BYLAWS OF

USA WEIGHTLIFTING, INC.

Amended June 26, 2017
Amended April 11, 2019
Amended May 28, 2019
Amended October 31, 2019
Amended May 11, 2020
Amended July 3, 2021
Amended August 19, 2021
Amended March 7, 2022
Amended February 20, 2024
Amended December 16, 2024 (updated mission statement in Section 3)
Amended October 15, 2026 (new Sections 9.4 and 9.5)
Amended ___

SECTION 5. MEMBERS

Section 5.2 Voting Members.

a. The following membership groups shall have the following voting privileges:

~~i.~~ USAW 10 Year Athlete, Athlete, Technical Official, Coach, and Lifetime Members. USAW 10 Year Athletes, Athlete Members, Technical Official Members, Coach Members, and Lifetime Members shall have one (1) vote per person on all matters submitted to their respective category of membership or to the entire membership for a vote. Any individual who is a member of more than one (1) membership category shall have one (1) vote in each category of which they are a member, but shall have only one (1) vote in matters put to the entire membership (for example, in voting for the At-Large Director position). ~~Elite Athlete, Athlete, Technical, Coach, Referee, and Lifetime Members.~~ ~~Elite Athletes, Athlete Members, Technical Members, Coach Members, Referee Members, and Lifetime Members shall have one (1) vote per person on all matters submitted to their respective category of membership or to the entire membership for a vote.~~

i. Organizational Grassroots Members. The Organizational Grassroots members shall have one (1) vote per club only on matters submitted solely to this category of membership ~~or to the entire membership for a vote~~.

b. Bylaws and ~~Articles~~ Certificate of Incorporation. All members shall have voting privileges on amendments to these Bylaws as set out in Section 20; and all members shall have voting privileges on amendments to the ~~Articles~~ Certificate of Incorporation as set out in the ~~Articles~~ Certificate of Incorporation, ~~or~~ these Bylaws, or the N-PCL.

c. Qualification. To be eligible to vote in an election or on any other matter put to the entire membership or category of membership for a vote, an individual must be at least eighteen (18) years of age on the day of the election or vote. An individual must be a member of USAW in good standing in order to vote, and in the case of elections must be a member in good standing sixty (60) days prior to the date of the election. 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.~~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 in good standing, 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 they 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.~~

d. Voting Rights. Members shall only have those voting rights expressly provided in these Bylaws, the Certificate of Incorporation, or the N-PCL.

SECTION 6. BOARD OF DIRECTORS

Section 6.5 Election/Selection.

USAW's Board shall be elected as follows:

a. ~~Elite~~USAW 10 Year Athlete Directors. ~~Two~~The two (2) Directors known as the "Elite Athlete Directors ~~on the Board shall be elected using the following method. One (1) Elite Athlete Director~~" immediately preceding the effective date of these Bylaws shall remain on the Board until they are replaced as follows. In the Team USA AC representative election immediately following the effective date of these Bylaws and such elections thereafter, the two positions previously known as the "Elite Athlete Director" seats will be filled as follows: One (1) USAW 10 Year Athlete Director shall be USAW's representative to the Team USA Athletes' Commission ("**AC**"), also known as the USOPC Athlete's Advisory Council ~~("**USOPC AAC**"),~~ elected pursuant to Section 11.3 of these Bylaws. ~~If for some reason USAW's representative to the USOPC AAC is unable or unwilling to serve, then~~ The other USAW 10 Year Athlete Director shall be USAW's alternate representative to the ~~USOPC AAC, also~~ Team USA AC, 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, including that they competed in the Pan American Games, Olympic Games, or World (Senior) Championships in the past ten (10) years. The Nominating and Governance Committee shall then issue a list of qualified nominees to stand for election. In order to ensure gender balance on the Board, only those nominees for the gender opposite the USOPC AAC 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 AAC representative~~.

b. ~~National Team Athlete Directors. Two (2) National Team Athlete~~Athlete Directors. The two (2) Directors elected as the "National Team Athlete Directors" in the election immediately preceding the effective date of these Bylaws shall serve their full terms on the Board until they are replaced as follows in the next Director elections at which their seats would be up for election and thereafter. Two (2) Athlete Directors on the Board shall be elected using the following method. The USAW AAC and the Nominating and Governance Committee shall develop a process to jointly identify and vet candidates to serve as the Athlete Directors. In addition to other qualifications for Directors, any candidate for Athlete Director must meet the definition of USAW 10 Year (as of the date their term commences) or USAW 10 Year+ Athlete. All current USAW 10 Year Athlete Members, as defined in Section 5.1 of these Bylaws, shall each have the right to one (1) vote in the Athlete Director elections, which they may use to vote for one (1) of the nominated individuals, to serve as the Athlete Directors on the Board. Since both Athlete Directors will be elected simultaneously, the individual with the most votes will be elected regardless of gender. For the second Athlete Director, the individual with the most votes of the opposite gender will be elected (if there is such an individual), provided, however, that if the first Athlete Director meets the definition of a USAW 10+ Year Athlete and not a 10 Year Athlete, then the 10 Year Athlete of the opposite gender (or, if no such individual, of the same gender) with the most votes will be elected. This election will occur in the opposite Board election year of the USAW 10 Year Athlete Directors.

