

**BYLAWS**  
**of**  
**MARYLAND POTOMAC VALLEY**  
**LOCAL WEIGHTLIFTING COMMITTEE, LLC**

1. **NAME:** The name of the entity shall be Maryland Potomac Valley Local Weightlifting Committee, LLC, State of Virginia Business Entity S445740 (“the Committee”) sanctioned as Local Weightlifting Committee No, 09 by the USA Weightlifting (“USAW”).
2. **PURPOSE:** The purpose of the Committee shall be to promote the sport of Olympic Weightlifting in the Maryland-Potomac Valley Region of the United States.<sup>1</sup> The methods of said promotion shall be determined from time to time by the Board of Directors (“the Board”) but shall at all times include:
  - a. Conducting public outreach to inform the public of the benefits of Olympic Weightlifting as a sport and for general health/sports performance, such outreach to include athletes of all age groups and abilities,
  - b. Holding USAW-sanctioned Olympic Weightlifting competitions
  - c. Recruiting, training and promoting certification standards of the USAW-Sanctioned clubs, trainers, coaches and referees within the Maryland-Potomac Valley Region in accordance with standards promulgated by USA Weightlifting.
3. **PRINCIPAL OFFICE OF THE COMMITTEE:** The principal office of the Committee shall be designated by the Board of Directors.
4. **MEMBERSHIP:** All persons residing within the Committee’s geographic region with active USAW memberships shall be members of the Committee.
5. **DIRECTORS:**
  - a. The policies, goals, and objectives of the Committee shall be vested in a Board of Directors and promulgated through its written “Directives,” which shall be debated and initially adopted as “Proposed Directives” by the Board at its meetings.
    - i. Proposed Directives shall be numbered sequentially in a manner adopted by the Board.
    - ii. Proposed Directives shall announce any and all Proposed Directives by posting same on the Committee website in a manner that affords members the ability to comment for a 30-day period and said

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<sup>1</sup> Geographically said region shall include any zip code above or including 20000 and below or including 22399.

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- announcement shall state the date of the Board's proposed final adoption.
- iii. At the close of the 30-day comment period, the Board may reject further comments or continue to accept comments until final adoption at its option.
  - iv. Final adoption shall be by Board vote after debating comments received, at which time the term "Proposed" shall be dropped from the Directive.
- b. There shall be only one class of Directors.
  - c. Directors must be residents of the Maryland-Potomac Valley Region.
    - i. In the event that a Director relocates outside of the Region before half of his/her term is completed, membership will be given the opportunity to vote on a replacement within 90 days of the relocation of the Director in question.
    - ii. In the event that a Director relocates outside of the Region after half of his/her term is completed, the Director in question may elect to complete the remainder of his/her term.
  - d. The Board shall be composed of no more than thirteen (13) persons, and no less than five (5) persons. The Board shall determine the specific number of Directors from time to time.
  - e. The terms of the Directors shall be three (3) years and Directorships shall be staggered.
    - i. The first Board of Directors shall be comprised of five (5) persons appointed by the officers of the Committee holding office at the date of the passage of these bylaws and shall increase to nine (9) by January 2016.<sup>2</sup>
    - ii. The terms of two (2) of the first five Board members, who shall be so designated by the Officers appointing the first Board, will be from the date of appointment through December 31, 2014. The terms of the remaining three (3) members of the first Board shall be through December 31, 2016.
    - iii. The first Board elections will be held in December 2014, at which time the two (2) designated Directorships of the original five expire and be open for election and one (1) new Directorships will be

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<sup>2</sup> It is the intention of the Committee that staggering the Board terms will encourage continuity of operations, which may be hindered by a wholesale exchange of Boards. Further, the Committee's goal to raise the Board membership to at least nine (9) is to encourage and obtain participation in Committee direction from a broad range of clubs within the Committee region.

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created thus three (3) Directorships being open for election, increasing the Board membership to seven (6). The Directors whose terms end on December 31, 2014, shall not be precluded from standing for election to the Directorships that they currently occupy. The terms of the three (3) Directors elected in December 2014, shall end on December 31, 2017.

