

## BYLAWS of ILLINOIS LWC

1. **NAME:** The name of the entity shall be Illinois LWC, a sub-committee of USA Weightlifting, Inc (“the Committee”) sanctioned as the Local Weightlifting Committee for the US State of Illinois by the USA Weightlifting, Inc. (“USAW”).
2. **GEOGRAPHIC REGION:** The geographic region for the Committee shall be the US State of Illinois.
3. **PURPOSE:** The purpose of the Committee shall be to promote the sport of Olympic Weightlifting in the US State of Illinois.
  - a. The methods of said promotion shall be determined from time to time by the Board of Directors for Illinois LWC (“the Board”) but shall at all times include:
    - i. 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,
    - ii. The promotion of, and approval of, USAW-sanctioned Olympic Weightlifting competitions,
    - iii. Recruiting, training and promoting certification standards for USAW Sanctioned clubs, trainers, coaches and referees within Illinois in accordance with standards promulgated by USAW.
    - iv. Representing the views and needs of residents within the US State of Illinois to USAW, including its national Board of Directors and Staff of USAW.
  - b. The efforts of said promotion shall continue regularly and continuously.
4. **MEMBERSHIP:** Any person residing within the Committee’s geographic region with an active USAW membership shall be a member of the Committee. A member must have been in good standing for a minimum of 3 months prior to any vote, and must be aged 18 or over on the day of the election. Individual members only are permitted to vote. Good standing is defined as having a continuous membership with no suspension, sanctions or outstanding monies to USAW. Suspensions and Sanctions include those imposed by third party jurisdictions such as the United States Anti-Doping Agency and US Center for SafeSport.
5. **DIRECTORS & ELECTIONS**
  - a. The Interim Directors of the Committee, appointed by the CEO of USAW, were Gwen Chamberlin, Thomas Kraus, Troy Pfeiffer, and Timothy Piper (Chair) (hereinafter the “Interim Directors”). Serving as an Interim Director does not

disqualify an individual from seeking election as an elected member of the Board pursuant to these Bylaws.

- b. The policies, goals, and objectives of the Committee shall be vested in a Board of Directors and promulgated through its written "Decisions," adopted by the Board at its meetings, inclusive of meetings and business conducted via electronic methods (email, web-conference, conference calls, etc.).
- c. There shall be only one class of Directors.
- d. A Director must be a resident of Illinois.
  - i. If a Director relocates outside of the geographic 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. The replacement will be elected by the entire voting membership of Illinois.
  - ii. Should a Director elected on the basis of his/her county residency relocate outside of such county, membership will be given the opportunity to vote on a replacement who resides within such county within 90 days of the relocation of the Director in question. The replacement will be elected by the voting membership of Illinois; the replacement must keep the geographical spread of representation.
- e. The Board shall be composed of five (5) persons.
- f. The Board of directors must have at least 20% representation of the lesser represented gender.
- g. At least one member of the Board shall be an Elite Athlete Representative (hereinafter defined).
- h. An Elite Athlete Representative is defined as an athlete who competed in the sport of Olympic Weightlifting:
  - i. On a date no earlier than ten (10) years prior to the first day of his or her term for serving as a Director, at an of the Olympic Games, Pan American Games, IWF World Championships; or,
  - ii. On a date no earlier than two (2) years prior to the first day of his or her term for serving as a Director, in an "A Session" at the USAW National Championships.
  - iii. If no individual described in subparagraph i or subparagraph ii of this paragraph h is able and willing to seek election to

serve as a member of the Board, then an individual shall be deemed to meet the definition of an Elite Athlete Representative if such individual meets the following criteria, in the order described:

1. Competed in the sport of Olympic Weightlifting at any time at the Olympic Games, Pan American Games, IWF World Championships; or, if no such individual is able and willing to seek election and serve as a member of the Board, then an individual who,

2. Competed in the sport of Olympic Weightlifting at any time in an "A Session" at the USAW National Championships; or, if no such individual is able and willing to seek election and serve as a member of the board, then an individual who,

3. On a date no earlier than two (2) years prior to the first day of his or her term for serving as a Director, competed in the sport of Olympic Weightlifting in any session at the USAW National Championships; or, if no such individual is able and willing to seek election and serve as a member of the board, then an individual who,

