

BYLAWS OF
USA WEIGHTLIFTING, INC.

Amended June 26, 2017
Amended April 11, 2019
Amended May 28, 2019

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SECTION 1. NAME AND STATUS

Section 1.1. Name.

The name of the corporation shall be the U.S.A. Weightlifting, Inc. (“USAW”). USAW may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks, or trademarks as may be appropriate to further its purposes, mission recognition and goals.

Section 1.2. Non-profit Status.

USAW is a non-profit corporation incorporated and licensed pursuant to the laws of the State of New York. USAW shall be operated for charitable and educational purposes and it shall also have as its purpose to foster national and international amateur sports competition in the sport of Weightlifting. USAW shall operate consistent with and shall maintain a tax-exempt status in accordance with section 501(c) (3) of the Internal Revenue Code.

Section 1.3. Emblem and Seal.

USAW’s official emblem and seal shall be in such form as may be approved from time to time by USAW.

SECTION 2. OFFICES

Section 2.1. Business Offices.

The principal office of USAW shall be in the state of Colorado. USAW may at any time and from time to time change the location of its principal office. USAW may have such other offices, either within or outside Colorado, as the Board of Directors (“the Board”) may designate or as the affairs of USAW may require from time to time.

Section 2.2. Registered Office.

The registered office of USAW required by the New York Non-Profit Statute (“Nonprofit Statute”) shall be maintained in Colorado. The registered office may be changed from time to time by the Board or, to the extent permitted by the Nonprofit Statute, by the registered agent of USAW. The registered office may be, but need not be, the same as the principal office.

SECTION 3. MISSION

Section 3.1. Mission.

The Mission of USAW shall be to enable United States athletes to achieve sustained competitive excellence in Olympic competition and to promote and grow the sport of weightlifting in the United States.

SECTION 4. RECOGNITION AS NATIONAL GOVERNING BODY

Section 4.1. Recognition as a National Governing Body.

USAW shall attempt to maintain recognition by the United States Olympic Committee (“USOC”) as the National Governing Body (“NGB”) for the sport of weightlifting in the United States. In furtherance of that purpose, USAW shall comply with the requirements for recognition as an NGB as set forth in the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. 220501 et. seq. (the “Sports Act”) and as mandated by the United States Olympic Committee as such requirements are promulgated or revised from time to time. In fulfilling those requirements USAW shall:

- a. be a member of the International Weightlifting Federation (“IWF”), which is recognized by the International Olympic Committee (“IOC”) as the worldwide governing body for the sport of Weightlifting;
- b. be autonomous in the governance of the sports of weightlifting by independently determining and controlling all matters central to such governance, by not delegating any of that determination or control, and by being free from outside restraint;
- c. maintain the managerial and financial competence and capability to establish national goals for Weightlifting relating to the development and well-being of the sport, to implement and administer a plan for the attainment of those goals, and to execute its obligations as the NGB for the sport of weightlifting;
- d. provide for individual and organizational membership;
- e. ensure that its Board and any other governance body has established criteria and election procedures; maintains among its voting members, individuals who are actively engaged in amateur athletic competition in weightlifting or who have represented the United States in an international amateur athletic competition in weightlifting within the preceding ten (10) years; and ensures that the membership and voting power held by those individuals is not less than twenty percent (20%) of the membership and voting power held on its Board and other governing boards;
- f. provide for reasonable direct representation on its Board for any amateur sports organization which, in the sport of Weightlifting, conducts on a level of proficiency

appropriate for selection of amateur athletes to represent the United States in international amateur athletic competition, a national program, or regular national amateur athletic competition, and ensure that representation reflects the nature, scope, quality, and strength of the programs and competitions of that amateur sports organization in relation to all other of those programs and competitions in the sport of Weightlifting in the United States;

- g. be governed by a Board, whose members are selected without regard to race, color, religion, national origin, sex, or sexual preference with reasonable representation on the Board of both males and females;
- h. provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in Weightlifting competitions without discrimination based on race, color, religion, age, sex, sexual preference or national origin;
- i. not have an officer who is also an officer of another amateur sports organization that is recognized by the USOC as an NGB;
- j. provide procedures for the prompt and equitable resolution of grievances of its members;
- k. provide fair notice and an opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator, or official before declaring such individual ineligible to participate;
- l. agree to submit to binding arbitration in any controversy involving: (i) its recognition as an NGB; or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition in weightlifting, upon demand of the USOC or any aggrieved amateur athlete, coach, trainer, manager, administrator, or official, conducted in accordance with the Commercial Rules of the American Arbitration Association or as modified pursuant to the Act;¹⁴
- m. not have eligibility criteria relating to amateur status or to participation in the Olympic Games that is more restrictive than those of the IWF; and
- n. perform all other obligations and duties imposed by the Act and by the USOC on an NGB.

SECTION 5. MEMBERS

Section 5.1. Categories of Membership.

USAW shall have individual and organization membership categories as follows. All members must be in compliance with all requirements of these Bylaws and all applicable rules. As used

herein, “applicable rules” shall mean the rules and regulations, code of ethics, technical and competition rules, core values and decisions of the USA Weightlifting Board of Directors. Registrations must not be lapsed to enjoy the benefits of registration:

- a. Elite Athletes. The following individuals shall be eligible for Elite Athlete membership in USAW:
 - i. those who within the prior ten (10) years represented the United States in the Olympic Games, Pan American Games, an Operation Gold event, a World Championship recognized by the IWF, the Paralympic Games, or an IPC-recognized World Championship in weightlifting; or
 - ii. those who, within the previous twenty-four (24) months, have finished in the top half of the USAW National Championships or a team selection competition for the events outlined in subsection (i) and (ii). Any individual who qualifies as an Elite Athlete will be an Elite Athlete member and will not be a member in other categories for which he or she may be eligible.
- b. Athlete Members. Those eligible for USAW membership in the Athlete category shall be any individual who registers with USAW, is a competitive athlete eligible to compete in weightlifting events, but who does not otherwise qualify for membership as an Elite Athlete.
- c. Technical Members. Those eligible for USAW membership in this category shall be any individual who is a coach who has achieved a National Coach rating or above, and/or a referee who has achieved National Referee status or above.
- d. Coach, Referee, and Auxiliary Members. Those eligible for USAW membership in this category shall be any individual who registers with USAW, is a coach who is not yet a national coach or a referee who is not yet a national referee. Auxiliary membership categories such as volunteers and medical membership shall be considered in this category.
- e. Olympic Members. Those eligible for USAW membership in this category shall be any individual who has competed for the United States in the sport of weightlifting in the Olympic Games (inclusive of those selected to compete in the 1980 Olympic Games but excluding the Youth Olympic Games), and who does not otherwise qualify as an Elite Athlete. Such persons shall be granted a lifetime membership in USAW without the requirement to pay dues.
- f. Organizational Grassroots Membership. Any club whether national or local, is eligible for membership in this category if it registers and agrees to be bound by the rules and regulations of USAW. The club President will solely hold the vote on behalf of the club.

- g. Local Weightlifting Committee. Local Weightlifting Committee members are and shall be the recognized weightlifting boards or equivalent weightlifting committees of the district associations, which conduct annual association championships in the sport of weightlifting.
- h. Friend of USA Weightlifting. The Friend of USA Weightlifting membership shall be considered as a tax deductible donation (minus any goods exchanged) from a friend of the sport. It does not bestow any right to compete, voting right or other rights such as category (a) or any other category.

Section 5.2. Voting Members.

- a. The following membership groups shall have the following voting privileges:
 - i. Elite Athletes. Each Elite Athlete shall have one vote on each matter submitted to Elite Athletes for a vote. Also, each Elite Athlete shall have one vote on each matter submitted to the entire membership for a vote.
 - ii. Athlete, Coach, Referee, Technical and Olympic Members. Athlete Members, Coach Members, Referee Members, Technical Members and Olympic Members shall have one vote per person on all matters submitted to that respective category of membership or to the entire membership.
 - iii. Organizational Grassroots. The Organizational Grassroots members shall have one vote per Club/Organization on matters submitted to this category of membership or to the entire membership for a vote.
- b. Bylaws and Articles of Incorporation. All members, except Friends of USA Weightlifting members, shall have voting privileges on amendments to the Bylaws; and all members, except Friends of USA Weightlifting members, shall have voting privileges on amendments to the articles of incorporation.
- c. Qualification. To be eligible to vote in an election, an individual shall only be allowed to vote in one (1) membership category; must be at least eighteen (18) years of age on the day of the election; and must be a member of USAW, with fully paid dues, sixty (60) days prior to the date of an election. For purposes of clarification, any individual who is a member of more than one (1) membership category shall designate the membership category in which he or she shall vote, except that those who qualify as Elite Athletes must vote in the Elite Athlete category. Notwithstanding these restrictions on voting, membership in USAW is open to individuals who are less than eighteen (18) years of age; however, they shall not be allowed to vote.

Section 5.3. Membership Requirements and Dues.

Membership in USAW is a privilege and creates with it certain obligations and duties. The Board may establish such membership requirements and dues as the Board shall deem necessary

or appropriate. Further, the Board may establish, as the Board deems necessary or appropriate, such rules and procedures for the manner and method of payment of dues, the collection of delinquent dues and the proration or refund of dues. No privilege of membership shall be available until all membership requirements are satisfied and all dues are paid in full.

Section 5.4. Suspension and Termination of Membership.

- a. The membership of any member may be terminated in accordance with these Bylaws. A member shall have the right to a hearing prior to termination of his or her membership. A member may only resign if the member has paid all dues then payable.
- b. A member will be suspended automatically in the instance of outstanding dues or other financial obligations to the federation if said financial obligations have been outstanding for a period of one hundred eighty (180) days or more.

Section 5.5. Membership anti-doping obligations.

It is the duty of all members of the USAW to comply with all anti-doping rules of the International Weightlifting Federation (“IWF”) and of the U.S. Anti-Doping Agency (“USADA”), including the USADA Protocol for Olympic and Paralympic Movement Testing (“USADA Protocol”), United States Olympic Committee Anti-Doping Policy (“USOC Anti Doping Policy”), and all other policies and rules adopted by the IWF, USOC and USADA and USADA. Members agree to submit to drug testing by the IWF and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension. If it is determined that a member may have committed a doping violation, the member agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the IWF and/or USAW, if applicable or referred by USADA. Members who fail to comply with these requirements face suspension or termination of their membership by USA Weightlifting.

Section 5.6. Membership SafeSport obligations

As a condition of membership in USA Weightlifting and a condition for participation in any competition or event sanctioned by USA Weightlifting or its member organizations, each member and each athlete, coach, trainer, agent, athlete support personnel, medical or paramedical personnel, team staff, official, and other person who participates in USA Weightlifting or USA Weightlifting events (whether or not a USA Weightlifting member), agrees to comply with and be bound by the safe sport rules, policies, and procedures of the U.S. Center for Safe Sport and to submit, without reservation or condition, to the jurisdiction and rules, policies, and procedures of the U.S. Center for Safe Sport for the resolution of any alleged violations of those rules, policies, or procedures, as they may be amended from time to time. To the extent any USA Weightlifting rule is inconsistent with the rules of the U.S. Center for Safe Sport, such rule is hereby superseded. The current safe sport rules are available at the office of USA Weightlifting or on-line at the following website: <https://safesport.org/>.

As a condition of membership in USA Weightlifting and a condition for participation in any competition or event sanctioned by USA Weightlifting or its member organizations, each

member and each athlete, coach, trainer, agent, athlete support personnel, medical or para-medical personnel, team staff, official, and other person who participates in USA Weightlifting or USA Weightlifting events (whether or not a USA Weightlifting member), agrees to comply with and be bound by the USA Weightlifting Statement of Consolidated SafeSport requirements & USA Weightlifting Athlete Safety Policy.

Section 5.7. Transgender Persons

USAW permits competition opportunities for transgender individuals. Such individuals should consult the USAW Transgender Athlete policy for guidance on their ability to compete in USA Weightlifting. For the purposes of voting, Transgender persons are considered to be the gender in which they identify.

For the purpose of competition, Transgender persons should consult the USAW Transgender Athlete Policy.

Section 5.8. Transfer of Membership.

Members may not transfer their membership in USAW. Members shall have no ownership rights or beneficial interests of any kind in the property of USAW.

