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 USA 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 tax-exempt status in accordance with Section 501(c) (3) of the Internal Revenue Code.

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 Not-for-Profit Corporation Law (the "**N-PCL**") 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 N-PCL, by the registered agent of USAW. The registered office may be, but need not be, the same as the principal office.

SECTION 3. MISSION

Section 3.1 Mission.

The mission of USAW is to grow and develop weightlifting to support lifelong participation and achieve Olympic podium success.

SECTION 4. RECOGNITION AS NATIONAL GOVERNING BODY

Section 4.1 Recognition as a National Governing Body.

USAW shall seek to maintain certification 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 USOPC, 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 sport of weightlifting by independently deciding and controlling all matters central to such governance, by not delegating any of that decision-making or control of matters central to governance, 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, including the ability to provide and enforce required athlete protection policies and procedures;

d. provide for membership that is open to any individual who is an amateur athlete, coach, trainer, manager, administrator, or official active in weightlifting, and any amateur sports organization that conducts programs in weightlifting, subject to USAW's membership requirements;

e. ensure that its Board and any other governance body has established criteria and election procedures for, and will maintain among its voting members, individuals who are actively engaged in amateur athletic competition in weightlifting or who have represented the United States in international amateur athletic competition in weightlifting within the preceding ten (10) years, that any exceptions to such guidelines by USAW have been approved by the USOPC, 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. be governed by a Board, whose members are selected without regard to race, color, religion, national origin, sex, gender, or gender identity, or sexual preference with reasonable representation on the Board of both males and females;

g. 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;

h. not have an officer who is also an officer of another amateur sports organization that is recognized by the USOPC as an NGB;

i. provide procedures for the prompt and equitable resolution of grievances of its members;

j. 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;

k. not have eligibility criteria relating to amateur status or to participation in the Olympic Games, the Paralympic Games, the Pan-American Games, or the Parapan American Games that are more restrictive than those of the IWF;

l. ensure that the selection criteria for individuals and teams that represent the United States are (i) fair, as determined by the USOPC in consultation with USAW, the USAW AAC, and the United States Olympians and Paralympians Association; (ii) clearly articulated in writing and properly communicated to athletes in a timely manner; and (iii) consistently applied, using objective and subjective criteria appropriate to weightlifting; and

m. perform all other obligations and duties imposed by the Sports Act and by the USOPC on an NGB.

SECTION 5. MEMBERS

Section 5.1 Categories of Membership.

Membership in USAW shall be open to the following categories of individuals and organizations upon registration with USAW and payment of the requisite membership fee. All members must be in compliance with all requirements of these Bylaws and other requirements as otherwise promulgated by USAW in its rules, regulations, policies, and procedures.

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 (senior); or

   iii. National Team athletes, who, within the prior ten (10) years, represented the United States in the IWF Junior World Championships, FISU World University Championship, 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 this 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 member who has achieved National Technical Official 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 Technical Official who is not yet a National Technical Official. Auxiliary membership categories such as volunteers and medical membership shall be considered in this category.

e. Lifetime 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, but shall be required to comply with other USAW membership requirements.

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. Weightlifting State Organization ("**WSO**") members shall be the recognized weightlifting leadership in their local area as defined in Section 5.8.

Section 5.2 Voting Members.

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

i. 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.

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

b. Bylaws and Articles 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 of Incorporation as set out in the Articles of Incorporation or these Bylaws.

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 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.

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 as the Board shall deem necessary or appropriate. Further, the CEO may establish, as the CEO deems necessary or appropriate, membership dues, and 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 Resignation, Suspension, and Termination of Membership.

a. The membership of any member may be terminated in accordance with these Bylaws or other applicable USAW rules, policies, and procedures, subject to a hearing if and as required under the Sports Act, USOPC Bylaws, these Bylaws, or USAW's rules, policies, and procedures.

b. A member may only resign if the member has paid all dues then payable.

c. A member will be suspended automatically in the instance of outstanding dues or other financial obligations to USAW if said dues or financial obligations have been outstanding for a period of one hundred eighty (180) days or more.

Section 5.5 Membership Anti-Doping Obligations.

a. It is the duty of individual members of USAW to comply with all anti-doping rules of the World Anti-Doping Agency ("**WADA**"), the IWF, the 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. Athlete 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 methods or substances 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 an individual member may have committed a doping violation, the member agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the IWF, if applicable or referred by USADA.

b. It is the duty of all Athletes, Athlete Support Personnel and other Persons (as those terms are defined in the World-Anti Doping Code), by virtue of their participation in the Olympic, Paralympic, Pan American, Parapan American or Youth Olympic Games, participation in an Event or Competition organized or sanctioned by an NGB, Para Sport Organization or high-performance management organization participation on a national team, utilization of a USOPC Training Center, receipt of benefits from the USOPC or USAW, inclusion in the Registered Testing Pool, or otherwise subject to the World Anti-Doping Code to comply with all antidoping rules of WADA, the IWF, the USOPC, and of USADA, including the USADA Protocol and all other policies and rules adopted by WADA, the IWF and USADA. If it is determined that an Athlete, Athlete Support Personnel, or other Person may have committed a doping violation, the individual agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the IWF, if applicable or referred by USADA. In addition, Athletes agree to submit to drug testing by the IWF and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension.

Section 5.6 Membership SafeSport Obligations

a. As a condition of membership in USAW and a condition for participation in any competition or event sanctioned by USAW 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 USAW or USAW events (whether or not a USAW member), agrees to comply with and be bound by the safe sport rules, policies, and procedures of the U.S. Center for SafeSport, including but not limited to the SafeSport Code for the U.S. Olympic and Paralympic Movement (the "**SafeSport Code**") and to submit, without reservation or condition, to the jurisdiction and rules, policies, and procedures of the U.S. Center for SafeSport 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 USAW rule is inconsistent with the rules of the U.S. Center for SafeSport, such USAW rule is hereby superseded by such U.S. Center for SafeSport rule. The current SafeSport Code is available at the office of USAW or on-line at the following website: https://uscenterforsafesport.org/.

b. As a condition of membership in USAW and a condition for participation in any competition or event sanctioned by USAW or its member organizations, each member and each athlete, coach, trainer, agent, athlete support personnel, medical or paramedical personnel, team staff, official, and other person who participates in USAW or USAW events (whether or not a USAW member), agrees to comply with and be bound by the USAW athlete and participant safety and safe sport rules, policies, and procedures.