4. Shall be selected by majority vote of a panel comprised of the CEO of USAW, the Chair of the USA Weightlifting Nominating & Governance Committee and Athlete Representative of the USA Weightlifting Nominating & Governance Committee (hereinafter the "Elite Athlete Panel"). The President shall notify the CEO of USAW promptly when it comes to the attention of the President that no individual who meets the definition of Elite Athlete Representative is seeking election to the Board, thus requiring the Panel to designate an individual. The Panel shall compile a list of individuals who meet or most closely approximate the definition of Elite Athlete Representative, and shall designate an individual who shall be deemed to meet the definition of "Elite Athlete Representative" after the deadline for submitting a declaration of intent to seek election to the Board, and prior to the vote of the membership. The Panel may use, in its discretion, such criteria as it deems appropriate to select the individual of its choice, with the objective of selecting an individual whose experience with competitive Olympic weightlifting most closely resembles the criteria otherwise required for an individual to seek election as the Elite Athlete Representative. When at all possible, if the Panel's process results in finding one or more candidates who meet the definition of Elite Athlete Representative

and who may be disclosed to the membership and seek election, as opposed to selection of a board member by the Panel, election is preferred, but in any event, the Board must include an individual who meets the definition of Elite Athlete Representative, including, if necessary, pursuant to the designation by a Panel pursuant to this subparagraph.

iv. If an individual is deemed to meet the definition of Elite Athlete Representative under the provisions of subparagraph iii of this paragraph h, such individual shall cease to meet the definition of Elite Athlete Representative at the next election of the Board of Directors if an individual who meets the definition of Elite Athlete Representative under the provisions of subparagraph i or ii of this paragraph h is able and willing to seek election and serve as a member of the Board.

- i. A Director must hold a valid USA Weightlifting background check, valid SafeSport education certification and have attained the age of eighteen (18) years or older.
- j. A Director must hold a valid USADA Coaching or Athlete Advantage certification.
- k. Any Director sanctioned by USAW, the US Center for SafeSport, or US Anti-Doping Agency (USADA) shall be deemed ineligible to serve as a Director effective immediately upon the imposition of the sanction, without further hearing.
- l. No more than one Director may represent the same USAW club. In the instance that more than one (1) individual from the same USAW club is elected, the individual with the lower vote count will be deemed to have withdrawn from consideration in such election, upon the final count of the vote. In the instance that more than one (1) Directors become attached to the same club, the Director who accrued the lower vote count in the election will be deemed to have resigned as a Director, except where both individual mutually agree in a written document which individual will resign. Such a document should be filed with the USAW CEO with the original signatures of both individuals.
- m. If a Director misses more than three (3) consecutive meetings of the Board, or fails to vote (or abstain) in three (3) votes of the Board, whether by telephone, email or other technological means, that individual will be deemed to have resigned upon the third missed meeting or third failure to vote, as the case may be. Any dispute regarding this clause shall be brought to the attention of the USA Weightlifting Nominating & Governance Committee within thirty (30) days of the incident leading to the deemed resignation, and thereafter, the USA Weightlifting Nominating & Governance Committee shall have final determination as to whether a violation of this clause has occurred and the deemed resignation is valid or erroneous.

- n. The Board of Directors shall be elected as follows.
  - i. The individual with the highest vote count overall from the entire voting membership of Illinois LWC.
  - ii. The individual with the highest vote count from the entire voting members of the Illinois LWC overall of the opposite gender from the director elected in 4.5(n, i).
  - iii. The individual Elite Athlete Representative as approved by the Elite Athlete Panel, regardless of gender, with the highest vote count, elected by the entire voting membership of Illinois LWC.
  - iv. The individual, regardless of gender, with the highest vote count residing in the State of Illinois residing in the counties of Coles, DeKalb, Effingham, McDonough, McLean, Tazewell and Woodford.
  - v. The individual, regardless of gender, with the highest vote count residing in the State of Illinois, in the counties of DuPage, Kane, Lake, McHenry and Will.
  - vi. If an individual has not been elected from (i), (iii) or (iii) from Cook County, a specific election will take place for an individual from Cook County, a nomination and election will take place, and the individual with the highest vote count, will take the place of (i) or (ii), depending on their gender.
- o. The terms of the Directors shall be Two (2) Years, elections to be held on the first day of June, in the even numbered years.
- p. Individuals may stand for a maximum of Four (4) terms, whether consecutive terms or otherwise. For the avoidance of doubt, a term on the board of another LWC, other than the Committee, is not counted as a term for purposes of this clause. Service as a Director on the Board of Directors of a predecessor organization to the Committee representing the State of Illinois shall count towards the maximum of four (4) terms.
- q. The election of the Board of Directors of Illinois LWC shall be announced by The USAW National Office each year, no later than June 1. The announcement shall solicit nominations and/or intentions to stand for election by eligible members of Illinois LWC, and the announcement shall also provide information and procedures for nomination/consideration for Intentions to Stand for Election. Elections will subsequently take place via electronic vote, on June 1 of even numbered years.

