

BYLAWS OF  
USA WEIGHTLIFTING, INC.

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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. 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. SECTION 3. MISSION**

### **Section 3.1. Mission.**

The Mission of USA Weightlifting shall be to support United States athletes in achieving excellence in Olympic and World competition and to support, promote, and educate a diverse and inclusive community of weightlifting and the use of the barbell 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 & Paralympic Committee (“USOPC”) 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 thirty-three percent (33%) 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 USOPC 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 USOPC 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 Ted Stevens Amateur Sports Act;
- 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 Ted Stevens Amateur Sports Act and by the USOPC 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 prior ten (10) years represented the United States in the Pan American Championships (snr).
  - iii. National Team athletes, who within the prior (10) years represented the United States in the IWF Junior World Championships, FISU World University Championships, FISU Universiade, IWF Grand Prix, IWF World Cup or any event considered an Olympic Qualification event.

- 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. Weightlifting State Organizations. State Organization members are and shall be the recognized weightlifting leadership in their local area.

#### 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 USA Weightlifting to comply with the rules of the World Anti-Doping Agency (“WADA”), the International Weightlifting Federation (“IWF”), the United States Olympic & Paralympic Committee (“USOPC”) including the USOPC National Anti-Doping Policy, and of the U.S. Anti-Doping Agency (“USADA”) including the USADA Protocol for Olympic & Paralympic Movement Testing (USADA Protocol) and all other rules adopted by WADA, the IWF, the USOPC 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 substances prohibited, or engaging in behaviors 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 any individual member may have committed a doping violation, the member agrees to submit to results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the IWF (or its’ designee), if applicable or referred by USADA.

In addition members agree to comply with any additional requirements or rules put into place by USA Weightlifting related to anti-doping.

#### 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 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 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 at the USA Weightlifting national level. For local and state competitions, Transgender persons may enter according to the gender they identify as.

#### 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. Section 5.9. Weightlifting State Organizations (“WSOs”)

- a. WSOs will operate as a 501(c)(3) group exemption sub-committee of USA Weightlifting and will be noted as such in the USAW Bylaws.

- b. Financial arrangements for WSOs will be housed by USA Weightlifting as board ring-fenced funds for each WSO. A financial statement will be shared with the WSO leadership of each WSO each quarter. WSO leadership shall be entitled to inquire about any financial transaction pertaining to their WSO.
- c. WSOs will transition from the current LWC arrangements on Jan 1, 2022. WSO elections will be held during Q4 of 2021, after which they will be elected for 4 year terms, with half of the WSOs facing re-election in 2023, and the other half in 2025, rotating for 4 years there after.
- d. WSO borders shall reflect state borders.
- e. There shall be the following WSOs:
  - i. Pacific NorthWest – considering the US States of Alaska, Oregon and Washington.
  - ii. Mountain South – considering the US states of Utah, Arizona, New Mexico and Nevada.
  - iii. Texas-Oklahoma – considering the US States of Oklahoma and Texas.
  - iv. Missouri Valley – considering the US States of Missouri and Kansas.
  - v. Minnesota-Dakotas – considering the US States of North Dakota, South Dakota and Minnesota
  - vi. Iowa-Nebraska – considering the US states of Iowa and Nebraska.
  - vii. New England – considering the US states of Maine, Vermont, Rhode Island, New Hampshire, Connecticut and Massachusetts.
  - viii. Tennessee-Kentucky – considering the US states of Tennessee and Kentucky
  - ix. Carolina – considering the US states of North and South Carolina.
  - x. Southern – considering the US states of Louisiana, Mississippi and Arkansas.
  - xi. New York – considering the US state of New York
  - xii. DMV – Considering the US states of Maryland, Delaware, Virginia and the District of Columbia.
  - xiii. Pennsylvania-West Virginia – Considering the US states of Pennsylvania and West Virginia.
  - xiv. Ohio – considering the US State of Ohio
  - xv. New Jersey – considering the US State of New Jersey

- xvi. Michigan – considering the US State of Michigan
  - xvii. Wisconsin – considering the US State of Wisconsin
  - xviii. Illinois – considering the US State of Illinois
  - xix. Indiana – considering the US State of Indiana
  - xx. Georgia – considering the US State of Georgia
  - xxi. Alabama – considering the US State of Alabama
  - xxii. Florida – considering the US State of Florida
  - xxiii. Mountain North – considering the US States of Idaho, Colorado, Wyoming and Montana.
  - xxiv. California North Central – considering all counties north of San Luis Obispo County, Kern County and San Bernardino County
  - xxv. California South – considering all counties south of Monterey, Kings, Tulare and Inyo Counties.
  - xxvi. Hawaii and International – considering the US State of Hawaii and any overseas members.
- f. Each WSO will be made up of the following:
- i. 9 total representatives, to include:
  - ii. 3 Athlete Representatives from amongst their population of athletes who have competed at least one National Championship, regardless of level, in the last ten years.
  - iii. 6 individuals which represent the geographical spread of the region, for the initial election this will be set by USA Weightlifting (under the supervision of the USA Weightlifting Board of Directors), for future elections this will be offered by the WSO body.
  - iv. Amongst the 9 individuals USA Weightlifting will appoint a president via an interview process to include representatives from the USA Weightlifting Board of Directors, USA Weightlifting WSO Council, USA Weightlifting AAC and Staff. Such individuals will be expected to present a plan for mentorship and growth in the WSO.
  - v. If any WSO board member fails to attend a board meeting at least 50% of those called they shall be referred to the USA Weightlifting Board of Directors for removal, within 1 year.