Section 5.9. Local Weightlifting Committees (“LWCs”)

- a. The LWC structure shall duplicate the organization’s structure as closely as possible. LWCs manage and promote weightlifting activities at the local level throughout their LWC and are funded as set forth by USAW. Membership in the LWC shall be open to all individuals and clubs registering with USAW. Unattached athletes are members of the LWC in which they reside. Clubs are members of the LWC in which their primary location zip code is located. Athlete members are members of the LWC in which they reside, however as an alternative such members may choose to be a member of the LWC in which their club zip code is located, provided such member provides notice of this election to USAW and vote in.
- b. LWCs will operate as a 501(c)(3) group exemption sub-committee of USA Weightlifting and will be noted as such in the USAW Bylaws. However, those with an existing 501(c)(3) organization will have a grace period up until the next LWC Presidents election, or by May 2020 whichever is the soonest. At that transition they will come under the group exemption. At all times, USAW staff will have access, approval and audit capabilities over all LWC accounts. LWCs will submit their sub-committee bylaws to USAW for approval.
- c. LWC’s must maintain bylaws, inclusive of election of LWC officers at a minimum of every four (4) years. Elections must be held by electronic voting software through the USAW national office. Such bylaws must be approved by the Board, or the Board’s delegate authority by vote of seventy percent (70%) of the Board to delegate such authority. Any member of the LWC may request to view the bylaws and minutes of the LWC Board at any time and must be presented with such bylaws and minutes within five (5) working days of the date of written request.

c. Representation. The following are rules concerning representation.

- i. To transfer to another club, the athlete must serve four (4) months in unattached status or obtain permission from both clubs, and LWCs, involved.
- ii. A change of bona fide residence shall allow the athlete to change to the new LWC at once.
 - (A) Exception to this is if the athlete chooses to continue to represent the club which he/she is registered in his/her former LWC.
- iii. A student at a bona fide educational institution may transfer his/her registration to a club or unattached in the LWC where he/she is attending school at once.

SECTION 6. BOARD OF DIRECTORS

Section 6.1. General Powers.

Except as otherwise provided in these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of USAW shall be governed by, the USAW Board of Directors (“the Board”).

Section 6.2. Function of the Board.

The Board shall oversee the management of USAW and its affairs, but it does not manage USAW. The Board’s paramount duties shall be to select a well-qualified and ethical Chief Executive Officer (“CEO”) and diligently oversee the CEO in the operation of USAW. The Board shall focus on long-term objectives and impacts rather than on day-to-day management. The CEO shall manage a staff-driven organization with effective Board oversight.

The Board shall perform the following non-exclusive specific functions:

- a. implement procedures to orient new Board Directors, to educate all Directors on the business and governance affairs of USAW, and to evaluate Board performance;
- b. select, compensate, and evaluate the CEO and plan CEO succession;
- c. review and approve USAW’s strategic plan and the annual operating plans, budget, business plans, and corporate performance;
- d. set policy and provide guidance and strategic direction to management on significant issues facing USAW;
- e. review and approve significant corporate actions;

- f. oversee the financial reporting process, communications with stakeholders, and USAW's legal and regulatory compliance program;
- g. oversee effective corporate governance;
- h. approve capital structure, financial strategies, borrowing commitments, and long range financial planning;
- i. review and approve financial statements, annual reports, audit and control policies, and, upon the recommendation of the Audit Committee, selects independent auditors;
- j. ensure that USAW's assets are being properly protected;
- k. ensure USAW's compliance with laws and regulations and the performance of its broader responsibilities;
- l. ensure that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis; and
- m. appoint well-qualified individuals to committees where tasked to do so.

Section 6.3. Diversity of Discussion.

The Board shall be sensitive to the desirability of diversity at all levels of USAW, including among the membership of the Board and among its athletes. USAW's Board shall develop and implement a policy of diversity at all levels, supported by meaningful efforts to accomplish diversity. USAW's Board shall develop norms that favor open discussion and favor the presentation of different views.

Section 6.4. Qualifications.

- a. Each Director of the Board must be a citizen of the United States and eighteen (18) years of age or older. However, a Director need not be a resident of the state of New York. A Director shall:
 - i. have the highest personal and professional integrity;
 - ii. have demonstrated exceptional ability and judgment; and
 - iii. be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of USAW.
- b. Directors shall possess the highest personal values, judgment and integrity, understanding of athletic competition and the Olympic ideals, and have diverse experience in the key business, financial, and other challenges that face USAW. Directors shall have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit,

management, communications, and sport. At least one (1) of the independent Directors, who shall also serve on the Audit Committee, shall have financial expertise.

- c. No employee of USAW may be a member of the Board, and no former employee may serve on the Board of Directors until at least five (5) calendar years have passed since their last day of employment. The CEO will serve as an ex-officio member of the Board of Directors, with no voting rights.
- d. Upon election to the Board, USAW Directors shall resign from any other leadership position they may have with USAW including but not limited to national or international team coaching or staff positions. Throughout the duration of a Director's term no Director is permitted to apply for any of these positions without first resigning from the Board. During the period while serving on the Board of Directors, such Directors may not receive monetary compensation of any description from USA Weightlifting, except as a Coaching Education Instructor or Technical Official at a National Competition, or for reimbursement of expenses for serving on the Board in accordance with USAW policies.
- e. Prior to serving as a USAW Director, if not already a member, an individual must become a member of USAW. Independent Directors need not be a member at the time of election, but are expected to become a member upon taking a position on the Board of Directors.
- f. Directors shall inform the Nominating and Governance Committee of any changes in their employment responsibilities or other constraints on their time in order for the Nominating and Governance Committee to determine whether it is appropriate to nominate the Board Director for continuing Board service.
- g. Directors are obliged to hold a current US Center for SafeSport training, US Anti-Doping Agency training and USA Weightlifting background check at all times. Failure of a background check will result in immediate

Section 6.5. Number.

The Board shall consist of ten (10) total Directors: two (2) Elite Athletes (one of which shall be a male and one of which shall be a female), two (2) Coaches or technical members, two (2) grassroots members, two (2) at-large (one of which shall be a male and one of which shall be a female), and two (2) independents. The current liaison to the IWF and PAWF (Pan American Weightlifting Federation) (if not already a member of the Board) shall be a non-voting member of the Board. The CEO serves as an ex-officio, non-voting member of the Board. At no one time may there be more than three (3) coaches serving on the Board regardless of their membership classification. For purposes of this section "coach" is defined as any member who is an international coach or higher. In order to promote gender equality, the goal of USAW is for the Board to number five (5) Female Directors and five (5) Male Directors, but at no time must one gender be below thirty percent (30%) of board representation, which shall be attained in the manner set forth below. To ensure gender balance of the Board, except where otherwise provided in these Bylaws, voting ballots should contain at least one candidate of each gender.

Section 6.6. Election/Selection.

USAW's Board shall be elected/selected as follows:

- a. The sitting Board of Directors as of the implementation of these Bylaws shall remain seated until the end of their remaining terms. At which time the Board will be elected/selected as follows.
- b. Subsequent USAW Boards shall be elected/selected as follows, with the understanding the elections will be scheduled to maintain the staggered terms of the Directors:
 - i. Elite Athlete Directors. Two (2) Elite Athlete Directors on the Board shall be elected using the following method. One (1) Elite Athlete Director shall be USAW's representative to the USOC Athletes' Advisory Council, elected pursuant to Section 11.3 of these Bylaws. If for some reason USAW's representative to the USOC Athletes' Advisory Council is unable or unwilling to serve, then USAW's alternate representative to the USOC Athletes' Advisory Council, also elected pursuant to Section 11.3 of these Bylaws, shall serve as an Elite Athlete Director to the Board. The second Elite Athlete Director shall be elected as follows: the Nominating and Governance Committee shall receive nominations for the Elite Athlete Director position, and shall review the nominees to ensure they meet the qualifications for Elite Athlete Director. The Nominating and Governance Committee shall then issue a list of qualified nominees to stand for election - for purposes of clarity, there is no limit on the number of eligible nominations that may be put forward. In order to ensure gender balance on the Board, only those nominees for the gender opposite the USOC Athletes' Advisory Council Representative serving on the Board will be eligible to run for election. The Elite Athlete Director shall be elected in a vote of all Elite Athlete members. Notwithstanding the requirement that the terms of Directors be staggered, the second Elite Athlete Director may be elected in the same year, and have a concurrent term, as the USOC Athletes' Advisory Council Director.
 - ii. Coach and Technical Directors. Two (2). The Nominating and Governance Committee shall receive nominations for the Coach and Technical Director position, and shall review the nominees to ensure they meet the qualifications for Coach and Technical Director. The Nominating and Governance Committee shall then issue a list of qualified nominees to stand for election - for purposes of clarity, there shall not be a limit on the number of eligible nominations that may be put forward. In addition, to be eligible for nomination to run for the Coach and Technical Director position, a candidate must have obtained at least ten (10) signatures of support from the current technical membership category, and he/she must be at least a National Coach or National Referee as that term is defined by the USAW. All current USAW Technical members, as defined in Section 5 of these Bylaws, shall then each have the right to one (1) vote, which they may use to vote for one (1) of the nominated individuals, and to serve as the Coach and Technical Director on the Board.
 - iii. Grassroots Directors. Two (2). The Nominating and Governance Committee shall receive nominations of individuals from the Grassroots membership category who meet the definition of Club Organization members and wish to serve on the Board as a Grassroots Director. Any coach wishing to run for this Director position cannot be higher than a National coach as that term is defined by the USAW. All current

- Grassroots members, shall then each have the right to one (1) vote, which they may use to vote for one (1) of the nominated Grassroots members to serve as their Grassroots Director on the Board. The individual with the highest vote total shall be elected as the Grassroots Directors to the Board. One Grassroots Director should be a club President other than President of an LWC (Local Weightlifting Committee).
- iv. Independent Directors. The Nominating and Governance Committee shall receive nominations of individuals for Independent Director positions. Nominees must meet the definition of "Independent," as that term is defined in Section 6.7 of these Bylaws. The Nominating and Governance Committee shall put forward qualified candidates to the Board of Directors for election, and the candidate receiving a majority of votes of those present at a meeting of the Board of Directors shall be elected as an Independent Director. Election of Independent Directors shall be done after the other elections set forth in this Section 6.6(b) have been completed. In the event that the other elections held under Section 6.6(b) do not create a Board with at least thirty percent (30%) of each gender, then the Nominating and Governance Committee shall only put forward nominations for candidates from the gender that does not have thirty percent (30%) representation, and the Board shall elect an individual of that gender.
- v. At-Large Directors. Two (2). The Nominating and Governance Committee shall receive nominations for the At-Large Director position, and shall review the nominees to ensure they meet the necessary qualifications. In order to ensure gender balance on the Board, one At-Large Director shall be a male and one At-Large Director shall be a female, so only those nominees from the gender assigned to the position up for election will be considered. A nominee for At-Large Director must have at least ten (10) recommendations from other members. The entire voting membership will then vote for one (1) at-large Director. The first selection for this position will take place in 2018, with the first voted role in 2020.

Section 6.7. Independence.

The Nominating and Governance Committee shall affirmatively make a determination as to the independence of each Independent Director. Under the definition of "independence" as provided in these Bylaws, an "Independent Director" shall be determined to have no material relationship with USAW, either directly or through an organization that has a material relationship with USAW. A relationship is "material," if in the judgment of the Nominating and Governance Committee, it would interfere with the Director's independent judgment.

A Director shall not be considered independent if:

- a. the Director was employed by or held any governance position, a committee chair or a committee member, (whether a paid or volunteer position) with USAW, the IWF, any international regional sport entity of USAW, or any sport family entity of USAW;

- b. an immediate family member of the Director was employed by or held any governance position (whether a paid or volunteer position) with USAW, the IWF, any regional sport entity of USAW or any sport family entity of Weightlifting;
- c. the Director was affiliated with or employed by USAW's outside auditor or outside counsel;
- d. an immediate family member of the Director was affiliated with or employed by USAW's outside auditor or outside counsel as a partner, principal or manager;
- e. the Director was a member of USAW's Athletes' Advisory Council, USOC Athletes' Advisory Council, has ever been a coach or referee within USAW within the preceding two (2) years.
- f. the Director has appeared as an athlete at a National Championship (a nationally held event with a qualifying standard) event within the last 4 years;
- g. the Director receives any compensation from USAW, directly or indirectly;
- h. the Director is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USAW; and/or
- i. the Director was a member of USAW and was involved in an active role or identified with any constituent group, or the Director has had a business interest or was employed in a position significantly involved in the sport of Weightlifting; the Director has ever had an interest or stake in the ownership of a USAW club; the Director has ever accompanied a competition team involving international travel in an appointed position with the team; the Director has in the last (5) five years had a material relationship with USAW or a competitor of USAW either directly or through an organization that has (or had) a material or competing relationship with USAW.

Where the guidelines above do not address a particular relationship, the determination of whether the relationship is material, and whether a Director is independent, shall be made by the Nominating and Governance Committee.

Section 6.8. Voting Process.

Unless selected by the Nominating and Governance Committee, the CEO shall provide electronic ballots to the appropriate members, so that they may vote for their particular Director as provided by these Bylaws.

Section 6.9. Tenure.