- iv. In December 2015, three (3) additional Directorships shall be created, raising the membership to nine (9) and nominees shall stand for election to those Directorships. The terms of the Directors elected in December 2015 shall end on December 31, 2018.
- v. In December 2016, the terms of the three remaining members of first Board shall end and nominees shall stand for election for the first time to fill the terms of the three Directorships for the succeeding three-year period beginning in January 2017.
- vi. Directorships shall thus become vacant as follows: three (3) at the end of 2016, three (3) at the end of 2017, and three (3) at the end of 2018 and shall continue in same order each serving triennial terms with nine Board Members sitting at all times unless the composition is altered by the Board in a new Directive.
- f. The Office holders at the date of the adoption of these bylaws are: John Filippini, President; and Sarah Ellis, Treasurer and Recording Secretary..
- g. The number of Directorships expiring for the ensuing three-year period shall be announced by the Board at its quarterly meeting in June (see paragraph 7) of the year in which the current three-year term is ending. The number of Directorships open for election shall be announced on the Committee website.
- h. The Board's announcement of open Directorships shall solicit nominations/intentions to stand for election and shall provide procedures for nomination/consideration for Intentions to Stand for Election.
- i. Nominations/Intentions to Stand for Election for Directorships must be received by the Board before its September meeting (see paragraph 7).
- j. The Board shall publish the list of nominees on the Board's website within 30 days after the nomination deadline.
- k. Voting for Directorships shall be by the general membership of the Committee, one voter per member, in a manner determined by the board (i.e., by electronic means, at a public meeting, etc.) and announced to the general membership on the Committee website.

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- i. If the number of nominees are less than or equal to the number of open Directorships, the Board may at its option
      1. close the nomination period as announced, accept all nominees as duly the duly elected new Board members for the open Directorships and certify same or
      2. announce a second open period to accept further nominations to fill the empty Directorship(s) and hold elections in accordance with these bylaws.
    - ii. If the number of nominees exceed the number of Directorships open for election, the existing Board shall tally votes for each nominee. Directorships shall be awarded to nominees in order of the number of votes nominees receive highest to lowest and shall fill the number of Directorships for the next term in said order.
  1. Elections shall be certified by the existing Board at the Board's December meeting (see paragraph 7 of these bylaws) of the year in which the current three-year term is ending and the names of the newly selected Board shall be announced on the Committee website. Directors assume their terms of office on the January 1 immediately following the Board's election in December. A Director may be removed, without cause, as determined by a two-thirds vote of the Board present at any meeting at which there is a quorum.
  - m. A Director may resign only by submitting a written resignation to the President or to the other Directors if the resigning Director is the President.
6. **BOARD MEMBERS AT LARGE:** There shall be a group of advisors to the Board designated as Board Members at Large. The number of Board Members at Large shall be an advisory panel for the Board whose participants shall not vote on Board matters.
  - a. The number of Board Members at Large shall not be limited and shall be set by the Board and the Board.
  - b. The Board shall at a minimum accept a member from each club within the Committee that does not have one of its team members as a voting member of the Board.
  - c. Board Members at Large shall be invited to at least two of quarterly Board meetings, the March and September meetings and more meetings if so determined by the Board.

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**7. OFFICERS:**

- a. The Officers shall implement the Board's Directives.
- b. Election/Vacancies: The officers shall consist of President, Treasurer, Recording Secretary, and Records Chairperson, Webmaster/Media Secretary and such additional officers as the Board may from time to time appoint.
- c. The officers shall be selected by the Directors at the first meeting of the Directors, which shall be the annual meeting of the Committee. The Board of Directors shall fill any vacancy occurring in any office, for whatever reason, and any member so elected shall fulfill the term of his/her predecessor.
- d. Term: Officers shall serve a term of three (3) years and until their successors are elected, or until they are removed for cause.
- e. Removal: An officer may be removed, without cause, as determined by a two-thirds vote of the Board present at any meeting at which there is a quorum.
- f. Resignation: An officer may resign only by submitting a written resignation to the President or Secretary or to the other Directors, if the resigning officer is the President.
- g. Authority and Duties: The Officers shall have the authority and responsibility delegated by the Board and as follows:
  - i. The President shall preside at and conduct all meetings of the Board of Directors, and of the Executive Committee (see paragraph 7(a)). The President may sign all contracts and agreements in the name of the Committee after the Board has approved them, serve as the representative of the Committee in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties which are ordinarily the function of the office, or which are assigned by the Directors.
  - ii. The Secretary shall keep accurate records and minutes of all meetings of the Committee; make available copies of the minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meeting; and maintain the Minutes Book of the Committee and a current listing, with phone numbers and addresses, of the Directors at the office of the Committee.
  - iii. The Treasurer shall deposit all funds of the Committee into an account insured by the Federal Deposit Insurance Corporation,