- vi. WSOs shall defer any ethical or otherwise issues to the USA Weightlifting Ethics and Judicial Committees.
- g. Local Variances. Local variances to regulations shall be permitted from WSOs, by submission to the USA Weightlifting Board of Directors, otherwise these bylaws and the provisions there within take precedence. Any such variance shall be published to all members of the WSO.
- h. Funding. WSO funding shall be made up of a portion of membership fees, to be agreed on a quad basis between the USA Weightlifting Board of Directors and the USA Weightlifting WSO Council.
  - i. Funding for WSOs will be subject to execution of the plan presented by the President on appointment. Funding for WSOs who fail to meet this plan will be distributed equally amongst WSOs that do.
- i. Representation. The following are rules concerning representation of a given WSO.
  - i. To transfer to another club, the athlete must serve four (4) months in unattached status or obtain permission from both clubs, and WSO, involved.
  - ii. A change of bona fide residence shall allow the athlete to change to the new WSO 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 WSO.
  - iii. A student at a bona fide educational institution may transfer his/her registration to a club or unattached in the WSO where he/she is attending school at once.

#### Section 5.10. Club Membership Anti-Doping Policy

Any member club of USA Weightlifting which amasses 4 or more Anti-Doping Rule Violations, in a rolling 6 year period, as defined by the IWF Anti-Doping Code, USOPC Anti-Doping Code, USADA Protocol for the Olympic & Paralympic Movement and/or the WADA Code, or any code acting otherwise in accordance with the code, shall be permanently expelled from USA Weightlifting. The Club President (subject to a hearing before the USA Weightlifting Judicial Committee) and Club Head Coach (Subject to a hearing before the USA Weightlifting Judicial Committee) will also become permanently ineligible for membership, subject to a hearing before the USA Weightlifting Judicial Committee. In the event that the club has been owned, or coached, by more than one individual in the period, all of the individuals shall be permanently ineligible for membership. A violation is determined to be according to the date of the test or in the case of a non-analytical finding the date of the charge, while the club is defined by the club of record at the time of the test or charge.

### **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.

- n. Ensure that athlete safety rules, policies and procedures comply with the requirements of the USOPC and US Center for SafeSport
- o. Ensure that athlete rights are respected and followed at all times.

### 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, such a membership shall not affect their directorship.
- 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, and Committee members, 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 removal from the Board of Directors. Directors and Committee members shall be immediately removed if these steps are not completed within 30 days of the expiry of a previous completion, or admission to the Board of Directors or a Committee. In addition, Directors and Committee members shall be provided with bi-annual governance training and annual training the area of Diversity, Equity & Inclusion.
- h. A director (or Committee member) facing an investigation by the US Center for SafeSport, USA Weightlifting Ethics Committee or the US Anti-Doping Agency shall be referred to the Judicial Committee with the expectation of an interim suspension of their seat on the Board of Directors. The Board of Directors shall be informed of the investigation to the best of the knowledge of the staff and/or Chair of the USA Weightlifting Ethics Committee, with the expectation of strict confidentiality of the matter, to the extent the matter is not public.
- i. In the event a hearing panel of the Judicial Committee decides a Director should be suspended from the Board of Directors pending the investigation of the matter, the Director shall be further heard before the Board of Directors, and a 70% majority of the remainder of the Board of Directors shall be required to implement such a suspension.
- j. Any director, committee member or director candidate, found in violation of the USA Weightlifting Code of Ethics, Code of Conduct, International Code of Conduct and/or any anti-doping rules as defined earlier in these bylaws, or the US Center for SafeSport shall not be eligible to serve on the Board of Directors for a minimum period of 30 years after the completion of their sanction.

Section 6.5. Number.

The Board shall consist of twelve (12) total Directors: two (2) Elite Athletes considering the Pan American Games, Olympic Games and World (Sr) Championship (one of which shall be a male and one of which shall be a female), one (1) further National Team athlete of either gender (considering the Pan American Championship in addition to the above) of either gender, and (1) further National Team athlete of the opposite gender to the 3<sup>rd</sup> athlete who has represented the United States in the IWF events, 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 six (6) Female Directors and six (6) 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 USOPC Athletes’ Advisory Council, elected pursuant to Section 11.3 of these Bylaws. If for some reason USAW’s representative to the USOPC Athletes’ Advisory Council is unable or unwilling to serve, then USAW’s alternate representative to the USOPC 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 USOPC 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 USOPC Athletes’ Advisory Council Director.
  - ii. National Team Directors. Two (2) National Team Directors on the board shall be elected using the following method. One (1) National Team Director will be elected as follows: the Nominating and Governance Committee shall receive nominations for the National Team Athlete Director position, and shall review the nominees to ensure they meet the qualifications for National Team Athlete Director. This National Team

Athlete Director will consider the Olympic Games, Pan American Games, Snr World Championships and Snr Pan American Championships in the last 10 years and may be of either gender. 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. One (1) National Team Director will be elected as follows: the Nominating and Governance Committee shall receive nominations for the National Team Athlete Director position, and shall review the nominees to ensure they meet the qualifications for National Team Director which position will be of the opposite gender of the first Athlete Director, and will consider the above events plus IWF Junior World Championship, FISU Universiade, FISU World University Championship, IWF World Cup, IWF Grand Prix or other Olympic Qualification event. 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. For clarity, since both directors will be elected simultaneously for the First National Team Director, the individual with the most votes will be elected from either gender. For the Second National Team Director, the individual with the most votes of the opposite gender will be elected. This election will occur in the opposite Board election year of the Elite Athlete Directors, with the first athletes elected for a 2-year term, and subsequent directors elected for a 4-year term. Such directors will be elected by the vote of all athlete members.

