

ARIZONA WEIGHTLIFTING FEDERATION, INC.

BYLAWS

Adopted effective June 30, 2016

ARTICLE 1. NAME AND STATUS

Section 1.1. Name. The name of the corporation shall be the Arizona Weightlifting Federation, Inc. ("AWF"). AWF 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. AWF shall be a non-profit corporation incorporated and licensed pursuant to the laws of the State of Arizona. AWF 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 Olympic Weightlifting. AWF shall operate consistent with and shall maintain a tax-exempt status in accordance with sections 501(c)(3) and 501(j) of the Internal Revenue Code and shall not take any actions that would jeopardize its tax-exempt status.

Section 1.3. Emblem and Seal. AWF's official emblem and seal shall be in such form as may be approved from time to time by AWF.

ARTICLE 2: TERRITORY

Section 2.1: Jurisdiction. AWF shall include all counties within the state of Arizona.

Section 2.2. Business Offices. The principal office of AWF shall be in the State of Arizona. AWF may at any time and from time to time change the location of its principal office. AWF may have such other offices, either within or outside Arizona, as the Board of Directors may designate or as the affairs of AWF may require from time to time.

ARTICLE 3: MISSION STATEMENT

Section 3.1: Mission Statement. To promote the growth and development of Olympic Weightlifting and lifters at a grassroots level, abiding by the rules and governance of USA Weightlifting.

Section 3.2: Function. The purpose shall be to educate, promote, conserve, sponsor, coordinate and stimulate the interest of Olympic Weightlifting, as an amateur sport, throughout the Federation, Region, and Nation.

ARTICLE 4: ELECTIONS

Section 4.1: Elections. Elections will be held every year, on a rotating basis, with officers holding seats for 2 years. Officers shall not be limited by term limits. Mandatory Officers of AWF shall include President, Vice-President, Secretary, Treasurer, and Athletic Representative. The Officers may be referred to as Directors ("Directors") or collectively as the Board (the "Board"). The term of service shall begin July 1 after being elected.

Section 4.2: Timing of Elections. Elections will be on a rotating two-year cycle, with the President, Secretary, and Athlete Representative being elected on even years and Vice President and Treasurer elected on odd years. Elections shall be held for a period of one week beginning the first Monday in June of each year, beginning in 2017. Results of the election shall be posted on the website and distributed to the members via email.

Section 4.3: Voting. Each member of AWF shall have one vote.

Section 4.4: Ballots. Voting will be facilitated by USA Weightlifting, using their online voting vendor, or by such other method approved by the Board as to reliably allow all members of AWF to participate in the voting process.

Section 4.5: Nominations. Each member shall have the ability to nominate one qualified individual per position that is up for election. Not later than May 1 of each year, members shall be informed of the upcoming election and which positions are up for election. Nominations shall be made not later than May 15 of each year. Nominees shall be given the opportunity to accept or decline the nomination and provide a personal statement until May 25 of each year.

ARTICLE 5: OFFICERS

Section 5.1: Qualifications. All officers of must be current members of USAW and members of AWF, in good standing. Director Members-at-Large do not need to be members of AWF, but must be members of USAW.

Section 5.2: Authority and Duties of Officers.

a. President. The President shall preside at the Membership and Executive Board meetings as chief officer of the organization; shall supervise the organization's affairs and activities; shall make an annual report to the members; and be

responsible for seeing that all of the organization's activities are in accordance with the bylaws and USA Weightlifting rules.

b. Vice President. The Vice President shall preside at Membership and Executive Board meetings in the absence of the President; shall also act on behalf of the President when required, and shall work with the President on all affairs of the organization. The Vice President will assume the Presidency in the event that the President is unable to fulfill his responsibilities.

c. Secretary. The Secretary shall give notice of all regular and special meetings; keep permanent record of such meetings, be custodian of all official records of the organization, and furnish minutes of such meetings for publication; submit a credentials report at each meeting; shall file the annual report as required by state law; and shall perform such other duties as, from time to time, may be assigned to the Secretary by the Board.