Section 5.7 No 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 5.8 Weightlifting State Organizations.

a. Structure. WSOs are committees of USAW that advise USAW on matters pertaining to weightlifting within their Region (defined below) and assist USAW in organizing an annual championship in their Region.

b. Finances. Finances for WSOs will be managed by USAW.

c. There shall be the following WSOs. The relevant "**Region**" of each WSO shall be the geographic bounds as set forth below:

i. Pacific Northwest — the States of Alaska, Oregon, and Washington.

ii. Mountain South —the States of Utah, Arizona, New Mexico, and Nevada.

iii. Texas-Oklahoma —the States of Oklahoma and Texas.

iv. Missouri Valley — the States of Missouri and Kansas.

v. Minnesota-Dakotas — the States of North Dakota, South Dakota, and Minnesota.

vi. Iowa-Nebraska — the States of Iowa and Nebraska.

vii. New England — the States of Maine, Vermont, Rhode Island, New Hampshire, Connecticut, and Massachusetts.

viii. Tennessee-Kentucky — the States of Tennessee and Kentucky.

ix. Carolina — the States of North and South Carolina.

x. Southern — the States of Louisiana, Mississippi, and Arkansas.

xi. New York — the State of New York.

xii. DMV — the States of Maryland, Delaware, and Virginia, and the District of Columbia.

xiii. Pennsylvania-West Virginia — the States of Pennsylvania and West Virginia.

xiv. Ohio — the State of Ohio.

xv. New Jersey — the State of New Jersey.

xvi. Michigan — the State of Michigan.

xvii. Wisconsin — the State of Wisconsin.

xviii. Illinois — the State of Illinois.

xix. Indiana — the State of Indiana.

xx. Georgia — the State of Georgia.

xxi. Alabama — the State of Alabama.

xxii. Florida — the State of Florida.

xxiii. Mountain North — the States of Idaho, Colorado, Wyoming, and Montana.

xxiv. California North Central — all counties in the State of California north of San Luis Obispo, Kern and San Bernardino Counties.

xxv. California South — all counties in the State of California south of Monterey, Kings, Tulare, and Inyo Counties.

xxvi. Hawaii and International — the State of Hawaii and any overseas members.

d. WSO Committees. Each WSO committee will be made up of the following:

i. Nine (9) total committee members, to include:

(A) Three (3) athlete representatives from amongst the USAW member athletes within the applicable Region who have competed at least one (1) national level USAW owned and operated event in the last ten (10) years, provided that no more than one (1) athlete representative may come from the same club; and

(B) Six (6) at-large representatives elected as provided herein, provided that no more than one (1) at-large representative may come from the same club.

ii. If any WSO committee member fails to attend at least seventy-five percent (75%) of regular committee meetings called within twelve (12) months, they shall be referred to the Board for removal.

iii. WSOs shall defer any ethical or other disciplinary issues under USAW's Bylaws, rules, policies, and procedures related to USAW members within their Region to USAW.

e. Elections. WSO committee elections will be staggered so that half (1/2) of the WSOs have committee elections every four (4) years beginning in 2023, and half (1/2) have committee elections every four (4) years beginning in 2025. All eligible individual USAW members within the applicable WSO will each have one (1) vote for each of the athlete representative positions for the corresponding WSO committee up for election and one (1) vote for each of the at-large representative positions for the corresponding WSO committee up for election.

f. Terms. WSO committee members will serve four (4) year terms.

g. Resignation, Removal, and Vacancies.

i. A WSO committee member's position shall be declared vacant upon their resignation, removal, incapacity, disability, or death. Any WSO committee member may resign at any time by giving written notice to the president of the WSO committee, except the president's resignation shall be given to the CEO. Such resignation shall take effect upon receipt by the president of the WSO

committee or CEO (in the case of the WSO committee president's resignation) unless the notice specifies a later effective date, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ii. Any vacancy occurring in a WSO committee shall be filled as set forth for the election of that committee member. A committee member elected to fill a vacancy shall be elected for the unexpired term of such committee member's predecessor in office.

h. Requirements and Local Variances. USAW may from time to time set additional requirements for WSOs. Local variances to this Section 5.8 and other applicable requirements may be permitted for WSOs, by written submission to, and approval by, USAW, otherwise these Bylaws and the provisions herein apply. Any approved variance shall be published to all USAW members within the WSO's region by the WSO.

i. Funding. Funding for WSO activities shall provided by USAW in the form of an annual budget allocation from USAW or a portion of membership fees for USAW members in the applicable WSO's Region, as determined by USAW in its discretion from time to time.

j. Members. Each USAW member is automatically assigned to a WSO based on the Region in which they have their primary address on file with USAW, unless the member chooses to be assigned to another Region in accordance with USAW's policies and procedures regarding WSOs.

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 Board.

Section 6.2 Function of the Board.

The Board shall oversee the governance and strategic direction of USAW, but it does not manage the day-to-day operations of USAW. The Board shall focus on the long-term strategic vision, plan, objectives, and priorities of USAW rather than on day-to-day management. The principal duty of the Board shall be to select a well-qualified and ethical Chief Executive Officer ("**CEO**"), and to diligently oversee the CEO in the operation of USAW.

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 multi-year strategic plan and annual operating budget;

d. set policy and provide guidance and strategic direction to management on significant issues facing USAW;

e. review and approve significant corporate actions;

f. approve capital structure, financial strategies, borrowing commitments, and long-range financial planning;

g. review and approve financial statements, annual reports, audit and control policies, and, upon the recommendation of the Finance and Audit Committee, select independent auditors; and

h. monitor to ensure that USAW's assets are being properly protected;

i. monitor USAW's compliance with laws and regulations and the performance of its broader responsibilities;

j. appoint well-qualified individuals to committees where tasked to do so;

k. ensure that athlete safety rules, policies and procedures comply with the requirements of the USOPC and U.S. Center for SafeSport; and

l. address such other matters as may be appropriate for consideration and action by the Board.

Section 6.3 Qualifications.

a. In order to serve on the Board, a Director must:

i. be a United States citizen at least eighteen (18) years old, except that up to one (1) Director may be a permanent resident of the United States pursuant to Section 6.7, below;

ii. not be a paid employee of USAW, or a former employee until at least five (5) years have passed since the last date of employment;

iii. not have committed, and been sanctioned for, a violation of the rules of USAW which resulted in a suspension from USAW of one (1) year or more within the last ten (10) years (also see Section 8.9.c.iv. below). Any person who has been so sanctioned may not serve as a Director or stand as a candidate in any USAW election;

iv. not have been sanctioned for a violation by USADA, the U.S. Center for SafeSport, or by the IWF or its delegate for an anti-doping rule violation. Any person who has been so sanctioned may not serve as a Director or stand as a candidate in any USAW election;

v. possess the highest personal and professional integrity, understanding of athletic competition and sporting ideals and values, qualifications of leadership in business and in ethics, and demonstrate exceptional judgment;

vi. pass a background screen prior to standing for election, and pass any regular subsequent background screen instituted USAW;

vii. complete any required SafeSport training within 30 days of their election to the Board and remain current with any required Safe Sport training; and

viii. be otherwise fit and proper as determined by the Nominating and Governance Committee, to serve as a Director;

ix. have no material conflicts, as determined by the Ethics Committee, to serve as a Director.

b. Upon election to the Board, USAW Directors shall resign from (i) any member-elected or appointed committee position, other than Standing Committees (for the sake of clarity, this does not include the USAW AAC). Throughout the duration of a Director's term, no Director is permitted to apply or seek election for any of these positions without first resigning from the Board.

c. Prior to serving as a Director, an individual must become a member of USAW if not already a member. Independent Directors need not be a member of USAW, but shall agree to abide by USAW's Bylaws, rules, policies, and procedures.

d. 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.

e. Directors must be current with any required U.S. Center for SafeSport training. Directors shall be ineligible to serve if they do not complete required training within thirty (30) days after expiry of the applicable deadline, or election to the Board, whichever is earlier.

f. A Director who (i) no longer meets the eligibility qualifications set forth in subsections (a), (b), (c), or (e); or (ii) fails to attend seventy-five percent (75%) or more of all Board meetings held within the immediately preceding twelve (12) month period (except for excused absences), shall be deemed ineligible to serve and thus automatically removed from the Board, which automatic removal shall be confirmed by a majority vote of the Board, excluding the Board member at issue.