Except as provided in Section 6.10 of these Bylaws, the term of office for a Director of the Board shall be four (4) years. A Director shall hold office until the Director's successor is

elected and qualified, or until the Director's earlier resignation, removal, incapacity, disability or death.

Section 6.10. Staggered Board.

- a. Directors of the Board shall serve staggered terms. To accomplish this, Director Seats shall be divided into two classes. The first class shall consist of one (1) Elite Athlete Director, one (1) Coach or Technical Director, one (1) Organizational Grassroots Director, one (1) At-large Director and one (1) Independent Director.
- b. The second class shall consist of one (1) Elite Athlete Director (the USOC Athlete's Advisory Council representative), one (1) Coach or Technical Director, one (1) Organizational Grassroots Director, one (1) At-large Director and one (1) Independent Director.
- c. Upon implementation of these Bylaws, the currently seated Board shall serve their terms to expire on 31 December, 2018. Therefore the first class shall be elected/selected no later than 30 November, 2018.

Section 6.11. Term Limits.

- a. No Director of the Board shall serve more than two (2) terms unless elected as Chair. In the case of being elected Chair one may serve a maximum of three (3) terms. However, a Director elected as Chair may still only serve a maximum of two (2) terms as Chair.
- b. When a Director is elected/selected to fill a vacancy because of the resignation, removal, incapacity, disability or death of a Director, and the remaining term is two or more years, such term shall constitute a full term. Thus, if the vacancy being filled is for two (2) or more years, following completion of the filled vacancy term, the Director may serve only one (1) additional four (4) year term. If the vacancy being filled is for less than two (2) years, the term shall not be a full term and, following completion of the filled vacancy term, the Director shall be able to serve two (2) additional four (4) year terms.
- c. Terms served under previous versions of these Bylaws shall be considered a term.
- d. For purposes of clarification, it is accepted that an individual who has held the Elite Athlete Director position (including the position as USOC Athletes' Advisory Council Representative) may transition to another membership category and be able to stand for election as an Elite Athlete Director, as long as he or she continues to meet the requirements of an Elite Athlete Director. No such person may serve more than two (2) terms as an Elite Athlete Director during an eight (8) year period, and such individual's eligibility to serve as an Elite Athlete Director must have expired before he/she can serve as a Director in another membership category.
- e. No Director should serve more than two (2) consecutive terms as Chair.
- f. No Director shall serve more than two (2) consecutive terms.

Section 6.12. Director Attendance.

Directors of the Board are expected to attend in person all regularly scheduled Board meetings, though for exigent circumstances a Director may participate in a meeting by telephone.

Directors shall be required to attend no less than one half (1/2) of all regularly scheduled Board face to face meetings in person during any twelve- (12) month period. Should a Board Director attend less than one half (1/2) of all regularly scheduled face to face Board meetings in person, Section 6.14 of these Bylaws outlines what steps may be taken against the Director.

Section 6.13. Director Access to Management and Outside Advisors.

Upon the decision of the Board, USAW's senior management team shall attend Board meetings. All Board Director contact with members of USAW's management team, other than the Chief Executive Officer ("CEO"), outside of Board meetings shall be directed to the CEO, though this requirement is not intended to curtail the ability of the auditor or legal counsel to advise the Board (as opposed to individual Board Directors) directly of appropriate matters.

Section 6.14. Resignation, Removal and Vacancies.

- a. A Director's position on the Board shall be declared vacant upon the Director's resignation, removal, incapacity, disability or death. Any Director may resign at any time by giving written notice to the Chair of the Board, except the Chair of the Board's resignation shall be given to the CEO. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- b. If a Director fails to attend in person more than one half (1/2) of the regular meetings of the Board during any twelve (12) month period, unless such Director can demonstrate to the other Directors of the Board that the presence of exigent circumstances caused and excused their absences, such Director of the Board shall be removed by the Board. In such circumstances, the absent Director may be removed by the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent Director).
- c. At any duly noticed meeting of the Board, a Director may also be removed for cause after being provided an opportunity to be heard by the Board and upon the affirmative vote of at least 66.66% of the total voting power of the Board (excluding the voting power of the Director in question). Unless such voting is part of a violation of the USAW's Code of Ethics, no Director shall be subject to removal or to not being re-nominated based on how they vote as a Director.
- d. Any vacancy occurring in the Board shall be filled as set forth for the election of that Director in Section 6.6 of these Bylaws. Also, a Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office.

- e. Any Director found in violation of the rules and regulations of, or serving any sanction or suspension of any type imposed under the USAW Code of Ethics, IWF Anti-Doping Commission, U.S. Anti-Doping Agency or U.S. Center for SafeSport will be ineligible to serve and will be immediately removed from the Board without further hearing.
- f. Any Director unable to successfully complete a background screening will be ineligible to serve and will be immediately removed from the Board without further hearing.
- g. Any Director who does not complete a Background Screening, or any required training of the US Center for SafeSport or US Anti-Doping agency shall have 28 days from written notification to remedy. After 28 days, such an individual shall be removed from the Board of Directors without further hearing.

Section 6.15. Regular and Special Meetings.

At least two (2) times per year, the Board shall meet and hold regularly scheduled meetings, one of which shall be held in conjunction with a USAW Annual Assembly, as outlined in Section 9 of these Bylaws.

Special meetings of the Board may be called by the Chairman of the Board, and must also be called when requested in writing by one-third (1/3) or more of the members of the Board.

Section 6.16. Notice of Regular and Special Meetings.

- a. Notice of each regular meeting or special meeting of the Board shall be given to each Director of the Board by the Corporate Secretary and shall state the date, time and place of the meeting for which the meeting is called. Notice may be given either in writing or orally. Written notice may be delivered either personally, by mail, by private carrier, by facsimile or by electronic transmission. Such notice shall be delivered to the Director's business or residential address (or to such other address provided by the Director for such purpose) to the Director's facsimile telephone number or to the Director's email address. Written notice shall be delivered no fewer than five (5) days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail. If delivered by private carrier, such notice is deemed delivered upon deposit with the carrier. If transmitted by facsimile or electronic transmission such notice shall be deemed to be given when the transmission is complete. Oral notice may be delivered either personally or telephonically. Such notice shall be delivered to the Director (or to such other individual provided by the Director for such purpose). Oral notice shall be delivered no fewer than two (2) days before the date of the meeting. Oral notice is effective when communicated. The method of notice need not be the same as to each Director.
- b. The personal attendance of Directors at meetings of the Board is encouraged; however, if a meeting of the Board is called on less than ten (10) days' notice, any member of the Board may participate in the meeting of the Board by conference telephone or similar communications equipment, as long as the conference telephone or communication equipment allows all persons participating in the meeting to hear each other at the same time.
- c. A Director may waive notice of any meeting before, at, or after such meeting. The

attendance of a Director at a meeting shall constitute a waiver of notice of such meeting,

except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6.17. Quorum.

A quorum for the transaction of business at a meeting of the Board shall exist if, either in person or by teleconference, more than half of the members of the Board are present, or if by mail, electronic-mail or facsimile if more than half of the members respond.

Section 6.18. Transacting Business.

At the start of any meeting of the Board, there must at least be a quorum for any business to be transacted.

Section 6.19. Voting by Proxy.

No Director may vote or act by proxy at any meeting of Directors.

Section 6.20. Presumption of Assent.

Unless a Director's dissent is entered in the minutes of the meeting or a Director files a written dissent to action with the individual acting as the Corporate Secretary of the Board before the adjournment of a meeting or forwards such dissent by registered mail to the Corporate Secretary of the Board immediately after the adjournment of a meeting, a Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 6.21. Action without a Meeting.

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if each and every member of the Board or committee in writing either: (a) votes for such action; (b) votes against such action; or (c) abstains from voting. Each Director who delivers a writing described in this Section 6.21 to the corporation shall be deemed to have waived the right to demand that action not be taken without a meeting.

Section 6.22. Transacting Business by Mail, Electronic Mail, Telephone or Facsimile.

The Board shall have the power to transact its business by mail, electronic-mail, telephone, or facsimile. In the process of a discussion occurring by email, the Chair may elect to call for a meeting to discuss the subject.

Section 6.23. Agenda.

The Chair of the Board, in consultation with the CEO and the Chairs of the Board's committees, shall determine the agenda for all Board meetings. Board Directors shall be permitted to request items for inclusion on the agenda for Board meetings.

Section 6.24. Questions of Order and Board Meeting Leadership.

Unless otherwise provided in advance by the Board, questions of order shall be decided by the Chair of the Board. The Chair of the Board shall lead meetings of the Board. If the Chair of the Board is absent from any meeting of the Board, then the Chair of the Board shall designate in writing and in advance one (1) other member of the Board to preside. If the Chair of the Board is unable to make or has not made such a designation, the Board may choose another member of the Board to serve as presiding officer for that meeting.

Section 6.25. Effectiveness of Actions.

Actions taken at a meeting of the Board shall become effective immediately following the adjournment of the meeting, except as otherwise provided in these Bylaws or when a definite effective date is recited in the record of the action taken.

Section 6.26. Open and Executive Meeting Sessions.

Ordinarily, all meetings of the Board shall be open to members, and where appropriate, nonmembers. However, in the event the Chair of the Board, with the consent of a majority of the Directors of the Board in attendance, deems it appropriate: (a) to exclude non-members at an open meeting for any reason, then the Chair of the Board may declare that the meeting is closed; or (b) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the Chair of the Board may specifically designate and call an executive session.

Section 6.27. Minutes of Meetings.

The minutes of all meetings of the Board shall be published on USAW's website. Every reasonable effort will be made to publish the minutes within fourteen (14) days after completion of the meeting.

Section 6.28. Compensation.

Directors of the Board shall not receive compensation for their services as Directors, although the reasonable expenses of Directors may be paid or reimbursed in accordance with USAW's policies. Directors are disqualified from receiving compensation for services rendered to or for the benefit of USAW (except active athletes may receive athlete support payments).

Section 6.29. IWF and PAWF Delegates.

The IWF and PAWF delegates shall be selected exclusively by the Board of Directors, in consultation with the Nominating & Governance Committee and CEO, and may be removed at any time, with or without cause, by a vote of at least 7 of the serving Board of Directors.

SECTION 7. OFFICERS

Section 7.1. Designation.

The only officers of USAW shall be a Chair of the Board, a Vice Chair of the Board, a Corporate Secretary, and if needed, an Assistant Corporate Secretary.

Section 7.2. Election/Selection.

- a. The Chair of the Board shall be elected by the Directors from among the Directors of the Board by majority vote. The Chair shall be elected by the Board at the first available meeting after the completion of an election by the Board taking office on 1 January in odd numbered years.
- b. The Vice-Chair of the Board shall be elected by the Director from among the Directors of the Board by majority vote. The Vice-Chair shall be elected by the Board at the first available meeting after the completion of an election by the Board taking office on 1 January in odd numbered years, with the abstention of the Chair of the Board.
- c. The CEO shall select a Corporate Secretary, and if needed, an Assistant Corporate Secretary. The Corporate Secretary and Assistant Corporate Secretary, if any, shall be an employee of USAW. The Corporate Secretary and Assistant Corporate Secretary, if any, shall be approved by the Board. In the absence of an appointment, the CEO shall act as the Corporate Secretary.

Section 7.3. Tenure.

- a. The term of office of the Chair of the Board shall be two (2) years. The newly elected Chair of the Board shall take office immediately. The Chair of the Board shall hold office until a qualified successor is elected, or until the Chair of the Board's resignation, removal, incapacity, disability or death.
- b. The term of office of the Vice-Chair of the Board shall be two (2) years, except for the initial Vice-Chair who will hold office until December 31, 2020. The newly elected Vice-Chair of the Board shall take office immediately. The Vice-Chair of the Board shall hold office until a qualified successor is elected, or until the Vice-Chair of the Board's resignation, removal, incapacity, disability or death.
- c. The term of office of the Corporate Secretary, shall be unlimited. The Corporate Secretary shall hold office until his or her employment with USAW ends; when the CEO designates a different individual to serve as Corporate Secretary; or until the Corporate Secretary's earlier resignation, removal by the CEO, incapacity, disability or death. In any circumstance in which the CEO has not designated an employee to serve as Corporate Secretary, the CEO will act as the Corporate Secretary.

Section 7.4. Authority and Duties of Officers.

