

BYLAWS
of
WASHINGTON LOCAL WEIGHTLIFTING COMMITTEE

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BYLAWS

ARTICLE I. NAME AND PURPOSE OF ORGANIZATION

The name of the organization shall be Washington Local Weightlifting Committee. This organization is essentially a chapter of USA Weightlifting, the organization recognized by the United States Olympic Committee (USOC) as the representative of weightlifters residing in or representing the

United States in this sport. The Washington Local Weightlifting Committee at this time is a nonprofit Corporation, duly registered as such with the Washington Secretary of State. It is also at this time a 501(c)(3) charitable organization recognized as tax exempt by the Internal Revenue Service. The purpose of the organization is set forth in the Articles of Incorporation. The Corporation is organized exclusively for charitable purposes and to foster national and international amateur sports competition in weightlifting, but no part of its activities will involve the provision of athletic facilities or equipment.

ARTICLE II. MEMBERS

The members of Washington Local Weightlifting Committee shall be those USAW members who are members of Washington clubs registered with USAW or those Unattached USAW members residing in Washington or who designated Washington Local Weightlifting Committee on their USAW membership application.

ARTICLE III. ANNUAL MEMBERS' MEETINGS

3.1 *Meeting Place.* All annual meetings of the Members shall be held at such place as shall be determined from time to time by the Officers, and the place at which any such meeting shall be held shall be stated in the notice of the meeting. General Membership meetings shall be held annually during the month of September or the month of October. Any USA Weightlifting member of a registered Local Weightlifting Club in Washington or an unattached lifter who resides in Washington, in good standing with USAW, may attend and participate in any meeting of Members.

3.2 *Annual Meeting Time.* The annual meeting of the members for the transaction of such business as may properly come before the meeting shall be held each year in September or October.

3.3 *Annual Meeting--Order of Business.* At the annual meeting of members, the order of business shall be as follows:

- (a) Calling the meeting to order
- (b) Proof of notice of meeting (or filing of waiver)
- (c) Reading of minutes of last annual meeting
- (d) Reports of officers
- (e) Reports of committees
- (f) Election of new officers
- (g) Establishment of next year's competition schedule
- (h) Miscellaneous business

3.4 *Special Meetings.* Special meetings of the members for any purpose may be called at any time by the President or Officers. Only business within the purpose or purposes described in the meeting notice

may be conducted at a special meeting.

3.5 Notice.

(a) Notice of the time and place of the annual meeting of members and of meetings other than the regularly scheduled annual meeting shall be given by delivering personally, by mailing by first class mail or by email, a written or printed notice of the same, at least ten (10) days, and not more than fifty (50) days, prior to the meeting.

(b) At least ten (10) days and not more than fifty (50) days prior to the meeting, written or printed notice of each special meeting of members, stating the place, day, and hour of such meeting, and the purpose or purposes for which the meeting is called, shall be delivered personally, or mailed or emailed.

3.6 *Waiver of Notice.* A waiver of any notice required to be given any member, signed by the person or persons entitled to such notice, whether before or after the time stated therein for the meeting, shall be equivalent to the giving of such notice.

3.7 *Voting.* No proxy or absentee voting shall be allowed at meetings of the members. Voting shall be by clubs, not individual members as follows:

- a)
 - i) Clubs with one (1) to five (5) members shall be entitled to one (1) vote;
 - ii) Clubs with six (6) to fifteen (15) members shall be entitled to two (2) votes;
 - iii) Clubs with sixteen (16) to twenty-nine (29) members shall be entitled to three (3) votes;
and
 - iv) Clubs with thirty (30) or more members shall be entitled to five (5) votes.

Each member counted must be in good standing. Such vote must be cast by the team representative listed on the membership application or such representative so named, in writing, by the Chief Officer of the club, inasmuch as proxy and absentee voting is prohibited. The Chief Officer of the club is that person named in the membership application to receive Corporation mail.

- b) **Unattached Members Voting Rights.** Members that did not designate a USAW registered club but did designate Washington Local Weightlifting Committee on the USAW Membership Application are called "Registered Unattached Members". All Registered Unattached Members are entitled to the following number of votes:
 - i) If there is only one (1) Registered Unattached Member, he/she is entitled to one (1) vote;
 - ii) If there are between two (2) and twenty-five (25) Registered Unattached Members they are entitled to two (2) votes;
 - iii) If there are between twenty-six (26) and fifty (50) Registered Unattached Members they are entitled to four (4) votes;

- iv) If there are between fifty-one (51) and seventy-five (75) Registered Unattached Members they are entitled to four (5) votes;
- v) If there are seventy-six (76) or more Registered Unattached Members they are entitled to six (6) votes.

Should more Registered Unattached Members attend the meeting than are allowed to vote, Registered Unattached Members attending must decide among themselves whom to designate as the Voting Members. All Registered Unattached Members shall have a voice at the meeting though excess Registered Unattached Members are not allowed to vote.

3.8 *Quorum*. 30% of the clubs, counting the Unattached Members as one club, shall be necessary and sufficient to constitute a quorum for the transaction of business.