Section 6.4 Number.

a. The Board shall consist of twelve (12) total Directors: two (2) Elite Athlete Directors (one (1) of which shall be a male and one (1) of which shall be a female), two (2) National Team Athlete Directors, two (2) Coach/Technical Directors, two (2) Organizational Grassroots Directors, two (2) At-Large Directors (one (1) of which shall be a male and one (1) of which shall be a female), and two (2) Independent Directors.

b. The goal of USAW is for the Board to be comprised of six (6) female Directors and six (6) male Directors, but at no time may 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, if possible, at least one (1) candidate of each gender.

Section 6.5 Election/Selection.

USAW's Board shall be elected as follows:

a. 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 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 USAW's alternate representative to the USOPC AAC,

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, 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 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 and shall review the nominees to ensure they meet the 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.

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 qualifications for Coach/Technical Director. The Nominating and Governance Committee shall then issue a list of qualified nominees to stand for election. In addition, to be eligible for nomination to run for the Coach/Technical Director position, a candidate must have obtained at least ten (10) signatures of support from current technical membership category, and he or she must be at least a National Coach or National Technical Official 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, to serve as the Coach/Technical Director on the Board.

d. Grassroots Directors. 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 the USAW. All current Organizational Grassroots 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 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.

e. 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 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.

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 nominee for At-Large Director must have obtained at least ten (10) signatures of support from other USAW members. The entire voting membership will then vote for the At-Large Director.

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.

Section 6.6 Independence.

a. The Nominating and Governance Committee shall affirmatively determine the independence of each Independent Director.

b. A Director shall not be considered independent if, within the last two (2) years:

i. the Director is/was employed by or held any governance position (whether a paid or volunteer) with USAW, the USAW Foundation, the IWF, any international regional weightlifting entity, or any weightlifting entity formally connected to USAW;

(A) a Director serving as an independent member of a USAW Committee may continue to be considered as having an independent perspective if such Director stands for election/selection to a Board seat reserved for a member with an independent perspective following committee service

without stepping away from USAW for two (2) years if they have continued to meet all other criteria for an independent perspective.

ii. an immediate family member of the Director is/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 weightlifting entity formally connected to USAW;

iii. the Director is/was affiliated with or employed by USAW's outside auditor or outside counsel;

iv. an immediate family member of the Director is/was affiliated with or employed by USAW's outside auditor or outside counsel as a partner, principal, or manager;

v. the Director is/was a member of USAW's AAC or any other constituent group with representation on the Board;

vi. the Director receives or received any compensation from USAW, directly or indirectly;

vii. the Director is/was an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USAW;

viii. the Director is/was the parent or close family member or coach of an athlete that has competed in a Protected Competition; or

ix. the Director is/was a member of USAW in a membership category that participates in Protected Competition.

c. The Independent Director must maintain an independent perspective by maintaining the requirements above for the entire term and any successive term, with exceptions related to their service on the Board. An Independent Director is excepted from the requirement prohibiting them from holding any governance position with USAW or the IWF, provided the only governance position they hold is their Board position or related to their Board position. A serving Independent Director is excepted from the requirement prohibiting them from accepting any payment from USAW, provided that all payments received are reimbursements for approved expenses reasonably incurred as part of their Board duties.

Section 6.7 Citizenship.

Up to one (1) Director may be a non-United States citizen who is a permanent resident of the United States. If, in a Board election year, there is already one (1) seated Director, whose position is not up for election, and who is a permanent resident of the United States, then no non-United States citizen may run for election to the Board. Otherwise, permanent residents of the United States may run for election to the Board for the following seats: Coach/Technical Directors, At-Large Directors, and Grassroots Directors. If more than one permanent resident of the United States receives enough votes in their Director category to be elected to a Director position, only the permanent resident with the largest percentage of votes as measured against the total number of votes within their Director category shall be elected to a Director position; the other permanent resident candidates shall be ineligible to serve based on the one (1)-permanent-resident-Director maximum. In any Director category where the candidate who received the most votes is thereby ineligible, the Director position shall go to the candidate with the next-most votes.

Section 6.8 Voting Process.

Upon completion of the applicable processes by the Nominating and Governance Committee to verify that each nominee for each respective Board position meets the required qualifications of each such Board position, voting for each Director on the Board shall be by electronic ballot by the appropriate members as set forth in Section 6.5.

Section 6.9 Tenure.

The term of office for a Director 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 two (2) National Team Directors, one (1) Coach/Technical Director, one (1) Grassroots Director, one (1) At-Large Director, and one (1) Independent Director.

b. The second class shall consist of two (2) Elite Athlete Directors, one (1) Coach/Technical Director, one (1) Grassroots Director, one (1) At-large Director, and one (1) Independent Director.

Section 6.11 Term Limits.

a. No Director shall serve more than two (2) consecutive terms. After two (2) consecutive terms, a Director may not serve on the Board until two (2) more terms have passed.

b. No Director shall serve more than four (4) terms in total.

c. 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 (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 Director may serve only one (1) additional consecutive 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) consecutive four (4) year terms.

d. Terms served under previous versions of these Bylaws shall be considered a term.

e. An individual who has held the Elite Athlete Director position (including the position as USOPC AAC Representative) may transition to another membership category and be able to stand for re-election for a consecutive term as an Elite Athlete Director, as long as they continue to meet the requirements of an Elite Athlete Director.

Section 6.12 Director Attendance.

Directors of the Board are expected to attend all regularly scheduled Board meetings.

Section 6.13 Director Access to Management and Outside Advisors. USAW's senior management team may attend Board meetings at the request of the Board. All Director contact with members of USAW's

management team, other than the CEO, regarding USAW matters 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 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 upon receipt by USAW unless the notice specifies a later effective date, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

b. No Director shall be subject to removal based on how they vote as a Director, unless such voting constitutes a violation of USAW's Code of Ethics, Code of Conduct, or other ethics or conduct policy, or a breach of the Director's fiduciary duties.

c. Any vacancy occurring in the Board shall be filled as set forth for the election of that Director in Section 6.5 of these Bylaws. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office.

Section 6.15 Regular and Special Meetings.

a. At least four (4) times per year, the Board shall meet and hold regularly scheduled meetings, one of which shall be held in conjunction with the USAW Annual Assembly, and the others to be held at the times and places determined by the Board. The Board may provide by resolution the time and place for the holding of additional regular meetings.

b. Special meetings of the Board may be called by the Chair of the Board and must also be called when requested in writing by one-third (1/3) or more of the Directors. The person or persons authorized to call special meetings for the Board may fix the time and place for holding any special meeting of the Board called by them.

Section 6.16 Notice of Regular and Special Meetings.

a. Notice of each regular and special meeting of the Board stating the date, time and place of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to each Director at such Director's business or residential address at least five (5) days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least two (2) days prior thereto by personal delivery or private carrier of written notice or by telephone, facsimile, electronic transmission or any other form of wire or wireless communication (and the method of notice need not be the same as to each Director).

b. Written notice, if in a comprehensible form, is effective at the earliest of: (i) the date received; (ii) two (2) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; or (iii) the date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Oral notice is effective when communicated in a comprehensible manner. If electronically transmitted, notice shall

be deemed to be given when the transmission is complete. The in-person attendance of Directors at in-person meetings of the Board is encouraged; however, any member of the Board may participate in the meeting of the Board by teleconference, video conference, or similar communications equipment, as long as the 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 on the basis that the meeting is not lawfully called or convened.

Section 6.17 Quorum.

A majority of the Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board, and the vote of a majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board, unless otherwise required by the N-PCL, the Articles of Incorporation, or these Bylaws. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

Section 6.18 Voting by Proxy.