The officers of USAW shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law:

- a. Chair of the Board. The Chair of the Board shall (a) set all meeting and meeting agendas, in consultation with the CEO and Committee Chairs (b) preside at all meetings of the Board in collaboration closely with the CEO (c) see that all Board commitments, resolutions and oversight are carried into effect, and (d) exercise such powers and perform such other duties as from time to time may be assigned by the Board.
- b. Vice Chair of the Board. The Vice-Chair of the Board shall (a) In the case of the absence of the Chair, the Vice-Chair of the Board shall take his or her place, and in close collaboration with the CEO preside over meetings of the Board, (b) In the absence of the Chair and/or CEO, and/or at the request of the Chair or CEO, represent the USAW to IWF, PAWF or USOC events or activities, (c) Replace the Chair on any Committee where the Chair has a conflict of interest, or where the Board votes by a simple majority to request the Vice Chair to replace the Chair, (d) To serve in the role of Chair until an election can be held in the case of resignation or removal in accordance with the USAW bylaws.
- c. Corporate Secretary. The Corporate Secretary shall: (a) keep the minutes of the proceedings of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be the custodian of the corporate records; (d) perform all duties incident to the office of Corporate Secretary; and (e) perform such other duties as, from time to time, may be assigned to the Corporate Secretary by the CEO or by the Board. The Corporate Secretary, if any, shall not be a Director of the Board and shall not have a vote on the Board, in compliance with Section 6.4. If a Corporate Secretary is not appointed, the CEO is considered to be the Corporate Secretary.

Section 7.5. Restrictions.

Officers of USAW shall perform their functions with due care. No individual may serve simultaneously as an officer of USAW and as an officer of an organization holding membership in USAW (except in the role of President of a USA Weightlifting club)f, or as an officer of another amateur sports organization that is recognized by the USOC as an NGB.

Section 7.6. Term Limits.

- a. No individual shall serve as Chair of the Board for more than two (2) terms during an eight (8) year period.
- b. When a Director is elected to fill a vacancy in the Chair of the Board because of the previous Chair of the Board's resignation, removal, incapacity, disability or death, and the remaining term is for more than one (1) year, such term shall constitute a full term and the Director filling the previous Chair of the Board's vacancy, following the completion of the vacancy being filled, shall be able to serve only one (1) additional two (2) year term. If the vacancy being filled is the Chair of the Board and is for less than one (1) year, the term shall not be a full term and the Director filling the previous Chair of the Board's vacancy, following completion of the filled vacancy term, shall be able to serve two (2) additional two (2) year terms.

Section 7.7. Resignation, Removal and Vacancies.

- a. An officer's position with USAW may be declared vacant upon the officer's resignation, removal, incapacity, disability or death. The Chair of the Board may resign at any time by giving written notice to the Board. The Corporate Secretary or Assistant Corporate Secretary, if any, may resign at any time by giving written notice to the CEO. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.
- b. The Chair of the Board may be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the Director in question). The Chair of the Board may also be removed without cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the Director in question). However, should the Chair of the Board be removed from his or her position as Chair of the Board, then he or she may remain a Director on the Board. For purposes of these Bylaws, the term "for cause" means malfeasance in office; gross misconduct or neglect; false or fraudulent misrepresentation inducing the Director's appointment; willful conversion of corporate funds; a breach of the obligation to make a full disclosure; incompetency; gross inefficiency; moral turpitude; violation of (i) the Olympic Charter, (ii) the Statutes, Bylaws, Code of Conduct, Disciplinary Code, or Rules of IWF, and/or (iii) the Bylaws or Code of Conduct of USAW; and any conduct performed in bad faith that is not in the best interests of USAW or that is detrimental to USAW.
- c. The Corporate Secretary or Assistant Corporate Secretary, if any, may be removed, with or without cause, by the CEO.
- d. Any vacancy occurring in the Chair of the Board shall be filled by majority vote by the Board. If the vacancy also results in the Chair of the Board no longer being a Director, then the Board may elect a new Chair immediately, or wait until the vacant Director position is filled before electing a new Chair. A Chair of Board elected to fill a vacancy shall be elected for the unexpired term of such Chair's predecessor in office.
- e. A vacancy in the office of Corporate Secretary, or Assistant Corporate Secretary, if any, shall be filled by the CEO. Any individual selected to fill a vacancy in the office of Corporate Secretary, or Assistant Corporate Secretary, if any, shall be approved by the Board.

Section 7.8. Compensation.

The Chair of the Board shall not receive compensation for his or her service as Chair of the Board, although the reasonable expenses of the Chair of the Board may be paid or reimbursed in accordance with USAW's policies. The Chair of the Board is disqualified from receiving compensation for services rendered to or for the benefit of USAW (except active athletes may receive athlete support payments, and in the form of Coaching Education instruction or as a technical official at a national event).

SECTION 8. COMMITTEES

Section 8.1. Designation.

- a. There shall be no Executive Committee or other committee(s) with management authority delegated by the Board. Similarly, there shall be no entity or individuals who have overlapping or superior authority to the Board, such as a “super-board” (commonly called a governing council or general assembly). This requirement, however, is not intended to detract from the ability of the members or some parts thereof to nominate individuals to serve on the Board.
- b. USAW shall have the following eight (8) Standing Committees: (1) Nominating and Governance Committee; (2) Judicial Committee; (3) Compensation and Evaluation Committee; (4) Ethics Committee; (5) Audit Committee; (6) Coaching Committee; (7) Competition Committee, and (8) Technical Committee.
- c. Other Recommended committees are: (9) LWC Presidents Committee, (10) Youth Committee, (11) Masters Committee, (12) Sports Medicine Committee, (13) Hall of Fame Committee, and (14) Diversity & Inclusion Committee.
- d. Any USAW Committee must have at least twenty percent (20%) Gender representation of whichever Gender is in the minority on that Committee.
- e. The Board or CEO may appoint such advisory task forces or committees as the Board or CEO believes appropriate, and shall define narrowly the mission and deliverables of such task forces or committees. The decision to appoint or not appoint and to terminate such a task force or committee shall be exclusively the Board’s or the CEO’s

Section 8.2. Number.

Membership on standing committees, other committees, and task forces shall not exceed five (5) individuals. At no time, may any individual who is a team staff member or applying for a team staff position eligible for a position on any of USAW’s standing committees.

Section 8.3. Elite Athlete Representation.

So as to comply with the Act and the USOC Bylaws, all committees and task forces shall have at least twenty percent (20%) Elite Athlete membership and voting representation. For purposes of these Bylaws, Elite Athletes serving on the Nominating and Governance Committee, Judicial Committee, Compensation and Evaluation Committee, Ethics Committee, Audit Committee and Competition Committee must meet the definition for Elite Athlete set forth in Section 5.1(a). An Elite Athlete serving on all other committees and task forces must meet the following requirements: (i) within the ten (10) years prior to appointment to a committee represented the United States in the Olympic Games, Pan American Games, an Operation Gold event, a World Championship recognized by the IWF, the Paralympic Games, or an IPC-recognized World Championship in weightlifting, or (ii) within the previous twenty-four (24)

months, have competed in the USAW National Championships or a team selection competition for the events outlined in subsection (i) and (ii).

Section 8.4. Tenure.

The term for all standing and other committee members shall be four (4) years. A committee member shall remain on the committee until the committee member's successor is appointed, or until the committee member's earlier resignation, removal, incapacity, disability or death.

The term for all task force members shall be until their assignment is concluded, but in any event shall not exceed a period of two (2) years.

Section 8.5. Term Limits.

- a. No committee member shall serve for more than three (3) consecutive terms.
- b. Any time on any committee or task force shall constitute a full term. For example, should a committee member serve less than two (2) years on a committee, such committee member would be eligible to serve only one (1) additional two (2) year terms immediately following his or her initial term.
- c. Committees are requested to produce a report to the USAW Board of Directors before each meeting of the USAW Board.
- d. The USAW Board shall appoint a board liaison who will be a non -voting member of each committee and the CEO will appoint a staff liaison to each committee. When such a person is not appointed, it is considered that the Chair and CEO respectively take on this role.

Section 8.6. Committee Member Attendance.

Committee and task force members are expected to attend in person all regularly scheduled committee and task force meetings of which they are a member. Each committee or task force member must attend a minimum of at least one half (1/2) of the committee or task force meetings of which they are a member during any twelve (12)-month period.

Section 8.7. Resignation, Removal and Vacancies.

- a. A committee or task force member's position on a committee or task force may be declared vacant upon the committee member's resignation, removal, incapacity, disability or death. A committee member may resign at any time by giving written notice to the Board, if appointed by the Board or to the CEO, if appointed by the CEO. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

- b. Unless a committee or task force member can demonstrate to the Directors of the Board, or to the CEO, if appointed by the CEO, that the presence of exigent circumstances caused and excused his or her absences, committee or task force members may be removed by the Board, or the CEO, if appointed by the CEO, if they fail to attend in person more than one half (1/2) of the regular committee or task force meetings during any twelve (12)-month period. In such circumstances, the absent committee or task force member shall be removed upon the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent committee member in question, if also a Director), or upon the determination of the CEO, if appointed by the CEO. Committee members may also be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the committee member in question, if also a Director), or upon the determination of the CEO, if appointed by the CEO. Committee members may also be removed without cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the Director in question, if also a Director), or upon the determination of the CEO, if appointed by the CEO.
- c. Any vacancy occurring in a committee or task force shall be filled as set forth for the appointment of that committee or task force member. A committee or task force member appointed to fill a vacancy shall be appointed for the unexpired term of such committee or task force member's predecessor in office.

Section 8.8. Procedures.

Each committee and task force shall establish procedures for conducting its business and affairs. Such procedures shall be published and made available on the USAW's website.

Section 8.9. Open and Executive Meeting Sessions.

Ordinarily, all committee and task force meetings shall be open to members, and where appropriate, non-members. However, in the event the committee or task force chair, with the consent of a majority of the committee or task force members in attendance, deems it appropriate to exclude non-members at an open meeting for any reason, then the chair may (a) declare that the meeting is closed; or (b) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the chair may specifically designate and call an executive session.

Section 8.10. Minutes of Meetings.

Each committee and task force shall take and maintain minutes of its meetings. Minutes shall be made available on the USAW Website within fourteen (14) business days if necessary of such meetings.

Section 8.11. Compensation.

Committee and task force members shall not receive compensation for their services as committee or task force members, although the reasonable expenses of committee and task force members may be paid or reimbursed in accordance with USAW's policies. Provided the Board gives explicit approval, committee and task force members who are not Directors of the Board may receive compensation for services rendered to or for the benefit of USAW in any other capacity besides being committee and task force members.

Section 8.12. Nominating and Governance Committee.

The Nominating and Governance Committee shall be elected/selected and have the responsibilities as follows:

- a. Each Nominating and Governance Committee shall be selected as follows:
 - i. one (1) individual elected by the previous Nominating and Governance Committee from that Committee, who shall be the Chair of the Nominating and Governance Committee;
 - ii. one (1) individual who is independent as that term is defined in these Bylaws and who is selected by the previous Nominating and Governance Committee;
 - iii. one (1) Elite Athlete as elected by the Elite Athlete members of USAW;
 - iv. one (1) individual who shall be selected from the other appropriate USAW membership groups who is selected by the previous Nominating and Governance Committee;
 - v. one (1) individual who shall be selected by and from the Board that is leaving the Board, either because he or she is no longer eligible to serve as a Director of the Board or because he or she has declared his or her intent not to seek a subsequent Board seat. However, if no individual meets this qualification, then this position on the Nominating and Governance Committee shall remain unfilled until someone meets this qualification.
- b. The members of the Nominating and Governance Committee shall serve for terms of four (4) years or less. An individual shall not serve on the Nominating and Governance Committee for more than two (2) consecutive terms.
- c. No individual shall be eligible to be a member of the Nominating and Governance Committee if that individual is a current Director, except as allowed in Section 8.12(a) (v) of these Bylaws. No individual who serves on the Nominating and Governance Committee may serve or be eligible to serve on the Board. Members of the Nominating and Governance Committee shall be precluded from serving as a Board Director or in any other USAW capacity, whether governance or on staff, for a period of two (2) years after their service on the Nominating and Governance Committee ends, except as allowed in Section 8.12(a)(v) of these Bylaws.

- d. The Nominating and Governance Committee shall:
 - i. identify and evaluate prospective candidates for the Board;
 - ii. select individuals to serve on the Board as provided in these Bylaws;
 - iii. recommend as requested by the Board, individuals to serve on various committees and task forces;
 - iv. consult with the Ethics Committee with respect to vetting all nominations for potential conflicts of interest or other problematic background issues;
 - v. develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its committees and task forces;
 - vi. recommend as requested by the board, all nominees to be put forward for positions on the IWF Executive Committee, Medical Committee, Scientific and Research Committee and Technical Committee; and
 - vii. perform such other duties as assigned by the Board.
- e. In considering a candidate for nomination to the Board, the Nominating and Governance Committee takes into consideration:
 - i. the candidate's contribution to the effective functioning of USAW;
 - ii. any potential or impending change in the candidate's principal area of responsibility with his or her company or in his or her employment;
 - iii. whether the candidate continues to bring relevant experience to the Board;
 - iv. whether the candidate has the ability to attend meetings and fully participate in the activities of the Board;
 - v. the candidate's reputation for personal integrity and commitment to ethical conduct;
 - vi. the NGB's need for a diverse Board; and
 - vii. whether the candidate has developed any relationships with another organization or a business interest related to the sports of weightlifting, or other circumstances have arisen that might make it inappropriate for the Director to serve or to continue serving on the Board.

