidious form of discrimination.

ARTICLE IV

Membership Meetings and Actions

Section 4.01. Unless otherwise fixed by the Board, the annual membership meeting shall take place at the Club’s premises during the month of May in each year. The Board may also call special meetings of the membership from time to time at its discretion.

Section 4.02. Written notice of any meeting shall be given by mail at the direction of the Club Secretary to all members at least 15 days prior to the meeting. The notice shall state the purpose of the meeting. With the affirmative vote of at least three of its members, the Executive Committee may call a meeting of the full Board of Directors with one week’s prior notice, and may call for a vote by e-mail on an issue of major importance

Section 4.03. Only regular, full-dues paying members (which shall include all persons having a family membership or parents of member minors — who shall receive one vote per household) who are at least 18 years of age shall be entitled to vote at membership meetings.

Section 4.04. The presence at any membership meeting, in person or by written proxy, of at least one-third of the members entitled to vote shall constitute the quorum necessary to act. A majority vote at the meeting shall control as to each issue to be voted on.

ARTICLE V

Board of Directors

Section 5.01. Powers. The Corporation shall be managed by the Board. The Board shall have the general power to control and manage the affairs and property of the Club in accordance with the purposes and limitations set forth in the Certificate of Incorporation of the Club.

Section 5.02. Number and Qualification of Directors. There shall be at least thirteen, but no more than twenty-two, Directors constituting the entire Board of the Club. Subject to the foregoing, the number of Directors may be changed from time to time by amendment of these By-Laws approved by a supermajority vote of 70% of the Board members. Each Director shall be at least eighteen years of age. A director need not be a member of the Club.

Section 5.03. Election and Term of Office. Each Director shall hold office for a three-year term, beginning with the annual meeting at which such Director is elected and ending at the conclusion of the annual meeting three years thereafter. Terms should be staggered with one third of the Board up for reelection at each annual membership meeting. Each Director shall hold office until his or her successor has been elected or appointed, or until his or her death, resignation or removal. To become a Director, a person shall be nominated by the Nominating Committee or by write-in vote and elected by a majority of the Club's members who cast ballots, as long as ballots cast and proxies received represent at least 30% of the Club's voting members. Members may vote via proxy or at the annual meeting.

Section 5.04. The Board shall meet not less than semi-annually at the Club's premises or at such other location as may be agreed to by the Board. Special meetings may be

called by the Chair or the President or at the request of any three other Board members by written (or e-mail) notice to the Board members.

Section 5.05. Board members are required to attend Board meetings.

Absence at two or more missed meetings may entail the removal of a Director from the Board.

Section 5.06. A majority of the Board shall be necessary to constitute a quorum for the transaction of its business, and a majority vote at a duly constituted meeting shall be sufficient for any authorized action of the Board. Extraordinary issues may be voted on by mail, e-mail, or with attendance* by means of a telephone connection.

Section 5.07. The Board shall carry on the usual and ordinary affairs of the Club, including, without limitation, entering into contracts, purchasing or leasing property, securing financing, fixing fees to be paid and the terms of use of the Club's premises by coaches approved by the Board. The Board shall recruit, select, hire, engage or fire coaches and associate coaches in consult with the Executive Director. The Board shall appoint committees, to serve at the pleasure of the Board, to carry on any Board activity other than the election of officers.

Section 5.08. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action.

Section 5.09. The Board may amend or replace these Bylaws at any time upon a supermajority vote of two thirds of the entire Board.

Section 5.10. Vacancies and Newly Created Directorship. Any newly created directorships and any vacancies on the Board arising at any time from any cause may be filled by a vote of a majority of the Directors then in office, regardless of their number, and any Director so elected shall serve until the next annual meeting of the Club at which the election of

Directors is in the regular order of business and until his or her successor has been elected or appointed and qualified.

ARTICLE VI

Officers

Section 6.01. The Board shall elect a Chair, a President, a Vice-President, a Secretary and Treasurer, and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided or as determined by the Board. Officers are nominated by the Chair, in consult with the Nominating Committee, and presented to the Board for election by a quorum of the Board. Each officer shall hold office for a one-year term and shall remain in office until his or her successor has been elected.

Section 6.02. Any officer may be removed by unanimous consent of the Board with or without cause. In the event of death, resignation or removal of an officer, the Board in its discretion may appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of Chair, President or Secretary. All officers shall serve without salary.

Section 6.03. The Chair shall preside at all meetings of the membership and the Board and shall be an ex-officio member of all committees of the Board.

Section 6.04. The President shall assist the Chair in the performance of his or her duties and shall preside in his or her absence. The Vice President shall assist the President in the performance of his or her duties and shall preside in his or her absence. The President and Vice President shall perform such other duties as may be assigned by the Board from time to time.

Section 6.05. The Secretary shall keep, or cause to be kept, the minutes of all meetings of the Board and membership and send out, or cause to be sent out, all notices (other

than for dues), required or desired to be sent to the membership and the Board. The Secretary shall be custodian of corporate records and shall perform such other duties as may be assigned by the Board from time to time.

Section 6.06. The Treasurer shall be the Chair of the Finance and Audit Committee and shall have general supervision and charge of the books and records of account of the Club. The Treasurer shall render such reports or accounts of the financial affairs of the Club and may from time to time be requested by the Board or the Chair and shall perform such other duties as may be assigned by the Board from time to time. The treasurer shall invest the Club's funds and assets in the manner directed by the Board and shall submit an annual report in writing to the Board and the membership as to the financial condition of the Club.

Section 6.07. The Executive Director shall have responsibility for the administration and operation of the Club as directed by the Board, shall develop recommendations to the Board for the initiation and fulfillment of programs and projects and shall perform such other duties as may be assigned by the Board from time to time and shall be available to contribute to the functioning of all committees of the Board upon the request of each of the committees.