d. Treasurer. The Treasurer shall supervise the ways and means affairs and projects of the organization; shall issue notice of dues payable and be responsible for the collection thereof; keep the financial records of the organization; disburse a report in detail at the annual meeting, and at other times when directed, as to the financial condition of the Association; cooperate with the party selected by the Board to make an annual audit of the financial records; and undertake to ensure compliance with any annual tax filings.

e. Athletic Representative. The Athletic Representative is the voice of the athletes. It is the duty of the Athletic Representative to: ensure all information is communicated to the athletes in a timely manner; ensure the athletes are properly represented in all meetings; and perform such other duties as, from time to time, may be assigned to the Athletic Representative by the Board.

f. Director Members-at-Large. Director Members-at-Large are to provide input to the Board and will not have voting rights. Director Members-at-Large may serve on committees, including as chair, as are necessary for the operation of AWF and deemed necessary or appropriate. Director Members-at-Large may be appointed at any time by the unanimous consent of the Board. Once appointed, a Director Member-at-Large's term shall expire June 30 of the year after the current election cycle (i.e., if a Director Member-at-Large is appointed July 1, 2016, the term expires June 30, 2018. If a Director Member-at-Large is appointed January 1, 2017, the term would expire June 30, 2018). Director Members-at-Large may be reappointed at the discretion of the Board.

Section 5.3: Resignation and Removal of Officers, Including Members-at-Large.

a. An Officer's position with AWF may be declared vacant upon the Officer's resignation, removal, incapacity, disability or death. The President may resign at any time by giving written notice to the Board. All other Officers may resign at any

time by giving written notice to the President. 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. Officers may be removed with or without cause upon the unanimous affirmative vote of the total voting power of the Board (excluding the voting power of the director in question). However, should an Officer be removed from his or her position, then he or she may remain a Director Member-at-Large of AWF, unless removed from that position as well.

c. Any vacancy occurring in the President shall be filled by majority vote by the Board. If the vacancy also results in the President no longer being a director, then the Board may elect a new President immediately, or wait until the vacant director position is filled before electing a new President. A President elected to fill a vacancy shall be elected for the unexpired term of such President's predecessor in office.

d. A vacancy in any other Officer shall be filled by the Board.

Section 5.4: Compensation. No Officer shall receive compensation for his or her service as an Officer, although the reasonable expenses of an Officer may be paid or reimbursed in accordance with AWF's policies and approval from the Board. Travel expenses for Officers shall not be reimbursed unless the travel is required to fulfill the Officer's obligations to USAW (i.e., required attendance at a USAW meeting). Officers are disqualified from receiving compensation for services rendered to or for the benefit of AWF (except active athletes may receive athlete support payments).

Section 5.5: Additional Board Duties and Authority.

a. The Board, as it deems necessary or appropriate, may authorize permissive committees, including but not limited to: (1) Nominating and Governance Committee; (2) Judicial Committee; (3) Audit Committee; (4) Athlete Development Committee; (5) Coaching, Education and Programs Committee; and (6) Competition Committee. All committee members serve at the pleasure of the Board and may be removed with or without cause by a majority vote of the Board. The Board may also appoint Discretionary Officers, which may include Director Members-at-Large.

b. The Board may authorize expenditures for the following:

i. Hosting sanctioned events, including the Arizona State Championships;

ii. Partially or fully funding expenses for athletes who qualify for National level events, including, but not limited to, Youth Nationals, Junior Nationals, University Nationals, Senior Nationals, and the American Open. Funding shall not be

provided to send athletes to Masters competitions, either nationally or internationally. Funding may also be provided to partially or fully fund athletes who qualify for International events, such as the Olympic games, the Pan-Am games, or the World Championships. Any funding must be in accordance a written plan approved by the Board and the funding must be non-discriminatory; provided, however, that funding does not have to be equal for all classes of athletes (i.e., a senior lifter may be funded differently from a youth lifter);

iii. To provide stipends for athletes pursuant to a written plan to be approved by the Board;

iv. To purchase equipment for the use in competitions and/or as part of any coach and/or athlete development program;

v. Hosting coaching clinics, coaching development clinics, and athlete development clinics;

vi. To host fundraisers or events for members; and

v. Such other expenditures as are deemed necessary or appropriate by the Board.