No Director may vote or act by proxy at any meeting of Directors.

Section 6.19 Deemed Assent.

A Director of USAW who is present at a meeting of the Board when corporate action is taken is deemed to have assented to all action taken at the meeting unless: (i) the Director objects at the beginning of the meeting, or promptly upon the Director's arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting; (ii) the Director contemporaneously requests the Director's dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or (iii) the Director causes written notice of the Director's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before the adjournment thereof or by USAW promptly after the adjournment of the meeting. Such right of dissension or abstention is not available to a Director who votes in favor of the action taken.

Section 6.20 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 a resolution authorizing the action is approved by all of the Directors. The action must be evidenced by one (1) or more written or electronic consents. If written, the consent must be signed by each Director. If electronic, the transmission of the consent must be sent by electronic mail or other electronic means and set forth, or be submitted with, information from which it can be reasonably determined that the transmission was authorized by the Director. Such consents shall be included in the minutes filed with the corporate records reflecting the action taken. Action taken under this Section 6.20 is effective when all of the Directors have provided written or electronic consent, unless the consent specifies a different effective date. A consent provided under this Section 6.20 has the effect of a meeting vote, and may be described as such in any document.

Section 6.21 Agenda.

The Chair of the Board, after consultation with the CEO and the chairs of the Board's Standing Committees, shall determine the agenda for all Board meetings. Directors shall be permitted to request items for inclusion on the agenda for Board meetings.

Section 6.22 Open Meetings and Executive Meetings Sessions.

Ordinarily, all meetings of the Board will be open to members. 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 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 matters, then the Chair of the Board may specifically designate and call an executive session, at which only Directors of the Board and invited guests will be allowed to be present.

Section 6.23 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, based on Robert's Rules of Order. The Chair of the Board shall lead meetings of the Board. If the Chair of the Board is absent from any meeting is absent from any meeting or for any reason is not able to lead a portion of the meeting, then the Vice Chair shall preside, and if the Vice Chair is absent or not able to lead, then another Director selected by a plurality of the Directors present shall preside.

Section 6.24 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 action taken.

Section 6.25 Minutes of Meetings.

The minutes of all meetings of the Board from at least the three (3) most recent years shall be published on USAW's website. Minutes will be published at least as often as quarterly, once such minutes are approved by the Board. Minutes of any prior Board meetings are available to the USOPC upon its request.

Section 6.26 Compensation.

Directors shall not receive compensation for their services as Directors, except that reasonable expenses of Directors may be paid or reimbursed in accordance with USAW's policies. Athlete representatives on the Board shall be reimbursed (or funded for) travel costs associated with meetings of the Board. Directors shall not receive USAW funding for coaching positions—for the sake of clarity, this includes positions serving as an athlete's personal coach at national or international competitions, or USAW-contracted roles supporting Team USA at international competitions.

Section 6.27 International Weightlifting Body Nominees.

a. Nominees for any elected position within an international weightlifting decision-making body, including elected positions at the IWF and PAWF, shall be selected by the CEO with the advice and consent of the Board.

b. Any approved nominees may be removed at any time, with or without cause, by a vote of at least seven (7) of the Directors then serving on the Board.

c. The CEO shall designate, in their sole discretion, the USAW delegate responsible for exercising USAW's voting rights at each IWF and PAWF Congress, or any other international weightlifting decision-making body in which USAW has a designated delegate.

d. If an individual is elected to serve in a position with an international weightlifting decision-making body, that USAW member may be removed from that position by the affirmative vote of at least seven (7) of the Directors then serving on the Board, but only if (and to the extent) removal by USAW is permitted by the relevant law(s) and procedure(s) applicable to the organization to which the individual was elected.

SECTION 7. OFFICERS

Section 7.1 Designation.

The 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 (the "**Officers**"). The Board may also appoint, designate, or authorize such other officers as it may consider necessary or useful.

Section 7.2 Election/Selection.

a. The Chair of the Board shall be elected by the Board from among the Directors by majority vote. The Chair shall be elected at the first Board meeting after the completion of an election by the Board taking office on January 1 in odd numbered years.

b. The Vice Chair of the Board shall be elected by the Board from among the Directors by majority vote. The Vice Chair shall be elected at the first Board meeting after the completion of an election by the Board taking office on January 1 in odd numbered years.

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 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. 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 and Assistant Corporate Secretary, if any, shall be unlimited. The Corporate Secretary and Assistant Corporate Secretary, if any, shall each hold office until their employment with USAW ends, the CEO designates a different individual to serve as Corporate Secretary or Assistant Corporate Secretary, the Board removes the Corporate Secretary or Assistant Corporate Secretary, or until the Corporate Secretary's or Assistant Corporate Secretary's earlier resignation, removal by the CEO, incapacity, disability, or death.

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:

a. Chair of the Board. The Chair of the Board shall (a) preside at all meetings of the members and of the Board; (b) see that all resolutions of the Board are carried into effect; (c) serve as the Board's liaison with the CEO, and, as such, oversee, evaluate, and report to the Board on matters concerning the CEO; and (d) exercise such powers and perform such other duties incident to the office of Chair of the Board, as set forth in these Bylaws, and 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 of the Board, the Vice Chair of the Board shall take the Chair's place, and preside over meetings of the Board and of members; (b) replace the Chair of the Board on any committee where the Chair of the Board has a conflict of interest, or where the Board votes by a majority to request the Vice Chair of the Board to replace the Chair of the Board; (c) to serve in the role of Chair of the Board until a new Chair of the Board is appointed in the case of vacancy of the Chair of the Board position.

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 Board. The Assistant Corporate Secretary, if any, shall assist the Corporate Secretary in their duties.

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) consecutive terms, or more than two (2) terms during an eight (8) year period.

b. When a Director is elected to fill a vacancy in the Chair or Vice Chair of the Board because of the previous Chair or Vice Chair'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's or Vice Chair'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.

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 and Vice 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 upon receipt by USAW unless the notice specifies a later effective date, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

b. The Chair or Vice 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 or Vice 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 or Vice Chair of the Board be removed from their position as Chair or Vice Chair of the Board, then they may remain a Director on the Board.

c. The Corporate Secretary or Assistant Corporate Secretary, if any, may be removed, with or without cause, by the CEO or the Board.

d. Any vacancy occurring in the Chair or Vice Chair of the Board shall be filled by majority vote of the Board. A Chair or Vice Chair of the 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 and Vice Chair of the Board shall not receive compensation for their service as Chair and Vice Chair of the Board, although the reasonable expenses of the Chair and Vice Chair of the Board may be paid or reimbursed in accordance with USAW's policies.