- iii. 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.
- iv. 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 WSO (Weightlifting State Organization).

- v. 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.
- vi. 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 the at-large Director. The first selection for this position will take place in 2018, with the first voted role in 2020.
- vii. Other Directors. If in the future, there are amateur sports organizations that are permitted under amended versions of these bylaws to register as an affiliated organization and which conduct a national competition Weightlifting program, or regular national amateur Weightlifting competitions, on a level of proficiency appropriate for the selection of amateur athletes to represent the United States of America in international amateur competitions, then the Board shall consider, adhering to any applicable requirements in the Ted Stevens Amateur Sports Act or its’ successors, whether to admit such organizations as USA Weightlifting members in a category appropriate thereof, and the Board shall consider amending these bylaws to add or reserve a seat on the Board for one Board member to represent the collective interest of any and all such organizations.

#### 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, with the last five years (or greater if stated):

- a. the Director was employed by or held any governance position, a committee chair or a committee member at any time, (whether a paid or volunteer position) with USAW, USA Weightlifting Foundation, the IWF, any international regional sport entity of USAW, or any sport family entity of USAW – excluding those appointed as part of their independent.
- 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 is affiliated with or employed by USAW’s outside auditor or outside counsel within the last five years;
- d. an immediate family member of the Director is affiliated with or employed by USAW’s outside auditor or outside counsel as a partner, principal or manager within the last 5 years;
- e. the Director was a member of USAW’s Athletes’ Advisory Council, USOPC Athletes’ Advisory Council, has ever been a coach or referee within USAW.
- f. the Director has appeared as an athlete at a National Championship (a nationally held event with a qualifying standard) event within the last 5 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 receives income from USAW, the avoidance of doubt the executive officers of corporations who only contribute and do not see a material financial benefit are excluded; 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.
- j. The independent Director must maintain an independent perspective by maintaining the requirements for the entire term and any successive term with the exception of holding any governance position with USA Weightlifting or the International Weightlifting Federation and reimbursement of expenses related hereto. Any doubt of this sub-clause shall be adjudicated by the Nominating & Governance Committee.
- k. Any independent shall be considered a member of USA Weightlifting for the purposes of adherence to rules, and shall be obliged to appear in the membership database. Such an obligation shall not affect sub-clauses a through j of this clause

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 (2) National Team Directors, 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 (2) Elite Athlete Directors (the USOPC 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. For 2022 amendments, the additional directors will take seats as above.

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 USOPC 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 70% 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 Ted Stevens Amateur Sports 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 Ted Stevens Amateur Sports Act.

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.

In addition, such minutes shall state high level topics discussed during Executive Session.

In addition, it shall be required that minutes describe any conflict of interests that may or may not be apparent for a given 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, coaching education payments for coaching instructors or refereeing payments for technical officials). Specifically, athlete members of the Board of Directors must be reimbursed (or funded for) travel costs associated with meetings of the Board of Directors.

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. In addition, the Board of Directors may appoint a General Secretary of the Federation, and a President of the Federation. Unless otherwise voted, these individuals shall be the CEO (General Secretary) and Chair (President). Should the President and General Secretary roles be from outside of the Board of Directors, they must be appointed by 70% vote of the Board of Directors, and may or may not be compensated at the sole discretion of the Compensation Committee with approval of a simple majority of the Board of Directors.

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 USOPC 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 or as an officer of another amateur sports organization that is recognized by the USOPC 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. USA Weightlifting shall have 4 types of Committees, (1) Standing Committees, (2) Ad-Hoc Committees, (3) Councils and (4) Commissions. A standing committee is an essential governance committee, an Ad-Hoc Committee is a committee primarily providing advice to the USAW Board of Directors, with a dotted line to staff, a Council is a committee generally providing the voice of a section of the membership and a Commission is a committee generally providing advice to the staff with a dotted line to the Board. Each group will be appointed a Staff Liaison by the CEO, and a Board liaison by the USAW Board. If not liaison is stated, the CEO & Chair are the default liaisons.
- c. Committees, Councils, Commissions are all expected to meet at least twice per calendar year, with a written report given to the USAW Board, CEO and published to the membership. Each is expected to give a written report to each USA Weightlifting Board meeting.
- d. For groups except standing committees, the USAW Board may disband or re-construct the group if two consecutive reports have failed to be presented for the USA Weightlifting Board meeting.
- e. For groups except standing committees, the USAW Board may remove an individual if they have missed two consecutive group meetings, on the recommendation of the group itself.
- f. USAW shall have the following eight (5) Standing Committees: (1) Nominating and Governance Committee; (2) Judicial Committee; (3) Compensation and Evaluation Committee; (4) Ethics Committee; (5) Finance & Audit Committee.
- g. Any USAW Committee must have at least twenty percent (20%) Gender representation of whichever Gender is in the minority on that Committee.
- h. Any USAW Committee, Council or Commission must have at least thirty-three percent (33%) athlete representation on the group.
- i. Any USAW Committee, Council or Commissions should seek to have a diverse representation of the Membership, and should seek to have at least one person meeting the independent criteria as set out in the USA Weightlifting Bylaws.
- j. Committee terms shall start on 1 Jan 2022 with thereafter elections or appointments taking place for 4 year terms for 50% of committees in 2023, 50% in 2025, and then every 4 years thereafter.
- k. The Board or CEO may appoint such advisory task forces 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. The CEO shall inform the Board, and vice-versa, should it been seen necessary to set up such a task force.
- l. Following the signification changes in the structure approved for appointed committees on, the Committees will be re-set