ARTICLE VII

Committees

Section 7.01. Executive Committee. There shall be an Executive Committee which shall consist of the officers of the Club.

(a) The Executive Committee shall hold meetings from time to time when called by the Chair of the Board or the Executive Director, provided that there shall be a minimum of two regular meetings of the Executive Committee each year, one immediately

following the annual meeting of the Board and the other to be held at such time and place as shall be set by the Chair of the Board or the Executive Director.

(b) The Executive Committee may exercise all of the powers of the Board, subject to the direction and control of the Board, provided that the Executive Committee shall not have authority as to the following matters:

- (i) The filling of vacancies in the Board or in any committee thereof;
- (ii) The fixing of compensation of the Directors for serving on the Board or on any committee;
- (iii) The amendment or the repeal of the By-Laws or the adoption of new By-Laws; or
- (iv) The amendment or repeal of any resolution of the Board, which by its terms shall not be so amendable or subject to repeal.

Section 7.02. Additional Standing Committees. There shall be the following additional standing committees of the Board: a Finance and Audit Committee, a Nominating Committee, and a Fundraising and Capital Campaign Committee. In addition to the foregoing, the Board may appoint other standing committees, including the Chair of each such standing committee. Non Board members may be elected to serve on all standing committees other than the Executive Committee. Each such committee shall serve at the pleasure of the Board. Each standing committee shall hold meetings from time to time called by the chair of such committee. All members of the Board must serve on at least one committee.

Section 7.03. Finance and Audit Committee

(a) The Finance and Audit Committee shall be responsible for monitoring the Club's financial condition and results of operations and shall be authorized to perform the following duties:

(i) To review and approve the Club's annual operating budget before it is submitted to the Board for final approval;

(ii) To review the operating results of the Club and to report regularly to the Board concerning the Club's financial condition;

(iii) To supervise the investment of the Club's funds and to report to the Board regarding the performance of investments; and

(iv) To work with the staff and the auditors in reviewing the Club's financial statements and to report to the Board any matters with respect thereto.

(b) The Finance Committee shall consist of at least three members, and the Treasurer of the Club shall be the Chair of the Finance and Audit Committee. Non Board members may be elected to serve on the Finance and Audit Committee.

Section 7.04. Nominating Committee

(a) The Nominating Committee shall be responsible for recommending nominations to the Board and shall be authorized to perform the following duties:

(i) To determine the current and future needs of the Board in terms of the number of directors, and the experience, skills and abilities of the Directors;

(ii) To identify a pool of potential candidates for the Board and to consult with such candidates and the Executive Committee as to the advisability of nominating such candidates; and

(iii) To recommend to the Board nominees for election to the Board.

(b) The Nominating Committee shall consist of at least three members of the Board, and the Chair of the Nominating Committee shall be selected by the Board. Non Board members may be elected to serve on the Nominating Committee.

Section 7.05. Fundraising and Capital Campaign Committee

(a) The Fundraising and Capital Campaign Committee shall be responsible for fundraising for the Club and shall perform the following duties:

(i) To assess the fundraising needs of the Club and an annual program to meet such needs;

(ii) To coordinate the fundraising efforts of the Club; and

(iii) To plan and run the fundraising events to be held by the Club.

(b) The Fundraising and Capital Campaign Committee shall consist of at least three members, and the Chair of the Fundraising and Capital Campaign Committee shall be selected by the Chair of the Board. Non Board members may be elected to serve on the Fundraising and Capital Campaign Committee.

Section 7.06. Quorum and Voting. Except as may be otherwise expressly required by statute, at all meetings of any standing committee, a majority of its members shall be required for the transaction of business or of any item of business, and each matter shall be decided by a vote of a majority of the members present at the time of the vote.

Section 7.07. Special Committees. The Board may create such special (“Ad Hoc”) committees of the Board as may be deemed desirable, which committees shall have such powers and perform such duties as may from time to time be authorized by the Board. The Chair shall appoint the chair of each such committee.

Section 7.08. Advisory Board. The Board may create an Advisory Board to advise the Board with respect to the Club's programs and other matters. The method for appointing Advisory Board members and the length of their service shall be determined by the Board. Members of the Advisory Board may, but need not be Directors.

ARTICLE VIII

Compensation of Officers and Directors

Section 8.01. No Director shall receive, directly or indirectly, any salary or other compensation from the Club for his or her services as such, but this provision shall not preclude any Director from serving the Club in any professional or other capacity, approved by the Board, and receiving reasonable compensation therefor.

ARTICLE IX

Fiscal Year

Section 9.01. The fiscal year of the Club shall extend from September 1 to and including the following August 31.

ARTICLE X

Deposits, Checks, etc.

Section 10.01. Deposit of Funds. All funds of the Club shall be deposited in such banks, trust companies or other depositories as the Board may from time to time determine.

Section 10.02. Checks. All checks, drafts, endorsements, notes and evidences of indebtedness shall be signed by the persons specified in respect to particular bank accounts approved by the Board.

ARTICLE XI

Indemnification of Officers and Directors

Section 11.01. The Club shall indemnify any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that he or she, his or her testator or interstate is or was a member of the Club's Board of Directors, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Club, and with respect to any criminal action or proceeding, had no reasonable cause to believe that the person's conduct was unlawful. The Club shall advance the expenses of such person in defending such an action or proceeding, except to the extent specifically prohibited by law. The Club may make provision with respect to such indemnification of or advancement of expenses to officers or Directors by agreement or by resolution of the Board.

ARTICLE XII

Superseding of Prior Bylaws

Section 12.01. These Bylaws supersede all bylaws and amendments thereto previously adopted by the Club.