Section 8.13. Judicial Committee.

The Judicial Committee shall be appointed and have the responsibilities as follows:

- a. The Board shall appoint the members of the Judicial Committee and its chair. Members of the Judicial Committee shall satisfy the standards of independence for “independent Directors” as set forth in these Bylaws, except for the Elite Athlete Representative. No Director of the Board shall be appointed to the Judicial Committee, and all members of the Judicial Committee and any hearing panel appointed by the Judicial Committee shall be considered “disinterested” in the matter before them.
- b. The Judicial Committee shall:
 - i. generally administer and oversee all administrative grievances and opportunity to participate matters filed with USAW;
 - ii. identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels;
 - iii. hear and render a decision, or appoint a panel to hear and render a decision, on grievances and disciplinary matters; and,
 - iv. perform such other duties as assigned by the Board.
- c. The Judicial Committee shall hear all appeals within the administrative process in accordance with the following procedures:
 - i. the final level of appeals for any matter within the administrative process shall be the USAW Board of Directors, which may in its discretion agree to hear an appeal or accept the Judicial Committee’s finding. The Board’s appellate authority will also be limited to reviewing process and sanctions imposed rather than facts established by the lower authorities except in extraordinary circumstances, which the Board must first establish and explain in its findings;
 - ii. the Judicial Committee shall publish its findings publicly;
 - iii. the Judicial Committee will act as the appellate body into matters decided by the Ethics Committee, and in such role, the Judicial Committee will have the right to call witnesses, compel witnesses and sanction for refusal to bear witness; and
 - iv. the Judicial Committee will convene a hearing panel to consist of at least 3 members, one of which shall be an Elite Athlete and the remainder who meet the definition of independent as described above to hear any case requiring the removal of the right to compete, right to vote, right to stand for election or other essential right of membership. Such hearing panel will be automatically convened in the case the Board or Ethics Committee recommend such a sanction which will remove any of the above rights.

Section 8.14. Ethics Committee.

The Ethics Committee shall be elected by the general membership. No current member of the Board may concurrently sit on the Ethics Committee. Former Board members shall be eligible to

serve on the Ethics Committee. All members of the Ethics Committee shall satisfy the standards of independence for “independent Directors” as set forth in these Bylaws.

The Ethics Committee shall have the following responsibilities. The Ethics Committee shall:

- a. review on an annual basis, the USAW Code of Ethics, described in Section 17 of these Bylaws, for adoption by the Board that is applicable to all USAW employees, members, officials, and volunteers;
- b. investigate and serve as a fact-finding tribunal for all matters involving allegations of ethics violations and render a written finding for publication within the policies and procedures established by the Judicial Committee. In this capacity, the Ethics Committee is empowered to impart sanctions for violations established. The Ethics Committee procedures are appealable to the Judiciary Committee. However the Ethics Committee findings of fact are not appealable except in extraordinary circumstances as determined by the Judiciary Committee or by the USAW Board of Directors.
- c. in its capacity as a fact-finder/investigating authority, be empowered to call witnesses and require testimony from same and compel said testimony with sanctions for refusal to comply, said sanctions shall be established by the Ethics Committee and approved by the Judicial Committee; and
- d. review and publish an Official Ethics Committee Opinions on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and USAW members. Official Opinions shall be determined within findings of prior cases unless the subject matter is of “first impression” (i.e. a matter never having been brought to USAW’s attention) published and indexed for reference on the USAW website. However, in the case of a violation, such information shall not be posted until such time as a sanction is imposed and finalized by the Judicial Committee and/or AAA as appropriate.
- e. The names of individuals in cases will be redacted unless the process has reached a conclusion and the individual has been found in violation.
- f. The Ethics Committee will ensure all members are disinterested in the matter before them.

Section 8.15. Audit Committee.

The Audit Committee shall be appointed and have the responsibilities as follows:

- a. The Board shall appoint the members of the Audit Committee and its chair, all of whom shall be Directors of the Board. An independent Director of the Board with financial experience shall be on the Audit Committee.
- b. The Audit Committee shall:
 - i. recommend the independent auditors of USAW, review the report of the independent auditors and management letter, and recommend action as needed;
 - ii. investigate matters of fiscal controls and disclosure and such other matters as directed by the Board; and

iii. perform such other duties as assigned by the Board.

Section 8.16. Coaching Committee.

- a. The Coaching Committee will advise the Board and staff on matters pertaining to Coaching and Coaching education materials, coaching selection procedures, team leader selection procedures and other duties as assigned by the Board or Staff.
- b. The Coaching Committee will be elected as follows:
 - i. The Elite Athlete membership will elect one (1) Elite Athlete as that term is defined by the USOC to serve on the committee.
 - ii. The remaining four positions on this Committee will be elected by USAW's entire voting membership, and each member will select one (1) national or higher level coach to serve on this Committee. The only individuals eligible for these four (4) positions are national level or higher coaches.

Section 8.17. Youth Committee

- a. The Youth Committee will advise the Board and Staff on matters relating to the athletic development of members aged 17 and younger.
- b. The Youth Committee will be elected as follows:
 - i. The Elite Athlete membership will elect one (1) Elite Athlete as that term is defined by the USOC to serve on the committee.
 - ii. The remaining four positions on this Committee will be elected by USAW's entire voting membership. The only individuals eligible for these four (4) positions are national level or higher coaches who have completed the SafeSport and American Development Model certifications and have been the coach of record for an athlete participating in the IWF Youth World Championship and/or Pan American Youth Championship within the previous 8 years of the date of the election.

Section 8.18. Sports Medicine Committee

- a. The Sports Medicine Committee will oversee all Sports Medicine Operations including oversight of the USAW Sports Medicine Society.
- b. The Sports Medicine Committee will be appointed by the Board as follows:
 - i. The Elite Athlete membership will elect one (1) Elite Athlete as that term is defined by the USOC to serve on the committee.

- ii. The remaining four positions on this Committee will be appointed by the USAW Board. Members of the Committee must be certified as an MD, DO, PT or DC.

Section 8.19. Compensation Committee

- a. The Compensation Committee oversees and recommends on compensation matters related to the employment of the CEO.
- b. The Compensation Committee will be made up of members of the Board as follows:
 - i. One (1) Elite Athlete as that term is defined by the USOC to serve on the committee, who is also a member of the Board of Directors
 - ii. The Chair of the Board.
 - iii. One (1) Independent member of the Board of Directors.

Section 8.20. Competition Committee.

- a. The Competition Committee will assist, in an advisory capacity only, in the selection of the location for national championships and qualifying procedure for those Championships.
- b. The Competition Committee will be appointed as follows:
 - i. One (1) Elite Athlete, appointed by the Elite Athlete Directors, as that term is defined by the USOC to serve on the committee.
 - ii. The remaining four (4) positions will be appointed by the Board of Directors, and must have served at least one competition as a Meet Director.

Section 8.21 Technical Committee.

- a. The Technical Committee will assist, and recommend the selection of technical officials for international competition and in the interpretation and operation of the Technical Rules, and any USAW addendums to those rules. Additionally the technical committee will provide guidance on matters affecting Referee members of the USAW.
- b. The Technical Committee will be elected as follows for terms of four (4) years:
 - i. The Elite Athlete membership will elect one (1) Elite Athlete as that term is defined by the USOC to serve on the committee. Such Elite Athlete representative should hold a National Referee qualification or above. In the absence of any National Referee being willing or able to stand, an LWC level Referee qualification will be required.

- ii. The remaining four (4) positions will be elected by all members holding a National Referee qualification or above.

Section 8.22 LWC Presidents Committee

The Advisory Council of Local Weightlifting Committee (“LWC”) Presidents (the “PAC”), enhances the ability of USA Weightlifting to serve its membership through advising LWCs regarding organizational structure, operations and financial reporting, ensuring that local USA Weightlifting Sanctioned meets are conducted with the highest of standards, including adherence to IWF Rules, liaison between LWCs, the National Office and the USA Weightlifting Board of Directors. This will ensure that LWC interests are represented in matters under consideration by the National Office and/or USA Weightlifting Board of Directors that may affect LWCs.

- a. The LWC Presidents Committee will be elected as follows:
 - i. The Elite Athlete membership will elect one (1) Elite Athlete as that term is defined by the USOC to serve on the committee.
 - ii. The remaining four (4) positions will be elected on a regional basis by LWC Presidents within the following regions:
 1. **The Northeast Region** consisting of the New England (USAW Sanction Number 02), Connecticut (03), Niagara (04), Metropolitan (06), New Jersey (07), Mid-Atlantic (08), Maryland/Potomac Valley (09), Allegheny (11), and Ohio (18).
 2. **The Central & Southeast Region** consisting of Virginia (12), North Carolina (13), Florida (14), Tennessee (15), Michigan (19), Central (21), Indiana (22), Arkansas & North Louisiana (23), Southern Louisiana (24), Utah (34), Kentucky (41), Georgia & Alabama (45), West Virginia (51), and South Carolina (55).
 3. **The Southwest Region** consisting of Texas (North), Oklahoma (27), Missouri Valley (28), Nebraska (29), Colorado (32), Southern Pacific (33), New Mexico (42), Texas (South) (43), Arizona (48), and Nevada (49)
 4. **The Northwest Region** consisting of Wisconsin (20), Minnesota (30), Montana (31), Washington (36), Oregon (37), Pacific (38), Hawaii (39), Iowa (40), North Dakota (52), South Dakota (54), Alaska (56), Wyoming (58), and Idaho (59).
- b. The LWC President’s Advisory Council duties are:
 - i. to advise LWCs their organizational and financial responsibilities;
 - ii. recommend standards for local USAW-sanctioned weightlifting meets;
 - iii. serve as the second level of appeals for disputes between USAW-Sanctioned club and their governing LWC;

- iv. provide proposals to the National Office regarding issues and policies that may benefit and improve LWCs;
- v. ensure that USAW complies with the requirements of the Sports Act for granting sanctions as set forth in Section 15.3 of these Bylaws.
- c. The general USAW membership shall be notified when promulgations are issued and promulgations shall be posted on the USAW website.
- d. Determining whether a requesting organization meets the PAC's issued promulgations shall rest with the governing LWC Board who shall approval or deny the sanction accordingly. However, USAW Bylaws § 14. Complaint Procedures, states that "[A]ny member of USAW may file a complaint pertaining to any matter within the cognizance of USAW, including but not limited to any alleged violation of or grievance concerning any USAW rule or regulation"
- e. Accordingly, the PAC shall determine the first level of appeals for disputes between a party requesting a weightlifting meet sanction and a LWC that denied the request. The initial PAC shall establish its procedures for hearing a dispute and with approval by the USAW Board of Directors, shall be issued to all USAW members and be posted on the USAW website.
- f. The USAW Board of Directors shall be the final level of appeal within USAW. The Board of Directors may accept an appeal or decline to hear it at its discretion. A denial of an appeal from a PAC decision shall render the PAC decision as the final decision within USAW.
- g. The PAC shall establish its liaison procedures for ensuring effective communication between LWCs (and their attendant general membership) and the National Office.
- h. The PAC shall speak for LWCs in issues that affect LWCs as a whole, not as a go-between in issues between NO/the USA Weightlifting Board of Directors and individual LWCs.

Section 8.24. USA Weightlifting Masters Committee

- a. The USA Weightlifting Masters Committee will exist to support the promotion and management of Masters Weightlifting, for athletes aged 35 and over. The Masters Committee is strictly advisory and serves at the request of the USAW Board of Directors and Staff. The Masters Committee shall be under the nonprofit group exemption of USAW and USAW shall have access, approval, and audit capabilities over all Masters accounts. The Masters Committee shall have a nonvoting seat on the USAW Board and the USAW Board shall have a nonvoting seat on the Masters Committee.

- b. The USA Weightlifting Masters Committee will be elected every two (2) years by electronic vote of all members aged 35 and older as of December 31 in the year of the election.
 - i. At least one (1) member of the committee shall be an Elite Athlete Representative. Because this committee is designated for Masters, the athlete will be selected from athletes by those athletes, who have appeared at least one (1) World Masters Championship in the last ten (10) years, or at least one (1) IWF World Championship, Olympic Games, Pan American Games or other Operation Gold designated event in the last ten (10) years and are aged 35 or older as of December 31 in the year of the election.
- c. USA Weightlifting Masters Committee will establish a Masters Executive Advisory Group to be appointed by the USA Weightlifting Masters Committee to operate as a 501(c) (3) group exemption sub-committee of USA Weightlifting to establish bylaws to be approved by the USAW staff and to establish committees to govern the Masters. The Masters Executive Advisory Group will have a staggered membership with members serving 4 year terms; with the first election requiring half the selected members serving two year terms. The Masters Executive Advisory Group will elect one member to serve as a non-voting member on the USAW Board and USAW will have a non-voting seat on the Masters Executive Advisory Group. At all times, USAW staff will have access, approval and audit capabilities over all Masters accounts.