- m. For appointed groups, non-Athlete reps will be appointed via ranked vote of the Board of Directors, Athlete reps will be appointed via ranked vote of the Athlete Advisory Council.

#### Section 8.2. Number.

Membership on standing committees, other committees, and task forces shall not exceed seven 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.

All committees and task forces shall have at least thirty percent (33%) Athlete membership and voting representation. For purposes of these Bylaws, at least one Elite Athlete serving on the Nominating and Governance Committee, Judicial Committee, Compensation and Evaluation Committee, Ethics Committee, Finance & Audit Committee and Competition Committee must meet the definition for Elite Athlete set forth in Section 5.1(a). Athletes serving on other committees must meet the definition of Elite Athlete or National team athlete present earlier in these bylaws.

Any athlete serving on an appointed Committee must be appointed by the USAW AAC, with no further approval necessary.

#### 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. An independent individual is considered independent at the time of appointment.

#### 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.
- d. Any athlete representative shall be appointed by the USAW AAC, with no further approval required.

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. two (2) individual who is independent as that term is defined in these Bylaws and who is selected by the previous Nominating and Governance Committee, preferably with a legal background;
  - iii. one (1) Elite Athlete as elected by the Elite Athlete members of USAW;
  - iv. one (1) National Team Athlete as elected by the Elite Athlete members of USAW.
  - 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. consult with the Ethics Committee with respect to vetting all nominations for potential conflicts of interest or other problematic background issues;
  - iv. 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
  - v. 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 Ted Stevens Amateur Sports 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, except for the Athlete representatives which shall be appointed by the USAW AAC. Members of the Judicial Committee shall satisfy the standards of independence for “independent Directors” as set forth in these Bylaws, except for the Athlete Representatives. No Director of the Board shall be appointed to 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, and other matters over which it has jurisdiction, 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 consist of 6 Members – 4 independent members and 2 Athlete Representatives.

Section 8.14. Ethics Committee.

- a. The Ethics Committee shall be appointed by the USA Weightlifting Board of Directors, with Athlete members appointed by the USAW AAC. No current member of the Board may concurrently sit on the Ethics Committee. Former Board members shall not 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, except for Athlete Representatives.
- b. The Ethics Committee shall have the following responsibilities. The Ethics Committee shall (i) oversee the implementation of the USAW Code of Ethics; (ii) report to the Board on ethical issues; (iii) develop, and review on an annual basis, amendments or other changes to the Code of Ethics; (iv) generally administer and oversee compliance with the Code of Ethics; (v) review and investigate matters of ethical impropriety and make recommendations on such matters to USAW; (vi) review and provide guidance on ethical questions presented to it by the Board, officers, committee members, volunteers and staff; and (vii) perform such other duties as assigned by the Board or pursuant to the Code of Ethics..

Section 8.15. Finance & Audit Committee

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

- a. The Board shall appoint the members of the Finance & 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. Athlete members of the Committee shall be appointed by the USAW AAC.
- b. The Committee shall have 6 members, appointed by the USA Weightlifting Board of Directors, inclusive of two athlete representatives. The members of the Committee may or may not be independent but it is preferred those who have a strong career background in finance, preferably in a sport setting, at least one member of the Finance & Audit Committee must hold a CPA qualification.
- c. The Finance & 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. Review with the CEO and appropriate staff members financial performance on, at least, a quarterly basis and recommendations.
  - iv. Review investment performance on a quarterly basis, and recommend actions including any draw on the USA Weightlifting Foundation or US Olympic & Paralympic Endowment.
  - v. Review capital structure of USA Weightlifting and make any recommendations.
  - vi. Any change to investment management arrangements or agents requires a vote of 75% of the USA Weightlifting Board of Directors.
  - vii. perform such other duties as assigned by the Board.

Section 8.16. Coaching Programs Commission.

- a. The Coaching Programs Commission will work primarily with the staff to provide input, advice and support to Coaching Education and Coaching programs for USA Weightlifting. Members of this Committee will generally possess an understanding of coaching the sport of Weightlifting, education, and/or sport business and the needs of both the business and sport side of the organization.
- b. The Coaching Programs Commission will be appointed as follows:
  - i. The USAW AAC will appoint two Athlete Representatives to serve on the Commission
  - ii. The remaining four positions on this Commission will be appointed by ranked vote of the USA Weightlifting Board of Directors.