- r. The President of LWC shall be elected by the Board after the Board is elected by the membership.
- s. A Director may resign by submitting a written resignation to the President of the Illinois LWC or to the other Directors if the resigning Director is the President.

**6. MEETINGS:**

- a. Annual Meeting: The Annual Meeting of the Committee shall be held during the LWC Championship competition, with an opportunity for open questions from the entire voting membership. If no LWC Championship competition is held for any particular year, then the Annual Meeting shall be held at such time and place as shall be agreed upon by a majority of the members of the Board, and announced to the entire voting membership, and with an opportunity for open questions from the entire voting membership.
- b. Regular Board Meetings: Regular meetings of the Board shall be held at least twice a year, including the Annual Meeting.
- c. Special Meetings: Special meetings of the Board shall be held at any time and from time to time, and at any place when called by either the President or by at least three (3) Directors, by delivering a written notice of Special Meeting to the Board. 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 ten (10) days before the proposed meeting. Notices of a Special Meeting shall state that it is a Special Meeting, the purpose of the special meeting, and may be given electronically, 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, by phone or webconference.
- 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 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.
  - j. **Email Business:** The Board may do business by email, and votes will count in the same manner as a meeting of the Board.
7. **CONFLICT OF INTEREST:** Any Board member having an interest in a contract or other transaction or determination presented to the Board of Directors or a committee of the Board for recommendation, authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board or committee prior to his or her acting on such contract or transaction. The Board shall thereupon determine, by majority vote, excluding such Director, 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 Director 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 contact, transaction or determination) the issue. Such Director 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 Board's notes accompanying the Committee's financial statements. Said financial statements will be made available by the USA Weightlifting National Office, who oversee the financials of the LWC.

8. **INDEMNIFICATION:** The Committee shall hold harmless and indemnify each Director, officer, employee, and agent of the Committee to the fullest extent required or permitted by the General Laws of Illinois; provided, however, that no indemnity shall be paid on account of a Director's conduct which is finally adjudged by a court having jurisdiction in the matter to have been knowingly fraudulent, deliberately dishonest or willful misconduct.
9. **COMPENSATION:** The Board shall serve without compensation for their services as board members. Any individual on the Board of Directors may not be paid LWC funds under any circumstances, except for the Athlete Representative as part of an objective-criteria based program instituted by the LWC. A further exemption is given for reimbursement of expenses made in the name of the LWC, when approved by the USAW National Office and two other Board Members.
10. **FISCAL MANAGEMENT:** The fiscal year of the Committee shall be from January 1st to December 31st. The LWC will operate under the financial management of USAW as per the USA Weightlifting bylaws. The USAW ledger illustrating the LWC funds shall be made available on written request to the Finance Department of USAW to any member of the LWC.
  - a. LWC funds shall be distributed upon and in accordance with the request of the Board to the Finance Department of USAW. The LWC will provide the signature of at least 51% of Board Members to distribute funds.
  - b. LWC funds shall not be paid to individuals under any circumstances, except those stated in Section 9.
  - c. LWC funds shall be used for the promotion of Weightlifting within the State of Illinois, the Board is charged with distribution of these funds in line with the mission of the LWC. Promotion is to be defined by LWC, and approved by USAW
  - d. The LWC Board will have copies of the previous calendar year's expenditure available at the Annual Meeting, provided by the USA Weightlifting National Office. Any member of the LWC may request from the USA Weightlifting National Office a statement of expenditures for any period of time at any time they wish for the LWC.
11. **AMENDMENTS:** These bylaws may be amended, restated or revoked by a referendum of the entire voting membership of the Committee, only. In the event of an amendment being requested, a member should propose to the President of the LWC, who shall put the matter before the Board. The Board will require an 80% vote to approve the amendment to go before the entire voting membership of Illinois, and the referendum must be passed by a majority of the vote of the membership of the Committee



12. **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.
13. **EFFECTIVE DATE:** These Bylaws shall be effective upon the conclusion of (a) a majority vote of the Board of Directors of the Committee, and (b) a majority vote in favor of approving these Bylaws by those members of the Committee voting membership who vote in such referendum.

IN WITNESS WHEREOF, the undersigned has caused these Bylaws to be executed in the name of the Illinois LWC, a sub-committee of USA Weightlifting, Inc.

Date of Majority Board Approval of Bylaws: \_\_\_\_\_

Date of Approval by Referendum: \_\_\_\_\_

ILLINOIS LWC

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Timothy J. Piper, Chair Interim  
Board