c. The Board shall appoint one or more of the officers to approve event sanctions as needed.

d. The Board may elect to hire an Executive Director and establish such duties and responsibilities and the Board deems necessary or appropriate. The Board may hire such other individuals as is necessary or appropriate to carry out the functions of the Board or AWF.

e. The Board shall maintain a list of Arizona records for each category of lifters, including youth, junior, senior, and master lifters. In order to set a new Arizona record, an event must be sanctioned by USAW; however, the event does not have to be physically in Arizona.

Section 5.6: Meetings

a. Annual Meetings. The annual meeting of the Board shall be held in the month of July, beginning in 2017, at a location to be determined. Notice of the annual meeting shall be provided to all members not less than 14 days before the meeting. The Annual Meeting will be open to all members.

b. Special meetings. The Board may elect to hold other meetings at such times as are convenient either live or remotely. Notice of such meetings shall be provided not less than 14 days before the meeting, unless waived by unanimous

consent of all voting members of the Board. Special meetings may be open to the members at Board discretion. To the extent members are excluded from any Board meeting, the meeting shall be deemed to be an executive session.

c. Minutes. Meeting minutes will be posted to website/Facebook page within 14 days of a meeting.

d. Quorum. A quorum exists at a properly noticed meeting if a majority in number of the persons entitled to vote are present.

e. Action without meeting. By unanimous consent, the Board may act without meeting.

ARTICLE 6. MEMBERS

Section 6.1. Categories of Members. AWF shall have individual and organization membership categories as follows:

a. Athlete Members. Those eligible for AWF membership in this category shall be any individual who registers with AWF and is a competitive athlete eligible to compete in weightlifting events.

b. Technical Members. Those eligible for AWF membership in this category shall be any individual who is a coach, administrator, manager, technical delegate, official or referee.

c. General Members. Those eligible for AWF membership in this category shall be any individual who wishes to support the activities of AWF by paying the membership fee for general members, as determined by the Board, and who does not qualify for membership in any other AWF membership category.

d. Members-at-Large. Those who are elected by the Board and are eligible to vote in elections. Members-at-Large are not required to be members of AWF, but are required to be members of the United States of America Weightlifting ("USAW"). It is within the Board's discretion to authorize this group.

Section 6.2. Voting Members. The following membership groups shall have the following voting privileges:

a. Athlete member, Technical member, and General Member. The aforementioned membership categories should have one vote per person.

b. All members shall have voting privileges on amendments to the Bylaws where required by the Arizona Nonprofit Statute, these Bylaws, or otherwise determined by the Board; and all members shall have voting privileges on amendments

to the articles of incorporation. In order to be eligible to vote in an election, an individual shall only be allowed to vote in one (1) membership category; and must be a member of AWF, unless specified otherwise, 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.

c. Membership in AWF is open to individuals who are less than eighteen (18) years of age. Voting privileges in AWF are available to all members.

Section 6.3. Membership requirements and Dues. Membership in AWF 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 6.4. Suspension and Termination of Membership. The membership of any member may be terminated at any time with or without cause by the Board. A member shall have the right to a hearing prior to termination. A member may only resign if the member has paid all dues then payable.

Section 6.5. Transfer of Membership. Members may not transfer their membership in AWF. Members shall have no ownership rights or beneficial interests of any kind in the property of AWF.