Section 8.25. Hall of Fame Committee

- a. The purpose of the Hall of Fame Committee will be to oversee the membership of the USA Weightlifting Hall of Fame.
- b. The USAW Board of Directors will appoint one (1) Elite Athlete.
- c. The remaining four members will be appointed by the USA Weightlifting Board of Directors every 2 years to serve two-year terms.

Section 8.26. Diversity & Inclusion Committee

- a. The purpose of the Diversity & Inclusion Committee shall be to advise the Board and Staff on measures to ensure USAW is an inclusive organization for all including but not limited to gender, race, religion, veteran status, socioeconomic and any other identified group.
- b. The Elite Athlete membership will elect one (1) Elite Athlete.
- c. The remaining four members will be elected by the entire voting membership of USAW.

SECTION 9. ANNUAL USAW ASSEMBLY

Section 9.1. Purpose.

- a. There shall be an annual USAW Assembly (“Annual Assembly”) at which all individual and organization members and other USAW constituencies in the United States Weightlifting family shall gather and provide input to the Board on important issues confronting the organization. The CEO and office staff will be responsible for planning and determining the location of said assembly. At the Annual Assembly, the Board shall provide a report on the “State of USAW.”
- b. The CEO shall provide a managerial report addressing issues of concern and importance to USAW. Individual and organization members and other constituencies may be permitted to pose questions to the Board and CEO for response. The Annual Assembly shall be purely advisory and shall have no rulemaking, budgetary, legislative, or other authority, except as provided by the New York Non-Profit Statute or by Section 5.2 of these Bylaws. The Board shall determine the agenda of the annual USAW Assembly.

Section 9.2. Place.

The Annual Assembly shall be held in conjunction with a Board meeting. The Board meeting shall take place after the Annual Assembly. If practicable, the Annual Assembly meeting shall also be held in conjunction with a major USAW competition, but in no event, may the Annual Assembly be held more than six (6) months after the close of the USAW’s fiscal year. It is typically expected that the Annual Assembly will be held in conjunction with the USA Weightlifting National Championships.

Section 9.3. Notice.

- a. The Corporate Secretary of USAW shall mail a notice of the Annual Assembly, together with a proposed agenda thereof, and with a request for suggested additional agenda items, to all members of USAW at the electronic mail addresses that appear for them on the records of USAW not less than thirty (30) nor more than sixty (60) days prior to the scheduled date of the Annual Assembly.
- b. Notice of the date, place and time of the Annual Assembly shall be prominently posted on USAW’s web-site at the time of the mailing, and may also be announced to the membership by electronic mail, where available.
- c. The record date for determining the USAW’s members for purposes of all actions to be taken at the Annual Assembly shall be fifteen (15) days before the date of the Annual Assembly, or such other date fixed by the Board, provided, however, the record date set by the Board may not be more than fifty (50) days, or less than ten (10) days, before any date designated by the Board for the Annual Assembly.

SECTION 10. USAW ATHLETES' ADVISORY COUNCIL

Section 10.1. Designation.

USAW shall have an Athletes' Advisory Council consisting of seven individuals.

Section 10.2. Qualifications.

Those individuals (a) who have represented the United States as athletes in the Olympic Games, World Championships or other major international competitions in the sport of Weightlifting within the ten (10) year period prior to December 31 of the year in which the election is held, or (b) who have competed in and finished in the top half of USAW's National Championships as athletes within the two (2) year period prior to December 31 of the year in which the election is held, shall be eligible to run for election to USAW's Athletes' Advisory Council. Additionally, in order to be eligible to run for election, an individual must be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held.

Section 10.3. Election/Selection.

Seven (7) individuals shall be elected to USAW's Athletes' Advisory Council as follows. An individual who wishes to run for election to USAW's Athletes' Advisory Council and to be placed on the ballot shall obtain at least ten (10) signatures of support from individuals entitled to vote in the election. Those individuals: (a) who have represented the United States as athletes in the Olympic Games, World Championships or other major international competitions in the sport of weightlifting within the ten (10) year period prior to December 31 of the year in which the election is held, or (b) who have competed in USAW's National Championships as athletes within the two (2) year period prior to December 31 of the year in which the election is held shall be eligible to vote in the election. Additionally, in order to be eligible to vote in an election, an individual must be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held. Further, an individual must be a member of USAW sixty (60) days prior to the date of the election ("record date") in order to be eligible to vote in the election. The election shall take place after conclusion of the Olympic Games, but prior to January 1 of the year following the Olympic Games.

Based upon the following, seven (7) individuals shall be elected to USAW's Athletes' Advisory Council by the Elite Athlete members of USAW:

- a. Regardless of gender, the highest individual in the overall vote total;
- b. After the individual described in Section 10.3(a) of these Bylaws, the next two (2) highest female and the next two (2) highest male individuals in the overall vote total that have competed for the United States of America as Weightlifting athletes;

- c. And the sixth and seventh position on the Athletes' Advisory Council shall be filed by USAW's representative and alternate representative to the USOC Athletes' Advisory Council elected pursuant to Section 11.3 of these Bylaws.

Section 10.4. Tenure.

The term for members of USAW's Athletes' Advisory Council shall be for four (4) years. A member shall remain on USAW's Athletes' Advisory Council until the member's successor is elected and qualified, or until the member's earlier resignation, removal, incapacity, disability or death.

Section 10.5. Term Limits.

- a. No USAW Athletes' Advisory Council member shall serve more than two (2) consecutive terms.
- b. When a USAW Athletes' Advisory Council member is elected to fill a vacancy because of the resignation, removal, incapacity, disability or death of a USAW Athletes' Advisory Council member, and the remaining term is for two (2) or more years, such term shall constitute a full term. Thus, if the vacancy being filled is for two (2) or more years, following completion of the filled vacancy term, the USAW Athletes' Advisory Council member may serve one additional four (4) year term. If the vacancy being filled is for less than two (2) years, the term shall not be a full term and the USAW Athletes' Advisory Council member shall be able to serve two (2) additional four (4) year terms.

Section 10.6. Chair.

The Athletes' Advisory Council shall elect from among its members, by majority vote, a USAW Athlete's Advisory Chair. The term of office of the USAW Athletes' Advisory Council Chair shall be four years. The newly elected USAW Athletes' Advisory Chair shall take office immediately. The USAW Athletes' Advisory Council Chair shall hold office until his or her successor is elected and qualified, or until the USAW Athletes' Advisory Council Chair's earlier resignation, removal, incapacity, disability or death. However, unless removed by the Elite Athlete membership group from USAW Athletes' Advisory Council, should the Chair of USAW Athletes' Advisory Council resign, he or she may remain a member of the USAW Athletes' Advisory Council.

Section 10.7. Procedures.

The USAW Athletes' Advisory Council shall establish procedures for conducting its business and affairs. Such procedures shall be published and available on USAW's website.

Section 10.8. Open and Executive Meeting Sessions.

Ordinarily, all USAW Athletes' Advisory Council meetings shall be open to members, and where appropriate, non-members. However, in the event the USAW Athletes' Advisory Council Chair, with the consent of a majority of the USAW Athletes' Advisory Council members in attendance, deems it appropriate to (a) exclude non-members at an open meeting for any reason, then the USAW Athletes' Advisory Council Chair may declare that the meeting is closed; or (b) convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matters, then the USAW Athletes' Advisory Chair may specifically designate and call an executive session.

Section 10.9. Minutes of Meetings.

The USAW Athletes Advisory Council shall take minutes of its meetings.

Section 10.10. Compensation.

USAW Athletes' Advisory Council members shall not receive compensation for their services as USAW Athletes' Advisory Council members. USAW shall pay for the reasonable expenses of all members of the USAW Athletes' Advisory Council to attend USAW Athletes' Advisory Council meetings. In addition, USAW shall pay for the reasonable expenses of the two Elite Athlete Directors to attend USAW Board meetings.

Section 10.11. Grievance.

Should an athlete wish to file a grievance related to Section 10 of these Bylaws, the grievance shall be resolved within the procedures of Section 14 of these Bylaws.

SECTION 11. USOC ATHLETES' ADVISORY COUNCIL

Section 11.1. Designation.

USAW shall have a representative and an alternate representative to the USOC Athletes' Advisory Council.

Section 11.2. Qualifications.

Those individuals who meet the requirements set forth in Section 5.1(a) shall be eligible to run for election to the USOC Athletes' Advisory Council. Additionally, in order to be eligible to run for election, an individual must be a citizen of the United States, eighteen (18) years of age or older by December 31 of the year in which the election is held, and must not be a paid employee of USAW or the USOC.

Section 11.3. Election/Selection.

- a. The election for the USAW USOC Athletes' Advisory Council position shall take place after conclusion of the Summer Olympic Games, but prior to January 1 of the year following the Summer Olympic Games.
- b. An individual who wishes to run for election for the USOC Athletes' Advisory Council and to be placed on the ballot must obtain at least five (5) signatures of support from individuals entitled to vote in the election, excluding the individual seeking nomination. Those individuals who have represented the United States as athletes in the Olympic Games, World Championships or other Operation Gold events within the five (5) year period prior to December 31 of the year in which the election is held shall be eligible to vote in the election. Additionally, in order to be eligible to vote in the election, an individual shall be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held.
- c. After an individual has received five (5) nominations, mailed the signatures of those that nominated the individual to the CEO, and the CEO has verified the authenticity and eligibility of those that nominated the individual, then the CEO shall place the individual on the ballot for election to the USOC Athletes' Advisory Council.
- d. After the CEO has received all the nominations, he or she shall send written or electronic ballots to those that are eligible to vote for the USAW USOC Athletes' Advisory Council position. The individual with the highest vote total is elected as athlete representative to the USOC Athletes' Advisory Council. The individual with the highest vote total of the opposite gender (as is required by the USOC Athletes' Advisory Council) is elected as the alternate representative to the USOC Athletes' Advisory Council. Unless allowed by the USOC Athletes' Advisory Council, the process between nomination and election to the USOC Athletes' Advisory Council shall take no longer than four (4) months.

Section 11.4. Resignation, Removal, and Vacancies.

- a. A USAW USOC Athletes' Advisory Council position shall be declared vacant upon the USAW USOC Athletes' Advisory Council person's resignation, removal, incapacity, disability or death. Any USAW USOC Athletes' Advisory Council person may resign at any time by giving written notice to the CEO. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- b. In addition, a USAW USOC Athletes' Advisory Council member or alternate may be removed at any time with or without cause by a majority vote of those that voted the USAW USOC Athletes' Advisory Council member or alternate to the USOC Athletes' Advisory Council.

Section 11.5. Tenure.

- a. The term for all representatives to the USOC Athletes' Advisory Council shall be for four (4) years. A representative shall remain on the USOC Athletes' Advisory Council until the representative's successor is elected and qualified, or until the representative's earlier resignation, removal, incapacity, disability or death.
- b. When a USOC Athletes' Advisory Council representative is elected to fill a vacancy because of the resignation, removal, incapacity, disability or death of the USOC Athletes' Advisory Council representative, and the remaining term is two (2) or more years, such term shall constitute a full term. Thus, if the vacancy being filled is for two (2) or more years, following completion of the filled vacancy term, the USOC Athletes' Advisory Council representative may serve only one (1) additional four (4) year term. If the vacancy being filled is for less than two (2) years, the term shall not be a full term and, following completion of the filled vacancy term, the USOC Athletes' Advisory representative shall be able to serve two (2) additional four (4) year terms.

Section 11.6. Term Limits.

No representative to the USOC Athletes' Advisory Council shall serve for more than two (2) consecutive terms. There is no term limit restriction for the position of alternate representative.

Section 11.7. Grievance.

Should an athlete wish to file a grievance related to Section 11 of these Bylaws, the grievance shall be resolved within the procedures of Section 14 of these Bylaws.

Section 11.8. Gender Equality

The two Elite Athlete Directors must be of opposing Gender as provided in Section 6.6(b)(i) of these Bylaws.

SECTION 12. USOC NATIONAL GOVERNING BODIES' COUNCIL

Section 12.1. Designation.

USAW shall have a representative and an alternate representative to the USOC National Governing Bodies' Council.

Section 12.2. Election/Selection.

The CEO shall be USAW's representative to the USOC National Governing Bodies' Council. The Chair of the Board shall be USAW's alternate representative to the USOC National Governing Bodies' Council.

SECTION 13. CHIEF EXECUTIVE OFFICER (CEO)

Section 13.1. Designation.

USAW shall have a CEO, who shall be the leader of management and vested with the authority to make decisions on behalf of management.