SECTION 8. COMMITTEES

Section 8.1 Designation.

a. All Standing Committees and other committees, councils, and task forces, as authorized under these Bylaws (collectively, "**USAW Committees**"), shall serve solely in an advisory capacity to the Board or USAW staff, and shall not have the authority to take action on behalf of the Board or have overlapping or superior authority to the Board.

b. USAW shall have the following five (5) Standing Committees: (1) Nominating and Governance Committee; (2) Judicial Committee; (3) Compensation and Review Committee; (4) Ethics Committee; (5) Finance and Audit Committee (collectively, the "**Standing Committees**"). All other committees and councils described in, or authorized by, these Bylaws, whether specifically named or otherwise appointed under Section 8.1.(c), shall be referred to herein as "**Other Committees**."

c. The Board may appoint such other advisory committees (including committees of members) and task forces, and the CEO may appoint such advisory task forces, as the Board or CEO believes appropriate and as consistent with these Bylaws, and the Board or CEO, as applicable, shall define narrowly the mission and scope of such other committees or task forces (collectively, "**Task Forces**"). The decision to appoint or not appoint and to terminate such Task Forces shall be exclusively the Board's or CEO's decision, as applicable.

d. Any USAW Committee must have at least twenty percent (20%) gender representation of whichever gender is in the minority on that committee.

e. Standing Committee terms shall be staggered, with half (1/2) of the members elected every two (2) years for four (4) year terms.

f. The non-Athlete Representatives on USAW Committees, and the chair of each USAW Committee, will be appointed by the Board, unless otherwise stated herein or if the USAW Committee is a Task Force appointed by the CEO. All Athlete Representatives on USAW Committees will be appointed pursuant to Section 8.3. Provided, however, that if these Bylaws provide for a different method of appointment and removal of Other Committee members, those specific provisions shall control.

g. To be eligible to serve on a USAW Committee, individuals must be at least eighteen (18) years of age and meet the same requirements as Directors under Section 6.3(iii)-(vi); complete any required Safe Sport training within 30 days of their selection for a USAW Committee, and remain current with any required Safe Sport training; pass a background screen prior to appointment, and pass any regular subsequent background screen instituted by USAW; and be otherwise fit and proper, including having no material conflicts (including but not limited to serving in a leadership position in a competing organization), as determined by the Ethics Committee, to serve as a USAW Committee member. Failure of a member to meet these requirements shall disqualify that individual from serving on a USAW Committee and result in a vacancy in that individual's position on any USAW Committee.

h. Each USAW Committee shall record minutes of its meetings.

i. All USAW Committee members are subject to the USAW Conflicts of Interest Policy and must complete the USAW Conflicts of Interest disclosure processes.

j. The Board may appoint a Director liaison to any USAW Committee, and USAW may appoint a staff liaison to any USAW Committee.

k. For purposes of WSO committees, to the extent anything in this Section 8 conflicts with the provisions of Section 5.8, Section 5.8 shall control.

Section 8.2 Restriction.

Membership on USAW Committees shall not exceed seven (7) individuals unless otherwise stated herein. Any individual who is a USAW staff member or applying for a staff position shall not be eligible for a position on any of USAW's Standing Committees.

Section 8.3 Athlete Representation.

a. All USAW Committees shall have athlete representation as outlined below, unless otherwise specifically stated in these Bylaws or as approved by the USAW AAC or NGB Athlete Representation Review Working Group, as required under these Bylaws or the Sports Act or USOPC Bylaws. Such athlete representatives may be referred to herein as "**Athlete Representatives**":

    i. Designated Committees shall have at least thirty-three point three percent (33.3%) Athlete Representatives. At least half of those Athlete Representatives must be USAW 10 Year Athletes and the remaining will be either USAW 10 Year Athletes or USAW 10 Year+ Athletes.

ii. All other USAW Committees that are not Designated Committees shall have at least thirty-three point three percent (33.3%) USAW Actively Engaged Athletes, as that term is defined in Appendix A.

b. All Athlete Representatives on USAW Committees will be selected by the USAW AAC. The USAW AAC and Nominating and Governance Committee will develop a process to identify and vet candidates to serve as the Athlete Representatives on USAW Committees.

c. Any higher standard, addition, restriction, or exception to the requirements of Section 8.3(a) (including the addition of a committee to the list of Designated Committees) will first be approved by the USAW AAC and then submitted to the USOPC's NGB Athlete Representation Review Working Group for review and approval.

d. Any higher standard, addition, restriction, or exception to the requirements of Section 8.3(b) (including the exclusion of a committee from the requirements, or the narrowing of the pool of athletes who serve as USAW Actively Engaged Athlete representatives) will be approved by the USAW AAC and reported to the NGB Athlete Representation Review Working Group for tracking purposes.

e. "Designated Committee" means the Finance and Audit Committee, the Compensation Committee, the Judicial Committee, the Ethics Committee, the Nominating and Governance Committee, and any other USAW Committee that makes recommendations or decisions directly impacting USAW's elite athletes, including the following (by name or by function):

i. Allocation of USOPC- and/or USAW-provided resources;

ii. Audit;

iii. Budget/Finance;

iv. Compensation;

v. Ethics;

vi. Judicial, grievance, and any other hearing panel affecting any individual's participation in Protected Competition;

vii. Nominating and Governance, including Bylaws amendments; and

viii. Selection of athletes, coaches and/or staff for Protected Competition, including development, approval, and implementation of selection criteria.

Section 8.4 Tenure.

The term for all Standing and Other Committee members shall be four (4) years, unless otherwise stated herein. 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 under Section 8.1(c) shall be until their assignment is concluded.

Section 8.5 Term Limits.

a. No Standing or Other Committee member shall serve for more than two (2) consecutive terms, unless otherwise stated herein.

b. Any time on any Standing or Other Committee 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 four (4) year terms immediately following their initial term.

Section 8.6 Committee Member Attendance.

USAW Committee members are expected to attend all regularly scheduled USAW Committee meetings of which they are a member.

Section 8.7 Resignation, Removal and Vacancies.

a. A USAW Committee member's position on a USAW Committee may be declared vacant upon the member's resignation, removal, incapacity, disability, or death. A committee member may resign at any time by giving written notice to the Chair of the Board. Such resignation shall take effect upon receipt by USAW unless the notice specifies a later effective date, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

b. Unless a USAW Committee member can demonstrate that the presence of exigent circumstances caused and excused their absences, USAW Committee members may be removed by the Board if they fail to attend at least seventy-five percent (75%) of the regular USAW Committee meetings during the preceding twelve (12) month period. Committee members may also be removed for cause upon a two-thirds (2/3) vote of the Board (excluding the voting power of the committee member in question, if also a Director). Committee members may also be removed without cause upon a three-fourths (3/4) the Board (excluding the voting power of the committee member in question, if also a Director). Notwithstanding the above, only the AAC may remove an athlete representative on a USAW Committee that it appointed.

c. Any vacancy occurring in a USAW Committee shall be filled as set forth for the appointment of that USAW Committee member. A USAW Committee member appointed to fill a vacancy shall be appointed for the unexpired term of such USAW Committee member's predecessor in office.

Section 8.8 Compensation.

USAW Committee members shall not receive compensation for their services as USAW Committee members, although the reasonable expenses of USAW Committee members may be paid or reimbursed in accordance with USAW's policies. Provided the Board gives explicit approval, USAW Committee members who are not Directors may receive compensation for services rendered to or for the benefit of USAW in any other capacity besides being USAW Committee members.

Section 8.9 Nominating and Governance Committee.

a. The 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) individuals who are independent as that term is defined in Section 6.6 of these Bylaws and who are 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 seat shall be filled by one (1) individual appointed by the Independent Directors.

b. No individual who serves on the Nominating and Governance Committee may serve or be eligible to serve on the Board while on the committee. Members of the Nominating and Governance Committee shall be precluded from serving as a 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.

c. 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 prospective candidates for the Board for potential conflicts of interest;

iv. determine, in consultation with the Ethics Committee, whether any individual who has previously been ineligible to serve as a Director pursuant to Section 6.3.a.iii (a violation of the rules of USAW which resulted in a suspension from USAW of one (1) year or more within the last ten (10) years) should still be prohibited from serving as a Director once the ten (10) year ineligibility period has expired;

v. consult with the CEO, if and as requested by the CEO, on nominees to be put forward for an international weightlifting decision-making body, including elected positions at the IWF and PAWF; and

vi. perform such other duties as assigned by the Board or in these Bylaws.

d. In considering a candidate for nomination to the Board, the Nominating and Governance Committee will take into consideration, among other things:

i. the candidate's potential contribution to the effective functioning of USAW;

ii. whether the candidate brings relevant experience and skills to the Board;

iii. whether the candidate has the ability to attend meetings and fully participate in the activities of the Board;

iv. the candidate's reputation for personal integrity and good judgment ;

v. the need for a diverse Board; and

vi. 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 them to serve or to continue serving on the Board.