#### Section 8.17. Sports Medicine Commission

- a. The Sports Medicine Commission will oversee all Sports Medicine Operations including oversight of the USAW Sports Medicine Society, and report primarily to the Staff.
- b. The Sports Medicine Commission will be appointed by the Board as follows:
  - i. The USAW AAC will appoint one (1) Elite Athlete as that term is defined by the USOPC to serve on the Commission, and a further (1) National Team Athlete. Such individuals are preferred to have medical qualifications.
  - ii. Three (3) positions on this Commission will be appointed by the USAW Board. Members of the Commission must be certified as an MD, DO, PT or DC.
  - iii. One (1) independent medical advisor who is not serving in the Sports Medicine Society who shall hold an MD or DO qualification and have a recognized reputation and expertise in Sports Medicine.

#### Section 8.18. Compensation & Review Committee

- a. The Compensation Committee oversees and recommends on compensation matters related to the employment of the CEO, and leads the review process of the CEO annually and at the half year mark.
- b. The Committee will be a Committee of the Board only and will be an exception to the need to have a staff liaison appointed by the CEO.
- c. The Compensation Committee will be made up of members of the Board, and appointed by the Board, as follows:
  - i. One Elite Athlete, appointed by the USAW AAC.
  - ii. The Chair of the Board.
  - iii. One (1) Independent member of the Board of Directors.

#### Section 8.19. Competition Commission.

- 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, and feedback on other matters regarding operations of the USA Weightlifting event series, reporting primarily to the staff.
- b. The Competition Committee will be appointed as follows:
  - i. Two (2) Athlete representatives as appointed by the USAW AAC.



- ii. One (1) Independent individual who has experience in organizing and financial management of sporting events, appointed by the USA Weightlifting Board of Directors.
- iii. The remaining three (3) positions will be appointed by the Board of Directors, and must have served at least one competition as a Meet Director.

Section 8.20. Technical Commission.

- a. The Technical Commission will have oversight of all matters pertaining to the sporting rules of USA Weightlifting, as well as assist the staff in developing selection procedures for international assignments for Technical Officials, pathways for referee progression, referee development and education programs, removal of certification of Technical Officials (save for those removed by the Ethics Committee) and other items associated with the Technical Officials population.
- b. The Technical Commission shall also be the voice of the Technical Official population, the link to the staff shall not prevent the Technical Commission raising such issues to the USA Weightlifting Board of Directors.
- c. The Technical Commission will be appointed.
  - i. (2) Two athlete representatives as appointed by the USAW AAC, preferably with a National or above referee certification.
  - ii. (1) One independent representative with experience leading officiating programs of a national or international sporting organization.
  - iii. (3) Officials with at least IWF Category 2 or above certification.

Section 8.21. State Organizations Council

The State Organizations of USA Weightlifting shall elect a council of representatives to serve as the voice of the State Organizations as a collective unit, the council shall not limit the right of a State Organization president to work with the Board or Staff directly, however.

- a. The State Organizations Council will be elected as follows:
  - i. Two Athlete Representatives appointed by the USA Weightlifting AAC, preferably with experience as a local or state President or officer.
  - ii. One Independent representative who has experience as a regional, local or state organization head in another Olympic Sport.
  - iii. The remaining 3 individuals will be elected by vote of the Presidents of state organizations.

- iv. The state organizations council shall serve as an advisory body to the State Organization presidents on developing their state organization.
- v. Provide proposals to the National Office regarding issues and policies that may benefit and improve State organization;
- vi. ensure that USAW complies with the requirements of the Ted Stevens Amateur Sports Act for granting sanctions as set forth in Section 15.3 of these Bylaws.

#### Section 8.22. USA Weightlifting Masters Council

- a. 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.
- c. 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.
- d. 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. The Masters Council represents the views of Masters Athletes to the Staff and Board of Directors.
- e. The Masters Council shall advise the staff on all masters-facing programs.

- f. All contracts in place, where there is no conflict with a USA Weightlifting contract, shall be honored as of 1 August 2021.
- g. All masters financial arrangements are integrated into USA Weightlifting.

#### Section 8.23. Hall of Fame and Awards Commission

- a. The purpose of the Hall of Fame Commission will be to support the staff in management of the membership of the USA Weightlifting Hall of Fame, requirements for induction and removal from such, as well as requirements for any USA Weightlifting Awards.
- b. The USAW AAC will appoint one (1) Elite Athlete, and a further (1) National Team Athlete, preferably with a detailed knowledge of the history of the sport.
- c. One independent member with experience in managing Hall of Fame, History or Sport preservation programs.
- d. The remaining three members will be appointed by the USA Weightlifting Board of Directors, such members ought to have detailed knowledge of the history of the sport.

#### Section 8.24. Diversity, Equity & Inclusion Commission

- a. The purpose of the Diversity & Inclusion Commission shall be to support the Staff, and board, on measures to ensure USAW is an inclusive organization for all including but not limited to gender, race, religion, disability, sexual orientation, veteran status, socioeconomic and any other identified group.
- b. Two athletes as appointed by the USAW Athlete Advisory Council one (1) Elite Athlete, and a further (1) National Team Athlete.
- c. Two independent individuals, with strong experience in driving Diversity, Equity and Inclusion programs in sport.
- d. Two individuals appointed by the USA Weightlifting Board of Directors from the general membership.