National Directors. The two Directors known as the "Coach/Technical Directors"

immediately preceding the effective date of these Bylaws shall serve their full terms on the Board until they are replaced as follows in the next two (2) consecutive Director elections at which their seats would be up for election and thereafter. The National Directors on the Board shall be elected using the following method. The Nominating and Governance Committee shall receive nominations for the National ~~Team Athlete~~ Director ~~position~~positions and shall review the nominees to ensure they meet the necessary qualifications ~~for National Team Athlete Director. The National Team Athlete Directors will consider the Olympic Games, Pan American Games, World (Senior) Championships, Pan American Championships (Senior), IWF Junior World Championship, FISU Universiade, FISU World University Championship, IWF World Cup, IWF Grand Prix, or other Olympic Qualification event in the last ten (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. Each National Team Athlete 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~~. The Nominating and Governance Committee shall then issue a list of qualified nominees to stand for election. ~~For clarity, since both National Team Athlete Directors will be elected simultaneously, 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. Such directors will be elected by the vote of all athlete members.~~

~~b.~~c. ~~Coach/Technical Directors. The Coach/Technical Directors on the Board shall be elected using the following method. The Nominating and Governance Committee shall receive nominations for the Coach/Technical Director positions and shall review the nominees to ensure they meet the~~In addition to other qualifications for ~~Coach/Technical Director. The Nominating and Governance Committee shall then issue a list of qualified nominees to stand for election. In addition~~Directors, to be eligible for nomination to run for the ~~Coach/Technical~~ National Director position, a candidate must ~~have obtained at least ten (10) signatures of support from current technical membership category, and he~~be either a National Coach or ~~she must be at least~~ higher, or a National ~~Coach or National~~ Technical Official or higher, as ~~that term is~~ defined by ~~the~~ USAW policy. All current ~~USAW~~Coach and Technical ~~members, as defined in Section 5. of these Bylaws,~~Official Members who are National level or higher shall then each have the right to one (1) vote, which they may use to vote for one (1) of the nominated individuals, to serve as the ~~Coach/Technical Director on~~National Director on the Board. The individual with the highest vote total shall be elected as the National Director to the Board.

~~c.~~d. Grassroots Directors. The two Grassroots Directors in office immediately preceding the effective date of these Bylaws shall serve their full terms on the Board until they are replaced as follows in the next consecutive Director elections and thereafter. The Grassroots Directors on the Board shall be elected using the following method. The Nominating and Governance Committee shall receive nominations of presidents of Organizational Grassroots members and ~~WSOs. Any coach wishing to run for this Director position cannot be higher than a National coach as that term is defined by~~regional weightlifting organizations under Section 5.8, if any, and Local Coach and Technical Official Members, and shall review the ~~USAW.~~nominees to ensure they meet the necessary qualifications. All ~~current Organizational Grassroots members~~Local Coach and Local Technical Official Members shall then each have the right to one (1) vote, which they may use to vote for one (1) of the nominated ~~Organizational Grassroots members~~individuals to serve as their Grassroots Director on the Board. The individual with the highest vote total shall be elected as the Grassroots ~~Directors~~Director to the Board.

~~d.~~c. Independent Directors. The Independent Directors on the Board shall be elected using the following method. The Nominating and Governance Committee shall receive nominations of individuals for Independent Director positions and shall review the nominees to ensure they meet the necessary qualifications. ~~Nominees~~In addition to other qualifications for Directors, nominees must meet the definition of "Independent," as that term is defined in Section 6.6 of these Bylaws. The Nominating and Governance Committee shall put forward qualified candidates to the Board for election, and the candidate receiving a majority of votes of those Directors present at a meeting of the Board where a quorum is present shall be elected as an Independent Director. Election of Independent Directors shall be done after the other elections set forth in this Section 6.5 have been completed. In the event that the other elections held under Section 6.5 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.

~~e.~~f. At-Large Directors. The At-Large Directors on the Board shall be elected using the following method. 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 (1) At-Large Director shall be a male and one (1) 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~~In addition to other qualifications for Directors, a nominee for At-Large Director must have obtained at least ten (10) signatures of support from other USAW members. ~~The entire~~All individual voting ~~membership will~~members shall then each have the right to one (1) vote, which they may use to vote for one (1) of the nominated individuals to serve as the At-Large Director on the Board. The individual with the highest vote total shall be elected as the At-Large Director to the Board.

~~f.~~g. Affiliated Organization Director. 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 weightlifting program, or regular national amateur weightlifting competition, on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur competitions, then the Board shall consider, adhering to any applicable requirements in the Sports Act, whether to admit such organizations as USAW members in a category appropriate thereof, and the Board shall consider amending these Bylaws to add a seat on the Board for one (1) Board member to represent the collective interest of any and all such organizations.