Section 13.2. Tenure.

The CEO shall be employed by the Board for whatever term the Board deems appropriate. The CEO may be removed by the Board at any time, with or without cause, but removal shall not affect the contract rights, if any, of the CEO. If the CEO has a contract of employment with USAW, the contract shall provide that the CEO's employment may be terminated by the Board with or without cause.

Section 13.3. Secretary General.

The CEO shall serve as Secretary General of USAW and in this capacity shall represent USAW in relations with the IWF, PAWF and other appropriate bodies.

Section 13.4. Responsibilities.

The CEO shall:

- a. Be a non-voting member of the Board;
- b. develop a strategy for achieving USAW's mission, goals and objectives and present the strategy to the Board for approval;
- c. prepare and submit quadrennial and annual budgets to the Board for approval;
- d. determine, within USAW's budget, the staff needed to effectively carry out USAW's mission, goals and objectives;
- e. oversee the hiring and termination of all staff;
- f. either directly or by delegation manage all staff functions;
- g. be responsible for resource generation and allocation of resources;

- h. coordinate USAW's international activities;
- i. with the Chair of the Board, act as USAW's spokesperson; and
- j. perform all functions as usually pertain to the office of CEO.

SECTION 14. COMPLAINT PROCEDURES

Section 14.1. Designation of Complaints.

The following forms of complaint shall be heard by USAW and may pursuant to these Bylaws and in the discretion of the Board of Directors be delegated to a USAW committee or subcommittee for process. Subject to qualifications specified in subsections 14.1 a-c below, The USAW Board of Directors and all USAW members who have attained the age of eighteen (18) years or older shall have standing to file, members who have not yet attained the age of eighteen (18) years or older shall have standing through a parent or legal guardian, except in the case of a complaint involving the opportunity to participate, in which case the member under the age of 18 may file a claim on his/her own behalf.

- a. Administrative Grievance. USAW or any member of USAW may file a complaint pertaining to any matter within the cognizance of USAW, including but not limited to any alleged violation of or grievance concerning (i) any USAW rule or regulation, (ii) any provision of USAW's Bylaws, or (iii) any provision of the Act relating to USAW's recognition as an NGB;
- b. Opportunity to Participate. Any athlete, coach, trainer, manager, administrator or official may file a complaint pertaining to any alleged denial, or alleged threat to deny, of that individuals opportunity to participate in a USAW sanctioned competition.
- c. Ethics Violation. The Ethics Committee shall maintain and the Board of Directors shall promulgate the USAW Code of Ethics on the USAW website. The USAW Code of Ethics shall be updated periodically by the Ethics Committee and restated or reissued each calendar year. USAW shall receive and hear complaints of violations of the Code of Ethics and will provide fair notice and opportunity for a hearing to any athlete, coach, trainer, manager, administrator, or official before declaring the individual accused of such violation.

Section 14.2. Manner of Filing.

- a. The complainant shall file the complaint addressed to the CEO at the USAW National Office, who shall inform the Board of the complaint and assign the complaint to the Judicial Committee for process after consultation with the Board. The Judicial Committee. Complaints that are of a time-sensitive nature shall be marked "URGENT-

Time Sensitive Filing with the USAW Board of Directors” on a mailed envelope, fax cover, or email subject line.

- b. The complaint shall set forth in typed, clear and concise language, preferably in numbered paragraphs: (a) the complainant’s name, full contact information, USAW number; (b) the name of the defendant (complaints against organizations such as a LWC or the Board of Directors shall name the organization, not an individual); (c) specifics of the nature of alleged violation; (d) where the alleged violation occurred; (e) when the alleged violation occurred; (f) the circumstances under which the alleged violation occurred; (g) how the alleged violation impacts the complainant; (h) the remedy requested by the complainant; (i) a narrative describing the allegation; and (j) the complainant’s signature.
- c. The complainant and defendants shall (if any) contemporaneously with filing the complaint and all documents with USAW and Panels provide proof of service on the opposing party and add the following proof of service caption:
- d. Note that the parties must meet filing deadlines established by these Bylaws and/or procedures implemented by the committee assigned to process the complaint. Fair process may demand multiple filings during the course of an investigation and deadlines for such filings shall be dictated and made clear to the parties by the committee empowered with process. Complainant and defendant documents filed after the filing deadlines may be rejected by the committee and thus not be part of the hearing record. Accordingly, all parties are encouraged to document filing dates such as fax confirmations, proof of mailing or email.

Section 14.3. Statute of Limitations.

A complaint filed under these Bylaws shall be filed within one hundred and eighty (180) days of the occurrence of the alleged violation, grievance, denial or threat to deny. Said date of the allegation shall be stated in the complaint.

Section 14.4. Field of Play Decisions.

The final decision of the jury (or in the absence of a Jury, the 3 referees) during a competition regarding a field of play decision (a matter set forth in the rules of the competition to be within the discretion of the referee) shall not be reviewable through the procedures for, or the subject of, Administrative Grievances or Opportunity to Participate Complaints unless the decision is (a) outside the authority of the official to make; or (b) the product of fraud, corruption, partiality or other misconduct of the referee. For purposes of this Section, the term “official” shall include any individual with discretion to make field of play decisions.

Section 14.5. Administration.

The Judicial Committee shall administer and oversee all grievances and complaints filed under this section. The Judicial Committee shall be responsible to ensure that all complaints are heard

in a timely, fair and impartial manner. The Judicial Committee may promulgate procedures in addition to those set forth in these Bylaws for the effective administration of complaints filed with USAW

Section 14.6. Hearing Panel.

Upon the timely and complete filing of a complaint, the chair of the Judicial Committee, after consultation with the other Judicial Committee members, shall appoint a Hearing Panel consisting of three (3) individuals to hear the complaint. Panelists may be from the USAW Committee with subject matter expertise/jurisdiction over the matter at issue. The Judicial Committee shall also appoint a Hearing Panel Chair. Judicial Committee members may be appointed to and serve on the Hearing Panel. Other disinterested individuals identified by the Judicial Committee may also be appointed to and serve on the Hearing Panel. At least one (1) member of the Hearing Panel shall be an Elite Athlete. Members of the Hearing Panel need not be members of USAW or involved in the sport of weightlifting.

Section 14.7. Conduct of the Proceeding.

- a. The Hearing Panel (“the Panel”) shall initially meet and decide whether the filing meets the minimum standards for a sufficiently filed complaint and rule on whether the complaint may go forward. If the complaint is insufficient, the Panel shall provide a written opinion to the Complainant explaining its decision and whether the complaint may be corrected and re-filed (a dismissal without prejudice) or whether the complaint may not be re-filed (with prejudice) providing justification for its opinion.
- b. If the complaint is not dismissed, the Hearing Panel shall notify the named defendant if any, and the defendant shall have 30 days to respond to the complaint with a sufficiently stated response that refutes the complaint.
- c. Failure to respond shall be grounds for the Panel to grant a default judgment to the complainant with a remedy determined by the Panel. Upon receipt of the defendant’s response, the complainant shall have 30 days to respond. After receipt of the complaint, defendant’s response and complainant’s response to defendant, the Panel may make a decision based on the filings if in the Panel’s discretion the filings are sufficient and the parties agree to such a procedure. If the Panel concludes that a hearing is warranted, the Panel shall schedule a hearing on the complaint. The Hearing Panel shall set such timelines and other rules regarding the proceeding and the conduct of the hearing as it deems necessary. The hearing shall be informal, and the rules of evidence will not be strictly enforced, except that testimony shall be taken under oath.
- d. If necessary or convenient to the parties, the hearing may be conducted by teleconference. Each party shall have the right to appear personally or through a legal representative. All parties shall be given a reasonable opportunity to present and examine evidence, cross-examine witnesses and to present argument. Members of the hearing panel shall have the right to question witnesses or the parties to the proceeding at any time.

- e. Any party may have a record made of the hearing. A court reporter may be present at the hearing at the request of a party. The court reporter shall be paid for by the party requesting the court reporter, or if mutually agreed, the cost may be equally divided. Any transcript shall be paid for by the party requesting the transcript

Section 14.8. Fair Process Considerations.

In any hearing conducted pursuant to these Bylaws, the parties shall be provided with the following:

- a. notice of the charges or alleged violations, with specificity and in writing, and possible consequences if the charges are found to be true;
- b. reasonable time between receipt of the notice of charges and the hearing with respect to the charges, within which to prepare a defense;
- c. notice of the identity of adverse witnesses provided in advance of the hearing;
- d. the right to have the hearing conducted at such a time and place so as to make it practicable for the person charged to attend;
- e. a hearing before a disinterested and impartial body of fact finders;
- f. the right to be assisted in the presentation of one's case at a hearing, including the assistance of legal counsel, if desired; however all fees shall be paid by the party seeking assistance of legal counsel;
- g. the right to present oral and written evidence and argument;
- h. the right to call witnesses to testify at the hearing, including the right to have individuals under the control of an adverse party attend; and to confront and cross-examine such individuals;
- i. the right to have a record (i.e., transcript) made of the hearing (In this regard, the reporter shall be paid for by the party requesting the reporter; and a copy of any transcript shall be provided to the other party upon payment of half of the cost. Any transcript ordered by a party shall be made available to the Hearing Panel upon request of the Hearing Panel);
- j. the burden of proof shall be on the proponent of the charge, which burden shall be by "at least a preponderance of the evidence," unless an applicable rule of law provides for a higher burden of proof;
- k. a written decision, with reasons therefore, based solely on the evidence of record, handed down in a timely fashion; and

- l. a written notice of appeal procedures, if the decision is adverse to the person charged, and the prompt and fair adjudication of any appeal.
- m. first avenue of appeal shall be to the Judicial Committee en banc (all Committee members shall review the decision) who shall meet after reviewing record and the Panel's decision. After its review Judicial Committee shall inform the parties and the Panel whether it upholds the Panel's decision or whether it will hear the appeal.
- n. except in extraordinary circumstances, which shall be documented and detailed in the Judicial Committee's decision, the appeal shall be over process and the Panel's interpretation of rules and procedure. Findings of fact by the Panel generally shall not be subject to appeal.
- o. a second and final appeal within USAW shall be to the Board of Directors who, in its discretion, may or may not hear the appeal from the Judicial Committee. Should the Board of Directors deny the appeal, the decision of the Judicial Committee shall be final as to the process within USAW.

Section 14.9. Expedited Procedures.

Upon cause and request presented by a party, and provided that it is necessary to expedite the proceeding in order to resolve a matter relating to a competition that is so scheduled that compliance with regular procedures would not be likely to produce a sufficiently early decision to do justice to the affected parties, the Judicial Committee is authorized to order that the complaint be heard and decided within forty-eight (48) hours of the filing of the complaint, or such other time frame as may be necessary to afford a decision within the necessary time frame based on the circumstances. In such a case, the Hearing Panel is authorized to hear and decide the complaint pursuant to such procedures as are necessary, but fair to the parties involved.

Section 14.10. Complaints Involving Selection to Participate in a Competition.

Where a complaint is filed involving selection of an individual to participate in a competition, the complainant shall include with the complaint a list of all other individuals, together with their contact information, that may be adversely affected by a decision rendered on the complaint. The Hearing Panel shall determine which additional individuals must receive notice of the complaint. The National Office shall then be responsible for providing appropriate notice to these individuals. Any individual so notified then shall have the option to participate in the proceeding as a party. If an individual is notified of the complaint, then that individual shall be bound by the decision of the Hearing Panel, even if the individual chose not to participate as a party.

Section 14.11. Decision.

A decision shall be determined by a majority of the Hearing Panel. The Hearing Panel's decision shall be in writing and distributed to the parties. A catalogued record of all Hearing Panel and Appellate decisions and remedies shall be kept in the official records of USAW,

available to public review and research. Although not absolutely binding, consistent interpretation of rules, violations and remedies require Hearing Panels and Appellate Panels to refer to said catalogued decisions for guidance in matters before them.

Section 14.12. Arbitration.

Per the Act and the USOC Bylaws, certain parties subject to these Bylaws may bring a grievance to the American Arbitration Association, as may USA Weightlifting in any matter for binding arbitration in the NGB's grievance procedures.

SECTION 15. SANCTIONING EVENTS

Section 15.1. Prompt Review of Request.

USAW shall promptly review every request submitted by an amateur sports organization or person for a sanction and make a determination on such request to (a) hold a local amateur athletic competition in the United States; (b) hold a national amateur athletic competition in the United States; (c) hold an international athletic competition in the United States; or (d) sponsor United States Weightlifting athletes to compete in an international athletic competition held outside the United States.

Section 15.2. Standard for Review.

If USAW, as a result of its review (a) does not determine by clear and convincing evidence that holding or sponsoring an international or national amateur athletic competition would be detrimental to the best interest of USAW, and (b) confirms that the amateur sports organization or person meets the requirements for obtaining a sanction as set forth in these Bylaws, then USAW shall grant the sanction requested by the amateur sports organization or person.