#### Section 8.25. Marketing, Media & Sponsorship Commission

- a. The Marketing, Media & Sponsorship Commission will primarily report to staff and advise on the marketing, media and sponsorship strategy of the organization, particularly in the goal of putting the barbell front and center.
- b. The Marketing, Media & Sponsorship Commission shall be made up of:
- c. Two athlete representatives appointed by the USAW AAC, preferably with marketing experiences.
- d. One independent representative, with experience in growing a National Governing Body.

- e. Three members or independent individuals appointed by the USA Weightlifting Board of directors, preferably with marketing experience.

#### Section 8.26. Legal Commission

- a. The USA Weightlifting Legal Commission shall advise the staff and board on legal matters as designed by the staff or Board.
- b. Members of the Legal Commission ought to be legally qualified and admitted to the BAR with a clean record.
- c. The USA Weightlifting Legal Commission shall be comprised as follows:
- d. Two athlete representatives appointed by the USA Weightlifting AAC.
- e. Four individuals appointed by the USA Weightlifting Board of Directors.

#### Section 8.27. Coaches Advisory Council.

- a. The Coaches Advisory Council will report primarily to the USA Weightlifting Board of Directors, and is to represent the voice of Elite coaches (National, International and Senior International Coaches).
- b. The Coaches Advisory Council also provides support and feedback on Coach selection procedures.
- c. The Coaches Advisory Council shall be made up as follows:
  - i. Two athletes appointed by the USA Weightlifting Athlete Advisory Council, preferably with at least a USA Weightlifting Level 2 certification.
  - ii. Four coaches elected by USA Weightlifting's National, International and Senior International coaches.
- d. Members of the Coaches Advisory Council should hold at least an International Coach certification.
- e. The Board Liaison to this Council should hold at least an International Coach certification.

#### Section 8.28. University Weightlifting Commission

- a. The role of the University Weightlifting Commission is to support the USA Weightlifting staff in integrating the sport to Universities and Colleges across the United States, as well as collaborate with the staff and competition committee on matters pertaining to the National University Championship.
- b. The University Weightlifting Commission will be made up as follows:

- i. Two athletes appointed by the USA Weightlifting Athlete Advisory Council.
- ii. Four members appointed by the USA Weightlifting Board of Directors.

#### Section 8.29. Programs Council

- a. The role of the Programs Council will be to represent the needs of Youth and Junior membership to the Board and Staff. The council should act as the voice of these sections of the membership.
- b. The membership of the council shall be as follows:
  - i. Two athlete representatives appointed by the USA Weightlifting Athlete Advisory Council.
  - ii. One member elected by the Junior Membership aged 18-20 (who are aged at least 18 on the day of the election), such members do not necessarily themselves need to be Junior members but ought to have sufficient experience in Junior programs to represent the views of Junior program participants.
  - iii. One member elected by former IWF Youth World Championship and Pan American Youth Championship participants (to include coaches), who are current members and aged over 18 at the time of the election.
  - iv. One independent individual with experience in developing Youth and Junior programs in individual and primarily adult sports, appointed by the USA Weightlifting Board of Directors
  - v. One individual who has served as a coach or personal coach for an IWF Youth World Championship or IWF Junior World Championship medalist in the last ten years, appointed by the USA Weightlifting Board of Directors.

#### Section 8.30. Grassroots Council

- a. The role of the Grassroots Council is to be the voice of the non-elite membership, defined as individuals who have not represented Team USA at any level, and coaches who are not National or above coaches, referees who are not National or above referees.
- b. The membership of the council shall be as follows:
  - i. Two athlete representatives as appointed by the USA Weightlifting AAC.
  - ii. Four members as appointed by the USA Weightlifting Board of Directors, who shall not have above a Level 2 Coaching Certification or above a local referee certification.

### **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 ten 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.

Additionally, a further 3 individuals (3) will be elected who meet the above National Team Athlete criteria.

### 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 filled by USAW's representative and alternate representative to the USOPC 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. USOPC ATHLETES' ADVISORY COUNCIL**

Section 11.1. Designation.

USAW shall have a representative and an alternate representative to the USOPC 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 USOPC 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 USOPC.

Section 11.3. Election/Selection.

- a. The election for the USAW USOPC 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 USOPC 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 USOPC 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 USOPC Athletes' Advisory Council position. The individual with the highest vote total is elected as athlete representative to the USOPC Athletes' Advisory Council. The individual with the highest vote total of the opposite gender (as is required by the USOPC Athletes' Advisory Council) is elected as the alternate representative to the USOPC Athletes' Advisory Council. Unless allowed by the USOPC Athletes' Advisory Council, the process between nomination and election to the USOPC Athletes' Advisory Council shall take no longer than four (4) months.

#### Section 11.4. Resignation, Removal, and Vacancies.

- a. A USAW USOPC Athletes' Advisory Council position shall be declared vacant upon the USAW USOPC Athletes' Advisory Council person's resignation, removal, incapacity, disability or death. Any USAW USOPC 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 USOPC 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 USOPC Athletes' Advisory Council member or alternate to the USOPC Athletes' Advisory Council.

#### Section 11.5. Tenure.

- a. The term for all representatives to the USOPC Athletes' Advisory Council shall be for four (4) years. A representative shall remain on the USOPC 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 USOPC Athletes' Advisory Council representative is elected to fill a vacancy because of the resignation, removal, incapacity, disability or death of the USOPC 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 USOPC 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 USOPC Athletes' Advisory Council representative shall be able to serve two (2) additional four (4) year terms.