Section 8.10 Judicial Committee.

a. The Judicial Committee shall consist of six (6) members, including two (2) Athlete Representatives. Members of the Judicial Committee shall satisfy the standards of independence for "Independent Directors" as set forth in Section 6.6 of these Bylaws, except for the athlete representatives. No Director of the Board shall be appointed to the Judicial Committee. Any hearing panel appointed by the Judicial Committee must be composed of disinterested and impartial individuals.

b. The Judicial Committee shall:

i. generally administer and oversee grievances pursuant to USAW's Grievance Policy, and other matters over which it has jurisdiction under these Bylaws or USAW's rules, policies, or procedures;

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 or other matters referred to it for a hearing; and

iv. perform such other duties as assigned by the Board.

Section 8.11 Ethics Committee.

a. The Ethics Committee shall consist of six (6) members, including two (2) Athlete Representatives. No current or former Director may sit on the Ethics Committee. All members of the Ethics Committee shall satisfy the standards of independence for "Independent Directors" as set forth in Section 6.6 of these Bylaws, except for Athlete Representatives.

b. The Ethics Committee shall:

i. report to CEO on ethical issues;

ii. generally administer and oversee compliance with the Code of Ethics and Conflict of Interest Policy;

iii. review and investigate matters of ethical impropriety and make recommendations on such matters to USAW;

iv. review and provide guidance on ethical questions presented to it by the Board or CEO; and

v. perform such other duties as assigned by the Board or pursuant to the Code of Ethics or Conflict of Interest Policy.

Section 8.12 Finance and Audit Committee

a. The Finance and Audit Committee shall have six (6) members, including one (1) Independent Director of the Board, with financial experience, if possible, two (2) Athlete Representatives, and three (3) individuals with financial expertise.

b. The Finance and Audit Committee shall:

i. assist senior management in the development, preparation, and presentation of the annual budget of USAW;

ii. supervise the preparation, filing, and posting of USAW 990 tax reporting documents;

iii. conduct periodic reviews of USAW's financial statements;

iv. review USAW's financial reporting and accounting standards and principles, significant changes in such standards or principles or in their application, and the key accounting decisions affecting USAW's financial statements, including alternatives to, and the rationale for, the decisions made;

v. recommend the independent auditors of USAW, review the annual report of the independent auditors and management letter, and recommend action as needed;

vi. investigate matters of fiscal controls and disclosure and such other matters as directed by the Board; and

vii. perform such other duties as assigned by the Board.

Section 8.13 Compensation and Review Committee

a. The Compensation and Review Committee will be made up of members of the Board as follows:

i. The chair of the USAW AAC, unless another athlete representative is appointed by the USAW AAC;

ii. The Chair of the Board; and

iii. One (1) Independent Director, or, if the Chair of the Board is an Independent Director, then the Vice Chair of the Board.

b. The Compensation and Review Committee shall oversee and recommend on compensation matters related to the employment of the CEO and lead the review process of the CEO annually and at the half year mark, and perform such other duties as assigned by the Board.

Section 8.14 WSO Council

The WSOs of USAW have a council of representatives to advise USAW on matters pertaining to WSOs.

a. The WSO Council will be appointed/elected as follows:

i. Two (2) Athlete Representatives appointed by the USAW AAC;

ii. One (1) independent (as that term is defined in Section 6.6) representative; and

iii. The remaining three (3) individuals will be elected by vote of the presidents of the WSOs.

b. The WSO Council shall:

i. serve as an advisory body to the WSO presidents on developing their WSOs;

ii. provide proposals to USAW regarding issues and policies that may benefit and improve regional organization; and

iii. perform such other duties as assigned by USAW or the Board.

Section 8.15 Masters Council

a. The Masters Council shall support the promotion and growth of masters weightlifting, for athletes aged thirty-five (35) and over, and perform such other duties as assigned by the Board. The Masters Council is strictly advisory and serves at the request of the Board. The Masters Council shall advise the USAW staff and Board on masters-facing programs and other issues related to masters as requested in writing by the USAW staff or Board, and shall not engage in any other activities except those requested in writing by the USAW staff or Board.

b. A designee chosen by the Board and/or USAW staff may attend any and all meetings of the Masters Council, in the Board's or CEO's sole discretion, respectively.

c. The Masters Council will be elected every two (2) years by electronic vote of all USAW members aged thirty-five (35) and older as of December 31 in the year of the election.

d. At least one (1) member of the Council shall be an Elite Athlete member representative. Because this Council is designated for masters, the athlete will be selected from athletes by those athletes, who have appeared in 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 thirty-five (35) or older as of December 31 in the year of the election.

Section 8.16 Coaches Advisory Council.

a. The Coaches Advisory Council shall be comprised as follows:

i. Two (2) Athlete Representatives, preferably with at least a USAW Level 2 certification; and

ii. Four (4) coaches elected by USAW's National, International and Senior International coach members.

b. Except for the Athlete Representatives, members of the Coaches Advisory Council should hold at least an International Coach certification.

c. The Coaches Advisory Council shall:

i. advise the USAW staff and Board on matters pertaining to Elite Coaches.

ii. Provide the USAW staff with support and feedback, if and as requested, on coach selection procedures.

Section 8.17 Youth Council

a. The Youth Council shall be comprised as follows:

i. Two (2) Athlete Representatives appointed by the USAW AAC;

ii. One (1) 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 (1) 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 (1) independent individual with experience in developing Youth and Junior programs in individual and primarily adult sports, appointed by the USA Weightlifting Board.

v. One (1) 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.

b. The role of the Youth Council will be to advise the Board on the needs of youth and junior membership.

SECTION 9. ANNUAL ASSEMBLY

Section 9.1 Purpose.

a. There shall be an annual USAW assembly ("**Annual Assembly**") at which all individual and organization members shall be invited to gather and may provide input to the USAW staff and the Board on important issues facing the organization.

b. At the Annual Assembly, the Board and CEO shall present a report addressing issues of concern and importance to USAW.

c. The Annual Assembly shall be purely advisory and shall have no rulemaking, budgetary, legislative, or other authority, except as provided by the N-PCL or as otherwise provided in these Bylaws.

d. The Board, in consultation with the CEO, shall determine the agenda of the Annual Assembly.