ARTICLE IV. DIRECTORS AND OFFICERS

4.1 *Designations*. The directors and officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and Athlete Representative. All directors and officers shall be elected for terms of years by the Members; such elections shall be held at the annual meeting prior to the start of the four-year Olympic cycle and such terms shall end at the conclusion of the Olympic year. (For example, election in December 2016 and terms end December 31, 2020). Such officers shall hold office until their successors are elected and qualify. The directors and officers shall function as the board of the Corporation and shall manage collaboratively the Corporation's affairs between annual meetings. Approval of any measure at board level shall require three affirmative votes. A tied vote shall constitute a failed measure. Ideally, no two directors or officers should be members of the same club, but this bylaw is only a guideline and may be waived at the annual meeting.

4.2 *The President*. The President shall preside at all meetings of the Members and the Officers, shall have general supervision of the affairs of the Corporation, and shall perform such other duties as are incident to the office or are properly required of the President by the Officers. The President may delegate the duty of issuing sanctions or approvals of competitions, to be forwarded to USAW, to any of the other three officers, on a one time basis or for the entire year.

4.3 *Vice President*. During the absence or disability of the President, the Vice President, if any, shall exercise all the duties and functions of the President. The Vice President shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Officers. Ordinarily, the Vice President shall ascend to the office of President at the end of the President's term, but this is subject to the approval of members at the annual meeting.

4.4 *Secretary*. The Secretary shall issue notices for all meetings, shall keep minutes of all meetings, shall have charge of the Corporation's minute books and records, and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Officers.

4.5 *The Treasurer*. The Treasurer shall have the custody of all monies of the Corporation and shall keep regular books of account. The Treasurer shall disburse the funds of the Corporation in payment of the just demands against the Corporation in accordance with these ByLaws or as may be ordered by the Officers and shall render to the Officers from time to time (but at least annually) as may be required, an accounting or report of all transactions undertaken as Treasurer and of the financial condition of the

Corporation. The Treasurer shall perform such other duties as are incident to the office or, are properly required by the Officers.

4.6 *The Athlete Representative.* This officer shall be responsible for interacting with all athletes who are members of the Washington LWC, especially insofar as they have questions or issues with the LWC on any matter over which the LWC has jurisdiction. As the liaison between the athletes and the LWC officers, the Athlete Representative may bring any appeal, complaint or grievance that an athlete has to the Board of officers, and may also be asked to communicate any Board decisions back to the athlete.

4.7 *Delegation.* If any officer of the Corporation is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Officers may from time to time delegate the powers or duties of such officer to any other officer or any Officer or any other person it may select.

4.8 *Vacancies.* Vacancies in any office arising from any cause may be filled by the Officers at any regular or special meeting of the Board.

4.9 *Other Officers.* The Officers may appoint such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Officers. For example, the Officers may appoint persons with special expertise to a Rules Committee or Referees Committee, and/or experienced and qualified coaches to a Coaching Committee, which committees could hold clinics or educational meetings on their areas of specialty in the State of Washington or elsewhere. The Corporation supports those who desire to be certified as National Referees.

4.10 *Loans and Contracts.* No loan shall be made by the Corporation to any officer. No officer shall be compensated for their services as officer. Contracts directly between the Corporation and any Officer, in which the officer has any pecuniary interest, are generally to be avoided, provided that this provision shall not be interpreted so as to prevent an officer from sponsoring a competition or acting as a coach.

4.11 *Term--Removal--Term Limits.* The officers shall hold office for an annual term, having been elected by the members at the annual meeting. The officers of the Corporation shall hold office until their successors are chosen and qualified. Any officer or agent elected or appointed by the Officers may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole [Board of] Officers. The Corporation wishes to strive for development of fresh leadership and to avoid stagnation or complacency among the leaders. For that reason, there shall be a successive two-term limit for each office, resulting in no longer than two successive years in any one office. A former officer may be elected again to the same office, but only after a one-year break in service from that office.

4.12 *Fidelity Bonds.* The Officers may, by resolution, require any and all of the officers to provide bonds to the Corporation, with surety or sureties acceptable to the Board, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Officers.

ARTICLE V. CONFLICTING INTEREST TRANSACTIONS

The Corporation is mindful of the potential conflict of interest or appearance thereof when officers of the Corporation have financial dealings in any way with the Corporation. Therefore, whenever any officer has any financial interest in a contract or transaction, to which the Corporation is a party or

proposed to be a party, the officer shall disclose such interest, and shall be disqualified from participating in the discussion or voting of the officers on such transaction.

ARTICLE VI. DEPOSITORIES

The monies of the Corporation shall be deposited in the name of the Corporation by the Treasurer in such bank or banks or trust company or trust companies as the Officers shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as is set forth herein. The only Officers authorized to sign checks for the Corporation shall be the Treasurer and the President.

ARTICLE VII. NOTICES

Except as may otherwise be required by law, any notice to any member or Officer may be delivered personally, by mail, facsimile or email and as otherwise permitted by law. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the Corporation, postage prepaid. All other form of notice is deemed given when transmitted.

ARTICLE VIII. INDEMNIFICATION OF OFFICERS, EMPLOYEES, AND AGENTS

The Corporation shall indemnify its directors, officers, employees, and agents to the greatest extent permitted by law. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was an officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as an officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE IX. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Members and Officers; and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its Officers, giving the names and addresses of all Officers. The Corporation shall have a calendar fiscal year.

ARTICLE X. AMENDMENTS

The Members only shall have power to make, alter, amend, and repeal the Bylaws of this Corporation, and any such changes to these ByLaws, once adopted, shall require a 2/3 supermajority vote of a valid quorum at an annual meeting.