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opened in the name of the Committee for the exclusive use of corporate funds. The Treasurer shall have authority to dispense corporate funds for the purpose of paying the regular and customary general operating expenses of the Committee (i.e. office supplies, recurring liabilities within a dollar limit per expenditure set by the Board during the annual meeting. In special circumstances, the President may authorize the Treasurer to spend an amount exceeding the dollar limit set by the board; the President shall notify the Board members of his/her decision its purpose. The Board shall record the President's decision in the minutes of the Board's next meeting.

- iv. The expenditure of funds for purposes of meeting the Committee objectives (i.e. sponsorship, grants, purchasing equipment) must be approved at a meeting of the Board and published as Board Directives in accordance with procedures in paragraph 5 of these bylaws. Such Board approval may be general in nature (i.e. an allotted amount delegated to the discretion of the Treasurer or to other Board Member). The Treasurer shall
  - 1. Ensure the recordation of all receipts and disbursements from such account or accounts; the preparation of the books and records of the finances of the Committee;
  - 2. Ensure the preparation of financial reports of the accounts for each Board meeting; and the preparation and filing of all end of the year financial reports federal and state tax reports.
  - 3. Ensure the posting of the Committee financial reports on the Committee webpage, which shall include the annual Profit and Loss Statement, Balance Sheet, Statement of Changes in Financial Position, and any further disclosures determined by the Board.
- v. Other officers elected by the Board shall perform other such duties as may be specified by the Board or by officers given authority over them.

**8. MEETINGS:**

- a. Annual Meeting: The Annual Meeting of the Committee shall be held in the month of January of each year; or at such time as soon as practical thereafter as determined by the Board of Directors.

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- i. The place of the annual meeting shall be designated and announced to the general Committee membership on the Committee website and open to all Committee members.
  - ii. The purpose of the annual meeting shall be for the Board to introduce the new Board members, to report to the general membership on the prior year's accomplishments and the financial condition of the Committee, and to announce the Board's objectives.
  - iii. After the Board's report, the Board shall open the discussion to questions and comments from the general membership.
- b. Regular Board Meetings: Regular meetings of the Board shall be held quarterly, by default on the first Sunday of March, June, September and December to begin at 8 pm or as otherwise scheduled and may be scheduled more often by the President.
- c. Special Meetings: Special meetings of the Board shall be held at any time and at any place when called by the President or by at least three Directors. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.
- d. Notice of Meetings: Notice of regular Board meetings, including the annual meeting, shall be in writing or via email and delivered at least 10 days before the proposed meeting. Notices of special meetings shall state that it is a special meeting, the purpose of the special meeting, and may be given orally, in writing or via email at least 48 hours prior to the meeting time. All persons entitled to vote at the meeting must be notified via electronic mail, facsimile, or otherwise delivered proper notice of the meeting.
- e. Quorum: Business conducted by the Board must be via meeting with a quorum present, a quorum shall consist of fifty-one percent (51%) of the Directors then serving, present in person.
- f. Business: Business before the Board shall be brought by a motion of a Board member and must be seconded by another Board member for process on such business to commence.
- g. Board Voting: A simple majority vote (51%) shall carry motions by those present and entitled to vote at the meeting, except as otherwise provided by law or in these bylaws.
- h. Voting Deadlock: In the event of a split vote among Board members on a motion before the Board, the Board shall debate and vote twice more. The Board may elect to recess a meeting and reconvene before voting again. If deadlock remains, the President shall have the deciding vote. Such shall be the case even if the President's deciding vote constitutes a second vote for

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the President. This power shall be available to the President only in the event of a voting deadlock after three deadlocked votes.