Section 15.3. Requirements for Holding an International or National Amateur Athletic Competition in the United States.

An amateur sports organization or person requesting a sanction to hold an international or national amateur athletic competition in the United States shall comply with the following requirements:

- a. submits, in the form required by USAW, an application to hold such competition;
- b. pays to USAW the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c. submits to USAW an audited or notarized financial report of similar events, if any, conducted by the organization or person; and
- d. demonstrates that:

- i. appropriate measures are taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
- ii. appropriate provisions are made for validation of records which may be established during the competition;
- iii. due regard is given to any international amateur athletic requirements specifically applicable to the competition;
- iv. the competition is conducted by qualified officials;
- v. proper medical supervision is provided for athletes who will participate in the competition; and
- vi. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

Section 15.4. Requirements for Sponsoring United States Weightlifting Athletes to Compete in an International Athletic Competition Held Outside the United States.

An amateur sports organization or person requesting a sanction to sponsor United States Weightlifting athletes to compete in an international athletic competition held outside the United States shall comply with the following requirements:

- a. submits, in the form required by USAW, an application to hold such competition;
- b. pays to USAW the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c. submits a report of the most recent trip to a foreign country, if any, that the amateur sports organization or person sponsored for the purpose of having United States amateur athletes compete in international amateur athletic competition, and
- d. submits a letter from the appropriate entity that will hold the international amateur athletic competition certifying that:
 - i. appropriate measures are taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
 - ii. appropriate provisions are made for validation of records which may be established during the competition;
 - iii. due regard is given to any international amateur athletic requirements specifically applicable to the competition;

- iv. the competition will be conducted by qualified officials;
- v. proper medical supervision is provided for athletes who will participate in the competition; and
- vi. proper safety precautions are taken to protect the personal welfare of the athletes and spectators at the competition.

SECTION 16. RECORDS OF THE CORPORATION

Section 16.1. Minutes.

USAW shall keep as permanent records, minutes of all meetings of the members and the Board, a record of all actions taken by the Board without a meeting, and a record of all waivers of notices of meetings of the Board.

Section 16.2. Accounting Records.

USAW shall maintain appropriate accounting records.

Section 16.3. Membership List.

USAW shall maintain a record of the members in a form that permits preparation of a list of the names and addresses of the members in alphabetical order by class.

Section 16.4. Records in Written Form.

USAW shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 16.5. Website.

USAW shall maintain a website for the dissemination of information to its members. USAW shall publish on its website (a) its Bylaws; (b) its rules, and regulations; (c) a procedure for communicating with the Audit Committee Chair, regarding accounting, internal accounting controls, or audit-related matters; (d) its most recent annual financial statement; and (e) its most recent 990 Form filed with the Internal Revenue Service. So as to facilitate the ability of interested parties to communicate their concerns or questions, USAW shall publish on its website a mailing address and an electronic mail address for communications directly with the Board.

Section 16.6. Records Maintained at Principal Office.

USAW shall keep a copy of each of the following records at its principal office:

- a. the articles of incorporation;
- b. these Bylaws that govern the conduct of USAW, USAW's Board, Committees, and members;
- c. rules and regulations that govern the technical conduct of Weightlifting events in the United States as USAW's Board and CEO determine is appropriate in their sole discretion;
- d. the minutes of all meetings of the Board, and records of all action taken by the Board without a meeting, for the past three (3) years;
- e. all written communications within the past three (3) years to the members;
- f. a list of the names and business or home addresses of the current Directors and officers;
- g. a copy of the most recent corporate report delivered to the XYZ secretary of state;
- h. all financial statements prepared for periods ending during the last three (3) years;
- i. the application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- j. all other documents or records required to be maintained by USAW at its principal office under applicable law or regulation.

Section 16.7. Inspection of Records by Members.

The following rights and restrictions shall apply to the inspection of records by members:

- a. Records Maintained at Principal Office. Provided that the member gives USAW written demand at least five (5) business days before the date on which the member wishes to inspect and copy such records, a member shall be entitled to inspect and copy, during regular business hours at USAW's principal office, any of the records of USAW described in Section 16.6 of these Bylaws.
- b. Financial Statements. Upon the written request of any member, USAW shall mail to such member its most recent annual financial statements showing in reasonable detail its assets and liabilities and results of its operations.
- c. Membership List.
 - i. Preparation of Membership Voting List. After determining the members entitled to vote in an election USAW shall prepare, by class, an alphabetical list of the names of

all members who are entitled to vote. The list shall show for each member entitled to vote that member's name and address.

ii. Right of Inspection. A member shall be entitled to inspect and copy, during regular business hours at USAW's principal office, a list of members who are entitled to vote in an election, provided that:

(A) the member has been a member for at least three (3) months immediately preceding the demand to inspect or copy;

(B) the demand is made in good faith and for a proper purpose reasonably related to the member's interest as a member;

(C) the member gives USAW written demand at least five (5) business days before the date on which the member wishes to inspect and copy such voting list;

(D) the member describes with reasonable particularity the purpose for the inspection; and

(E) the inspection of the list of members is directly connected with the described purpose. Any member seeking to inspect and copy a membership list shall, prior to such inspection and copying, execute a signed agreement in the form as approved by USAW limiting the use of such list in accordance with Section 16.7(c) (iii) of these Bylaws.

iii. Limitation on Use of Membership Voting List. Without consent of the Board a membership voting list may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of the previous sentence, without the consent of the Board a membership voting list shall not be (A) used to solicit money or property; (B) used for any commercial purpose; or (C) sold to or purchased by any person.

d. Scope of Members' Inspection Rights.

i. Agent or Attorney. The member's duly authorized agent or attorney has the same inspection and copying rights as the member.

ii. Right to Copy. The right to copy records under these Bylaws includes, if reasonable, the right to receive copies made by photographic, xerographic, electronic or other means.

iii. Reasonable Charge for Copies. USAW may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to a member. The charge may not exceed the estimated cost of production and reproduction of the records.

- iv. Litigation. Nothing in these Bylaws shall limit the right of a member to inspect records to the same extent as any other litigant if the member is in litigation with USAW, or the power of a court to compel the production of corporate records for examination.

SECTION 17. CODE OF ETHICS

Section 17.1. Code of Ethics.

The USA Weightlifting Ethics & Judicial Committee shall review annually the USA Weightlifting Code of Ethics & Conduct which shall include opportunity for Grievances.

As a condition of membership, all members, staff, board of directors members, committee members and any person who reasonably might be considered to be acting under the authority or auspices of USA Weightlifting is bound by the USA Weightlifting Code of Ethics.

The Code of Ethics as is currently written is available under the Bylaws & Rules section of the official USA Weightlifting website.

Any member, including anonymously, may file an Ethics complaint at any time. A portal for complaints is available on the front page of the official USA Weightlifting website.

SECTION 18. FIDUCIARY MATTERS

Section 18.1. Indemnification.

USAW shall defend, indemnify and hold harmless each Director of the Board and each officer from and against all claims, charges and expenses which he or she incurs as a result of any action or lawsuit brought against such Director or officer arising out of the latter's performance of his or her duties with USAW, unless such claims, charges and expenses were caused by fraud or willful misconduct on the part of said officer or Director.

Section 18.2. Discharge of Duties.

Each Director of the Board and officer shall discharge his or her duties (a) in good faith; (b) with the care an ordinarily prudent individual in a like position would exercise under similar circumstances; and (c) in a manner the Director or officer reasonably believes to be in the best interests of USAW.

Section 18.3. Conflicts of Interest.

If any Director of the Board, officer, committee or task force member has a financial interest in any contract or transaction involving USAW; has an interest adverse to USAW's business affairs; or has any other business interest in the sport of Weightlifting and that individual is in a position to influence a determination with regard to the contract, transaction, business affair, or business interest, such individual shall:

- a. disclose the conflict of interest;

- b. not participate in the evaluation of the contract, transaction, business affair, or decision that affects the business interest; and
- c. not vote on the contract, transaction, business affair, or decision that affects the business interest.

Section 18.4. Prohibited Loans.

No loans shall be made by USAW to the Chair of the Board, to any Director of the Board, to any committee or task force member, or to any USAW employee. Any Chair of the Board, Director, committee or task force member or USAW employee, who assents to or participates in the making of any such loan, shall be liable to USAW for the amount of such loan until it is repaid.

Section 18.5. Surety.

The Board of Directors may require all USAW administrators, including each member of the Board of Directors, the CEO, all financial officers and any other employee, to be bonded and insured by an A+-rated insurance company in an amount determined by the Board of Directors on an annual basis after consultation with an independent CPA firm.

SECTION 19. FINANCIAL MATTERS

Section 19.1. Fiscal Year.

The fiscal year of USAW shall commence January 1 and end on December 31 each year.

Section 19.2. Budget.

USAW shall have an annual budget.

Section 19.3. Audit.

Each year USAW shall have an annual audit of its books and accounts prepared by an independent certified public accountant as recommended by the Audit Committee. The Audit Committee shall provide the auditor's report to the Board upon completion.

Section 19.4. Individual Liability.

No individual Director of the Board or officer shall be personally liable in respect of any debt or other obligation incurred in the name of USAW pursuant to the authority granted directly or indirectly by the Board.

Section 19.5. Irrevocable Dedication and Dissolution.

The property of USAW is irrevocably dedicated to charitable purposes, and no part of the net income or assets of USAW shall inure to the benefit of private persons. Upon the dissolution or winding up of USAW, its assets remaining after payment, or provision for payment of all debts and liabilities of USAW, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for charitable purposes and which has established its tax exempt status under Section 501(c) (3) of the Internal Revenue Code, as amended.

SECTION 20. MISCELLANEOUS PROVISIONS

Section 20.1. Severability and Headings.

The invalidity of any provision of these Bylaws shall not affect the other provisions in these Bylaws, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 20.2. Saving Clause.

Failure of literal or complete compliance with any provision of these Bylaws in respect of dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the Directors of the Board do not cause substantial injury to the rights of the Directors, shall not invalidate the actions or proceedings of the Directors at any meeting.

Section 20.3 USA Weightlifting Foundation

The Board shall delegate management of the USA Weightlifting Foundation to the USA Weightlifting Foundation board, in accordance with its own bylaws. The USA Weightlifting Foundation Board shall have exclusive right to distributions from the USA Weightlifting Foundation.

SECTION 21. AMENDMENTS OF BYLAWS

Section 21.1. Amendments.

- a. Any amendment or repeal of these Bylaws that increases or decreases the number of Directors, changes the membership categories, or changes membership voting rights, may only be voted on and approved by the members of the membership category or categories whose number of Directors, category, or voting rights are affected.

- b. Otherwise, these Bylaws may only be amended, repealed, or substituted at any duly-noticed meeting of the Board or at a special meeting of the Board, at which a quorum is present, upon the affirmative vote of at least two-thirds (2/3) of the members of the Board entitled to vote.

Section 21.2. Proposed Amendments.

Amendments to these Bylaws, including new Bylaws, may be proposed by any member of USAW.

Section 21.3. Submission of Proposed Amendments.

- a. All proposed amendments shall be submitted to the CEO, in writing, at least sixty (60) days before any Board meeting at which the proposed amendment is proposed to be considered and acted on by the Board, or at least one hundred-twenty (120) days before any meeting of members at which a proposed Bylaw amendment is proposed to be considered and acted on by the members. Upon receipt of a proposed amendment, the CEO shall promptly refer it to the USAW Counselor for review and recommendation to the Board both as to form and substance.
- b. Written notice of any proposed amendment to be acted upon by the Board shall be given by the CEO by first class mail to the Board, not less than twenty (20) days before the date of the Board meeting at which the Bylaw amendment is to be considered; and written notice of any proposed amendment to be acted upon by the members shall be given by the CEO by electronic mail to all members not less than forty-five (45) days before the meeting of members at which the Bylaws are to be considered and voted upon, together with the recommendation of the Board as to each specific amendment, and an explanation of each proposed amendments and reasons therefore. In addition, where proposed amendments are to be acted on by the members, the proposed amendments and the recommendations of the Board, shall also be posted on the USAW website, and transmitted by electronic mail to all members for whom the USAW has an electronic mail address, at the time that the notice of proposed amendments, and explanations, are mailed to members.
- c. Except for amendments to these Bylaws proposed and distributed in accordance with the procedures set forth in Section 21 of these Bylaws, no other amendment shall be considered by the Board; nor shall any proposed amendment to an amendment be considered, unless the same merely goes to the form and not the substance thereof.

Section 21.4. Effective Date of Amendments.

Unless the proposal specifies that the amendment shall be effective immediately upon passage or at such later date, as may be specified in a proposal, amendments to Bylaws shall be effective as of the close of the meeting at which they are adopted,