Section 6.6: Meetings.

a. Annual Meetings. The annual meeting of the Members shall be held in October at a location to be determined. Notice of the annual meeting shall be provided not less than 14 days before the meeting to all Members. Membership will be notified of the Annual Meeting via: (1) Email; (2) Facebook page; (3) Notice on the AWF Website; (4) USA Weightlifting website; or (5) such other method reasonably designed to reach the entire membership.

b. Special meetings. The Board may elect to hold other meetings at such times as are convenient either live or remotely. Notice of such meetings shall be provided not less than 14 days before the meeting in the manner set forth above.

c. Voting. Any matter to be submitted for a vote of the Members shall be conducted electronically in a manner approved by the Board designed to maximize

the number of Members able to vote (i.e., emailing all of the members and giving a reasonable time – not less than a week – for the members to vote). Any vote (other than an amendment to the Bylaws) shall pass if more than 50 percent of the voters approve the motion. A vote to amend the Bylaws must pass by at least a 2/3 vote. The proposed amendment to the Bylaws shall include the full text of the amendment and a description of what impact the proposed change will have.

Section 6.7: Notification of Updates. Membership will be updated on important matters within AWF via email, or such other manner as to reliably inform the members, on a quarterly basis.

ARTICLE 7: FUNDING

Section 7.1: Funding. The purpose of AWF funds shall be to receive funds and other assets by the way of donations from various and sundry sources; to receive funds from registrations, sanctions, club memberships and service fees, including rebates from memberships. To utilize all funds received from whatever source exclusively in the promotion of and in furtherance of Weightlifting.

Section 7.2: Corporate Status. AWF shall function as a 501(c)(3) organization.

Section 7.3: Financial Statements and Disclosure Policy. The Treasurer is in charge of maintaining the account, including all financial statements and reconciliations. The Treasurer will be responsible for submitting a yearly financial report to USA Weightlifting in the month of January each year. Quarterly statements will be made to the members of AWF on request.

Section 7.4: Availability of Funds. Funds available to the LWC will come from: (1) USA Weightlifting Rebates; (2) A portion of LWC meets (not to exceed 20%); (3) A portion of State Championships (not to exceed 20%); and (4) such other sources as are available. This Section 7.4 shall not be a restriction on AWF's ability to raise funds from other sources.

Section 7.5: Collection of Funds. Funds are to be provided to the Treasurer within 30 days of an event.

ARTICLE 8: EVENTS

Section 8.1: Calendar of Events. A calendar of events will be available on the website and Facebook page.

Section 8.2: Scheduling of Events. The Board shall allow events to be scheduled in manner that provides opportunities for the members to compete. Although the goal is not to have multiple events scheduled for the same time, if a request is submitted for a date when another event is already scheduled, the officer appointed to sanction events

shall consider the number of athletes who will be able to compete at each event, the physical proximity of the venues, and the ability of the venues to accommodate the number of athletes. These bylaws do not provide a strict rule regarding multiple events being scheduled on the same date.

Section 8.3: Management of Events. Events will be randomly monitored for compliance of rules/regulations by the Board.

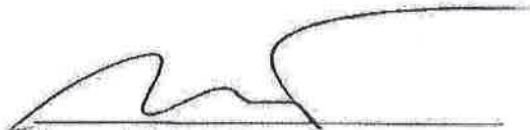
ARTICLE 9: MISCELLANEOUS

Section 9.1. Dividends Prohibited. No part of the income of AWF shall inure to the benefit of any private individual and no dividend shall be paid and no part of the income of AWF shall be distributed its directors or officers; provided, however, that AWF may reimburse officers and directors.

Section 9.2. Loans to Officers and Directors Prohibited. No loans shall be made to any officer or director from AWF.

ADOPTED effective June 30, 2016.

President



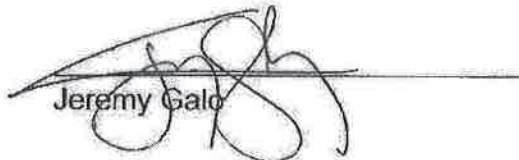
August Schmidt

Vice President



Chris DeRosa

Treasurer



Jeremy Galo

Secretary



Mark E. House

Athlete Representative



Austin Byers