#### Section 11.6. Term Limits.

No representative to the USOPC 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. USOPC NATIONAL GOVERNING BODIES' COUNCIL**

Section 12.1. Designation.

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

Section 12.2. Election/Selection.

The CEO shall be USAW's representative to the USOPC National Governing Bodies' Council. The Chair of the Board shall be USAW's alternate representative to the USOPC 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 by a vote of 70% or higher of the Board, 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, unless otherwise appointed by the Board as described previously, 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 complaints shall be heard by USAW and pursuant to these Bylaws and such procedures as the Board or Judicial Committee may adopt from time to time. Subject to the 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 alleged violation of (i) any USAW rule or regulation, (ii) any provision of USAW's Bylaws, or (iii) any provision of the Ted Stevens Amateur Sports Act relating to USAW's recognition as an NGB, or (iv) any violation or non-compliance of the USOPC Bylaws.
- 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 individual's opportunity to participate in a USAW sanctioned competition or Protected Competition as that term is defined in the USOPC Bylaws.
- c. Ethics Violation. The Ethics Committee shall serve as the investigative body for reports of alleged violations of USAW's Code of Ethics and other USAW rules, regulations, policies and procedures as referred to it by USAW. After investigating any such report,

the Ethics Committee shall make a recommendation regarding whether a violation occurred and, if so, recommend a sanction.

#### Section 14.2. Manner of Filing.

- a. Except in proceedings arising from an Ethics Committee decision under Section 14.1(c), the complainant shall file the complaint online via the USA Weightlifting complaint portal or by emailing a copy of the complaint to the Ethics Committee and Judicial Committee email, and the CEO.
- b. The complaint shall set forth in typed, clear and concise language, preferably in numbered paragraphs: (a) the complainant's name, full contact information, and USAW number; (b) the name of the respondent (complaints against organizations such as a WSO or the Board of Directors shall name the organization, not an individual); (c) specifics of the alleged violation, including but not limited to the date of the alleged violation and a statement of the facts; (d) the USAW Bylaws, rules, policies or procedures alleged to have been violated; (e) the remedy requested by the complainant; (f) whether complainant requests a hearing or a decision on the papers; (g) the option to attach or submit supporting evidence and/or documentation to support the allegation; and (h) the complainant's signature.
- c. In proceedings under Section 14.2(c), the Ethics Committee decision shall be forwarded to the CEO and the Judicial Committee. USAW shall have 10 days from receipt of the decision to determine whether, (i) based on the Ethics Committee's investigation, a violation has been committed, and (ii) to move forward before the Judicial Committee with the Ethics Committee's determination. In instances where USAW determines that the information in the decision constitutes a violation, then USAW shall act as the complainant and file a complaint pursuant to Sections 14.2(a) and (b) above. Alternatively, USAW may, in its discretion, request that the Ethics Committee's decision be treated as the complaint and that the matter proceed before the Judicial Committee "in re" respondent to consider whether a violation occurred and the appropriate sanction. Where the Ethics Committee's decision is treated as the complaint, it shall comply with subsections (b)-(d) of Section 14.2(b), in addition to stating the recommended sanction.

#### Section 14.3. Statute of Limitations.

A complaint under Section 14.1(a) or (b) of these Bylaws shall be filed, or a report under Section 14.1(c) of these Bylaws shall be made, within one hundred and eighty (180) days of the occurrence of the alleged violation, except that there shall be no statute of limitations applicable to violations of USAW's Athlete Protection Policies or other policies, rules, or regulations designed to protect USAW participants from abuse, including but not limited to the Minor Athlete Abuse Prevention Policies.

#### 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, a complaint under this Section 14 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 or referred to it under this Section 14. 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 (“Panel”) consisting of three (3) individuals to hear the complaint. 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 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 on the Panel’s own determination, the Panel shall notify the named respondent within 14 days of receipt of the complaint, without just cause for delay.
- c. The Panel may dismiss a complaint, either on application of a party or on its own determination, at any time by giving a written and reasoned explanation. Examples of why a complaint may be dismissed include but are not limited to lack of jurisdiction, lack of standing, or failure to state a claim.
- d. The respondent shall be provided a reasonable time to respond to the complaint, as determined by the Panel, not to exceed 30 days. Failure to file a response in the time allotted shall be considered a denial of all material allegations.
- e. The Panel shall also set a deadline by which the respondent shall confirm whether they wish to have a hearing or a decision on the papers. The Panel may make a

decision based on the papers if in the Panel's discretion it determines that the papers are sufficient and the parties agree to such procedure, otherwise, the Panel shall schedule a hearing. The 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.

- f. If necessary or convenient to the parties, the hearing may be conducted by teleconference or videoconference. Each party shall have the right to appear personally or through a legal representative. Members of the Panel shall have the right to question witnesses or the parties to the proceeding at any time.
- g. The Panel shall have the discretion to modify any prehearing or hearing deadlines or procedures in its discretion and in the interest of fairness to the parties and/or protection of USAW participants.