Section 9.2 Place.

a. The Annual Assembly shall be held at a time and place in conjunction with a Board meeting, if possible, as determined by the agreement of the Chair of the Board and the CEO.

b. Any or all members may participate in any membership meeting through the use of telecommunication by which all persons participating in the membership meeting may hear each other. The Board may, in its sole discretion, determine that the Annual Assembly be held partially or solely by means of electronic communication. If the Annual Assembly is

conducted partially or solely by means of electronic communications, then any member's electronic participation in the Annual Assembly shall be subject to those guidelines and procedures as the Board adopts. The Board shall implement reasonable measures to: (1) verify that each person participating electronically is a member or a proxy of a member; (2) provide each member participating electronically with a reasonable opportunity to participate in the meeting, including an opportunity to propose, object to, and vote upon a specific action to be taken by the members, and to see, read or hear the proceedings of the meeting substantially concurrently with those proceedings; and (3) record and maintain a record of any votes or other actions taken by electronic communication at the meeting.

c. Failure to hold the Annual Assembly as required by these Bylaws shall not work as a forfeiture or give cause for dissolution of USAW.

Section 9.3 Notice.

a. Not fewer than ten (10) and no more than fifty (50) days before the scheduled date of the Annual Assembly, the Corporate Secretary shall electronically mail a notice of the Annual Assembly to all members of USAW at the electronic mail addresses that appear for them on the records of USAW.

b. Notice pursuant to this Section 9.3 shall state the date, place and time of the Annual Assembly, and the means of electronic communication, if any, by which members may participate in the proceedings of the meeting. Notice shall also be prominently posted on USAW's website at the time of the electronic mailing and shall remain prominently posted on USAW's website through the date of the applicable Annual Assembly.

c. The record date for determining 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 9.4. Quorum.

a. For those matters involving a vote of the membership or a class of membership as provided by the N-PCL or in these Bylaws, the provisions of this Section 9.4 shall govern the quorum required for such vote.

b. For votes involving the entire membership, the quorum shall be not less than the members entitled to cast one hundred votes or one-tenth of the total number of votes entitled to be cast, represented in person or by proxy, whichever is lesser.

c. For votes involving a class of membership, the quorum shall be not less than the members of that category entitled to cast one hundred votes or one-tenth of the total number of votes entitled to be cast, represented in person or by proxy, whichever is lesser.

Section 9.5. Meetings and Voting.

a. At least 30 days' notice must be provided in advance of a special meeting of the members. Notice of a special meeting must be given to each member by email and/or publication on the USA Weightlifting website.

b. Each member shall have one (1) vote on any given matter, consistent with Section 5.2(a), at each special meeting of the membership. Members may give their proxy to another member to be voted at such special meeting.

c. Unless otherwise provided in these Bylaws, the affirmative approval by a majority of those members voting at a meeting will be considered action by the membership.

d. The conduct of the special meetings shall be in conformity with the then current Roberts Rules of Order.

SECTION 10. USAW ATHLETES' ADVISORY COUNCIL

Section 10.1 Designation.

USAW shall have an Athletes' Advisory Council (the "**USAW AAC**") consisting of ten (10) individuals.

Section 10.2 Composition and Eligibility Requirements.

a. The USAW AAC membership shall be comprised as follows:

i. Both the USAW USOPC AAC primary representative and alternate representative are automatically members of the USAW AAC and make up two (2) of the allotted positions of the USAW AAC; and

ii. Five (5) 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 (1/2) 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.

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

b. 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.

c. Athlete representatives on the USAW AAC are subject to the USAW Conflicts of Interest Policy and must complete the USAW Conflicts of Interest disclosure processes.

d. Candidates for the USAW AAC must make disclosures regarding any felony convictions and any other period of ineligibility served in sport, such as anti-doping codes, the Athlete Classification Code (Paralympic only), or SafeSport violations, as required by the Nominating and Governance Committee.

Section 10.3 Election/Selection.

a. An individual who wishes to run for election to USAW AAC and to be placed on the ballot shall obtain at least ten (10) signatures of support from individuals entitled to vote in the election.

b. In order to be eligible to vote in an election, an individual must:

i. be an Elite Athlete member of USAW;

ii. have represented the United States as an athlete 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 have competed in USAW's National Championships as an athlete within the two (2) year period prior to December 31 of the year in which the election is held;

iii. 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; and

iv. be a USAW member sixty (60) days prior to the date of the election.

c. The election shall take place after conclusion of the Summer Olympic Games, but prior to January 1 of the year following the Summer Olympic Games.

d. Based upon the following, seven (7) individuals shall be elected/selected to the USAWAAC:

i. Of the candidates meeting the requirements under Section 10.2(a)(ii):

(A) Regardless of gender, the candidate with the highest number of votes in the overall vote total;

(B) After the individual described above, the next two (2) female candidates with the highest number of votes in the overall vote total; and

(C) After the individuals described above, the next two (2) male candidates with the highest number of votes in the overall vote total that have competed for the United States as weightlifting athletes.

ii. The sixth and seventh positions on the USAW AAC shall be filled by USAW's USOPC AAC representative and alternate representative; and

iii. An additional three (3) individuals who meet the National Team Athlete criteria will be elected, based on the candidates with the highest number of votes.

Section 10.4 Tenure.

The term for members of USAW AAC shall be for four (4) years. A member shall remain on USAW AAC 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 AAC member shall serve more than two (2) consecutive terms.

b. When a USAW AAC member is elected to fill a vacancy because of the resignation, removal, incapacity, disability or death of a USAW AAC 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 filed vacancy term, the USAW AAC member may serve 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 the USAW AAC member shall be able to serve two (2) additional consecutive four (4) year terms.

Section 10.6 Chair.

The USAW AAC shall elect from among its members, by majority vote, a USAW AAC Chair. The term of office of the USAW AAC Chair shall be four (4) years. The newly elected USAW AAC Chair shall take office immediately. The USAW AAC Chair shall hold office until their successor is elected and qualified, or until the USAW AAC Chair's earlier resignation, removal, incapacity, disability, or death.

Section 10.7 Procedures.

The USAW AAC may establish such additional procedures for conducting its business and affairs as it deems appropriate. Such procedures shall be published and available on USAW's website.

Section 10.8 Minutes of Meetings.

The USAW AAC shall take minutes of its meetings.

Section 10.9 Compensation.

USAW AAC members shall not receive compensation for their services as USAW AAC members. USAW shall pay for the reasonable expenses of all USAW AAC members to attend USAW AAC meetings.

SECTION 11. USOPC AAC

Section 11.1 Designation.

USAW shall have a representative and an alternate representative to the USOPC AAC f/k/a the USOPC Athletes' Advisory Council.

Section 11.2 Qualifications.

USAW members who meet the criteria for Elite Athletes as of December 31 in the year of the election shall be eligible to run for election to the USOPC AAC. 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 AAC 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 AAC and to be placed on the ballot must provide a written statement of intent and 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 the CEO has received all the nominations and candidates have been approved by the Nominating and Governance Committee, the CEO shall send written or electronic ballots to those that are eligible to vote for the USAW USOPC AAC position with a list of eligible candidates. The individual with the highest vote total is elected as athlete representative to the USOPC AAC. The individual with the highest vote total of the opposite gender is elected as the alternate representative to the USOPC AAC.

Section 11.4 Resignation, Removal, and Vacancies.

a. A USAW USOPC AAC position shall be declared vacant upon the USAW USOPC AAC representative's resignation, removal, incapacity, disability or death. Any USAW USOPC AAC representative may resign at any time by giving written notice to the CEO. Such resignation shall take effect upon receipt by USAW unless the notice specifies a later effective date, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

b. In addition, a USAW USOPC AAC representative or alternate may be removed at any time with or without cause by a majority vote of those eligible to vote for the election of that representative.

c. If a USAW USOPC AAC representative position becomes vacant, the USAW USOPC AAC alternate shall automatically assume the role.

d. If a USAW USOPC AAC alternate position becomes vacant in the first three (3) years of the four (4) year term, then USAW shall hold another election in accordance with Section 11.3. If a USAW USOPC AAC alternate position becomes vacant in the final year of the four (4) year term, the position shall remain vacant.