- i. Telephone/Video Conference: Directors attending meetings via telephone and/or video conference shall be included in a quorum count in satisfaction of paragraph 6 (e) of these bylaws and may vote as though the directors attended in person. Voting and Meeting minutes will take place as if a normal meeting was conducted. However, should technical difficulties result in communication disruption placing uncertainty on the clarity of information to and/or from a director attending via video conference, and the inclusion of that/those directors would determine whether a quorum exists, the presiding director shall recess the meeting because of a lack of quorum. Should technical difficulties result in communication disruption placing uncertainty on the clarity of information to and/or from a director attending via video conference, and the disruption casts doubt on the certainty of that/those director's yea or nay vote and that/those votes could determine the outcome of the vote, the presiding officer shall recess the meeting until communications are restored.
9. **ANY PAID COMMITTEE POSITIONS SHALL BE CREATED BY THE BOARD OF DIRECTORS.** All duties and authority delegated to all Committee positions shall be memorialized in written job descriptions and approved by the Board prior to hiring any person to fill such position. Any wages, salaries, benefits paid to an employee must be authorized by the Board. Irrespective of an officer's duly delegated authorities, no officer of the Committee may hire an employee for a position that has not been authorized/created by the Board.
10. **WORKING GROUPS** The Board of Directors may create such working groups with such powers as the Board deems necessary. The President shall select persons to serve on those working groups, and in what capacities. All selections shall reported to the Board and include the date upon which the selected persons shall assume the duties. Should the Board object to the President's selection, the board may vote against to remove the working group of portion thereof at its next meeting. No person assigned to a working group shall have the authority to contract on behalf of the Committee nor shall s/he have access to Committee assets unless specifically authorized by the Board in writing.



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**11. APPOINTED OFFICERS AND STAFF:**

- a. The Board of Directors may appoint officers and staff titles appropriate to the functions of the office.
- b. Contracting authority and access to committee assets shall be the exclusive domain of the Board of Directors and no other person or committee unless specifically delegated by the Board.
- c. The Board of Directors may delegate duties and customary authority to the Officers and staff of the Committee and may revoke such authority. Delegation and revocation shall be at a board meeting, determined by simple majority vote, and documented in the minutes of the meeting.

**12. CONFLICT OF INTEREST:** Any board member, officer, employee, or committee member having an interest in a contract or other transaction or determination presented to the Board of Directors or a committee of the Committee for recommendation, authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board of Directors or committee prior to its acting on such contract or transaction.

The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is found to exist, such person shall not vote on, nor use his or her personal influence on, nor participate in discussion of (other than to present factual information or to respond to questions in the discussions or deliberations with respect to such contract, transaction or determination) the issue. Such person may not be counted in determining the existence of a quorum at any meeting where the contract, transaction, or determination is under discussion or is being voted upon.

The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present. The minutes shall be made part of the Committee's notes accompanying the Committee's financial statements.

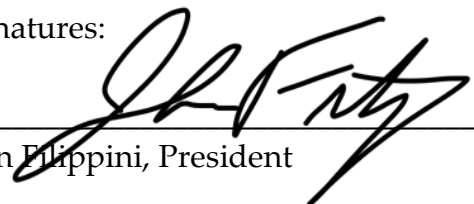
**13. INDEMNIFICATION:** The Committee may indemnify Directors, officers, employees, and agents of the Committee to the fullest extent required or permitted by the General Laws of Virginia.

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14. **COMPENSATION:** The members of the Board of Directors and the elected officers of the Committee shall serve without compensation for their services as board members or officers.
15. **FISCAL YEAR:** The fiscal year of the Committee shall be from January 1st to December 31st.
16. **AMENDMENTS:** These bylaws may be amended by a 2/3 majority vote of the Board of Directors at a Board meeting at which a quorum is present. Any proposed amendment(s) must be submitted to the Directors in writing or via email with written notice of the meeting to decide on the proposed amendment(s) at least ten (10) days prior to the meeting date.
17. **NONDISCRIMINATION:** The organizations, officers, directors, employees and persons served by this corporation shall be selected in a non-discriminatory manner with respect to age, sex, race, color, national origin, and political opinion or affiliation.

Adopted by the Officers this \_\_\_\_ day of \_\_\_\_\_, 2013.

Signatures:

  
\_\_\_\_\_  
John Filippini, President

11/03/2013  
\_\_\_\_\_  
Date

\_\_\_\_\_  
Sarah Ellis,  
Treasurer/Recording Secretary

\_\_\_\_\_  
Date

\_\_\_\_\_  
I, the undersigned, being Secretary of the Committee, hereby certify that the above is a true, complete and accurate copy of the Bylaws adopted by the Board of Directors.

\_\_\_\_\_  
Recording Secretary

\_\_\_\_\_  
Date