#### Section 14.8. Fair Process Considerations.

In any hearing conducted pursuant to these Bylaws, subject to Section 14.7(g), the parties shall be provided with the following:

- a. notice of the proposed action, charges, or alleged violation in writing with the supporting documentation filed by the complainant, and the possible consequences or remedy requested if the charges are upheld or a violation is found;
- b. reasonable time between receipt of the notice of of the complaint and any hearing, within which to prepare a defense;
- c. an opportunity to object to the appointment of a Panel member on the basis of a conflict of interest. In the event a conflict of interest is raised, the Ethics Committee shall review the alleged conflict pursuant to these Bylaws and the Code of Ethics.
- d. delivery of any answer from respondent, to complainant within 30 days;
- e. notice of the identity of any witnesses that will appear at the hearing to all parties in advance of the hearing;
- f. 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;
- g. an opportunity for a hearing within a reasonable time, not to exceed 90 days after the last filing with USAW, without just cause for delay.
- h. a hearing before a disinterested and impartial body of fact finders;
- i. 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;
- j. distribution of evidence to all parties such that the evidence can be inspected within a

reasonable time to prepare one's position in the matter;

- k. the right to present oral and written evidence and argument;
- l. a reasonable opportunity to present evidence and witness testimony;
- m. 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 of the reporter and transcript. Any transcript ordered by a party shall be made available to the Panel upon request of the Panel);
- n. the burden of proof shall be on the proponent of the charge, which burden shall be by a preponderance of the evidence”;
- o. a written decision, provided to the parties in a timely fashion;
- p. a 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. The Board's review on appeal shall be limited to whether the Panel decision was arbitrary, capricious, or lacked a rational basis, or whether the hearing procedures lacked fundamental fairness;
- q. notice (where it applies) of the opportunity to appeal or submit to an established major national provider of arbitration and mediation services based in the U.S. and designated by the USOPC with the concurrence of the USOPC AAC and the National Governing Bodies' Council as required by the Ted Stevens Amateur Sports Act §220522(4)(B);

#### Section 14.9. Expedited Procedures.

The Panel may expedite the hearing proceeding in order to resolve a matter if, in its discretion, compliance with ordinary procedures would result in unnecessary delay or would not render a decision in a sufficiently timely manner, including but not limited to on the basis of an upcoming competition or in the interest of protecting USAW participants. In such a case, the 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 by USAW 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, who may be adversely affected by a decision rendered on the complaint. The 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. If an individual is notified of the complaint, then that individual shall be bound by the decision of the Panel, even if the individual chose not to participate as a party.



#### Section 14.11 Mediation

USA Weightlifting's Judicial Committee, by a majority vote, may engage in a mediation between two parties to reach an amicable and agreed solution. Such mediation must occur in writing or by recorded conference call. Mediation is available at the sole discretion of the Judicial Committee.

USA Weightlifting reserves the right to appoint an independent investigator or investigators at the Ethics Committee stage. Reporting and Responding parties can reasonably expect to have an investigation close within 90 days.

#### Section 14.12 Arbitration.

Per the Ted Stevens Amateur Sports Act and the USOPC Bylaws, certain parties have the opportunity to appeal or submit a grievance to an established major national provider of arbitration and mediation services based in the U.S. and designated by the USOPC with the concurrence of the USOPC AAC and the National Governing Bodies' Council as required by the Ted Stevens Amateur Sports Act §220522(4)(B).

#### Section 14.13 Retaliation

Retaliation against any individual who submits a report, complaint, or otherwise participates in a USAW investigation or hearing proceeding is strictly prohibited and itself constitutes a violation of USAW's rules.

### **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.**

Conflicts of Interest may exist in discussing board matters. All members of the Board of Directors, Committees, Task Forces, employees or any member in a position of decision making power may have to consider their conflicts of interest, and these ought to appear in minutes of such meetings.

Members shall be required to adhere to the USA Weightlifting Conflict of Interest Policy, approved by the USA Weightlifting Board of Directors in force at the time of the apparent conflict of interest available at the organization's website.

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 Ted Stevens Amateur Sports 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. RETALIATION.**

USA Weightlifting has an open-door policy and encourages Affiliated Individuals to share questions, concerns, suggestions or complaints in the way and to the people with which they are most comfortable. This means Affiliated Individuals have options for how to report any concern about a potential ethical, policy, financial or legal violation.

USA Weightlifting has zero tolerance for retaliation against people who make good faith reports of potential ethical, policy, financial or legal violations, or who cooperate with investigations of those reports. That means no Affiliated Individual may threaten, harass, discriminate against, or take any negative employment (where applicable) or participation related action (e.g., discharge, demotion, suspension, non-assignment, negative review) on that basis.

Any such retaliation can be reported as described above in the same way as any other policy violation. It will be treated as a violation of USA Weightlifting's Code of Ethics, and may lead to serious consequences including termination of employment or participation for anyone involved in retaliation.

## **SECTION 22. AMENDMENTS AND REVIEW OF BYLAWS**

### **Section 22.1. 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 22.2. Proposed Amendments.

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

#### Section 22.3. 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 email 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 (and/or electronic vote) 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 22.4. 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,

Section 22.5. Review of Bylaws

The USA Weightlifting Legal Committee, in collaboration with the CEO, Nominating & Governance Committee and Board of Directors shall undertake a review of these bylaws to ensure best practices each April of each calendar year and propose any amendments that committee feels are appropriate.