Section 11.5 Tenure.

The term for all representatives to the USOPC AAC shall be four (4) years. A representative shall remain on the USOPC AAC until the representative's successor is elected and qualified, or until the representative's earlier resignation, removal, incapacity, disability, or death.

Section 11.6 Term Limits.

Term limits shall be as set forth in the USOPC AAC 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 (the "**NGBC**").

Section 12.2 Election/Selection.

The CEO shall be USAW's representative to the NGBC. The Chair of the Board shall be USAW's alternate representative to the NGBC.

SECTION 13. CHIEF EXECUTIVE OFFICER ("CEO")

Section 13.1 Designation.

USAW shall have a CEO. The CEO shall be vested with the authority to make decisions on behalf of USAW. The CEO shall not be a voting Director of the Board but shall attend all Board meetings. The CEO, or the CEO's designee, may also attend USAW Committee meetings, but shall not have a vote. The Board may, by majority vote of those present, exclude the CEO from a meeting or portion thereof. The CEO will not attend portions of a meeting that discuss the CEO.

Section 13.2 Tenure.

The CEO shall be selected by and report to the Board. 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 President and General Secretary.

a. President. The CEO shall serve as President of USAW, unless another individual is appointed by the Board, and in this capacity shall represent USAW in relations with the IWF, PAWF, and other appropriate bodies.

b. General Secretary. The CEO, in their sole discretion, may designate a General Secretary to support USAW's international relations operations.

Section 13.4 Responsibilities.

The CEO shall:

a. develop a strategy for achieving USAW's mission, goals and objectives and present the strategy to the Board for approval;

b. prepare and submit annual budgets to the Board for approval;

c. determine, within USAW's budget, the staff needed to effectively carry out USAW's mission, goals and objectives;

d. oversee the size and compensation of management and staff and the hiring and termination of all members of management and staff;

e. either directly, or by delegation, manage all management functions;

f. be responsible for revenue generation and allocation of resources in accordance with existing USAW commitments;

g. coordinate and be responsible for USAW's international activities;

h. with the Chair of the Board, act as USAW's spokesperson;

i. foster good relations with sponsors, partners, and others;

j. perform all functions as usually pertain to the office of CEO; and

k. undertake such other activities as may be assigned by the Board from time to time.

SECTION 14. POLICIES

Section 14.1 USAW shall have the following policies, among others. Each member of USAW is subject to, and is bound by, such policies:

a. Grievance Policy;

b. Code of Ethics;

c. Conflict of Interest Policy;

d. Athlete Protection and Safe Sport Policies;

e. Whistleblower and Anti-Retaliation Policy.

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 to (a) hold an international athletic competition in the United States; or (b) sponsor United States amateur weightlifting athletes to compete in an international amateur athletic competition held outside the United States.

Section 15.2 Standard for Review.

USAW shall grant the sanction requested by the amateur sports organization or person if USAW, in its sole discretion and as a result of its review of such request for a sanction, (a) does not determine by clear and convincing evidence that holding or sponsoring an international amateur athletic competition would be detrimental to the best interest of USAW and/or the sport of weightlifting, and (b) confirms that the amateur sports organization or person meets the requirements for obtaining such sanction as set forth in Section 15.3 or Section 15.4, as applicable, and the rules, policies, and procedures of USAW.

Section 15.3 Requirements for Holding an International Amateur Athletic Competition in the United States.

An amateur sports organization or person requesting a sanction to hold an international amateur athletic competition in the United States shall comply with the following requirements, and any additional requirements as promulgated by USAW:

a. pay to USAW any required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;

b. submit to USAW an audited or notarized financial report of similar events, if any, conducted by the organization or person; and

c. demonstrate that:

i. appropriate measures have been 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 have been made for validation of records which may be established during the competition;

iii. due regard has been 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 will be provided for athletes who will participate in the competition;

vi. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition; and

vii. the amateur sports organization or person requesting the sanction from USAW will implement and abide by the policies and procedures to prevent the abuse, including emotional, physical, and child abuse, of amateur athletes participating in amateur athletic activities applicable to USAW.

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 amateur weightlifting athletes to compete in international amateur athletic competition held outside the United States shall comply with the following requirements, and any additional requirements as promulgated by USAW:

a. pay to USAW any required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;

b. submit 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

c. submit a letter from the appropriate entity that will hold the international amateur athletic competition certifying that:

i. appropriate measures have been 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 have been made for validation of records which may be established during the competition;

iii. due regard has been 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 will be provided for athletes who will participate in the competition;

vi. proper safety precautions are taken to protect the personal welfare of the athletes and spectators at the competition; and

vii. the amateur sports organization or person requesting the sanction from USAW will implement and abide by the policies and procedures to prevent the abuse, including emotional, physical, and child abuse, of amateur athletes participating in amateur athletic activities applicable to USAW.

SECTION 16. RECORDS OF THE CORPORATION

Section 16.1 Minutes.

USAW shall keep at its principal office as permanent records: (i) minutes of all meetings of the members and of the Board, including a record of votes, (ii) a record of all actions taken by members or the Board without a meeting, and (iii) a record of all waivers of notices of meetings of the members and of the Board.

Section 16.2 Accounting Records.

USAW shall maintain appropriate accounting records.

Section 16.3 Membership List.

USAW, or its agent, shall maintain a record of the members and their membership class 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) its most recent annual financial statement; and (d) its most recent 990 Form filed with the Internal Revenue Service.

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;

c. the minutes of all meetings of the members and of the Board;

d. a list or record containing the names and addresses of all members, the class or classes of membership and the dates when they became holders of record thereof; and

e. 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. Financial Statements. Upon the written request of any member who has been a member of record for at least six (6) months immediately preceding such written request, USAW shall mail or send electronic copies to such member its most recent annual financial statements showing in reasonable detail its assets and liabilities and results of its operations, and any interim balance sheets or profit and loss or financial statements that have been distributed to the members or otherwise made available to the public. USAW shall be allowed reasonable time to prepare such financial statements after such written request is received.

b. Right of Inspection. A member shall be entitled to inspect and copy, during regular business hours at USAW's principal office, the minutes of the proceedings of USAW's members and/or USAW's list of members provided that:

   i. 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;

   ii. the member has been a member of record of USAW for at least six (6) months immediately preceding such written demand;

   iii. the demand is made in good faith and for a proper purpose reasonably related to the member's interest as a member;

   iv. the member describes with reasonable particularity the purpose for the inspection; and

   v. any inspection of the list of members is directly connected with the described purpose.

   vi. Any member seeking to inspect and copy a member list shall, prior to such inspection and copying, execute a signed affidavit in the form as approved by USAW limiting the use of such member list in accordance with Section 16.7(c) of these Bylaws.

c. Limitation on Use of Members List. Without consent of the Board, a member list may not be obtained or used by any person for any purpose unrelated to a member's interest as a member or the business of USAW. Without limiting the generality of the previous sentence, without the consent of the Board, a member 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. A member requesting to inspect a member list shall not have, within five (5) years given, sold or offered for sale any list or record of members of any domestic or foreign corporation or aided or abetted, or attempted or offered to aid or abet, any person in procuring any such list or record of members for any such purpose.

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 to a requesting member, covering the costs of labor and material, for copies of any

documents provided to such member. The charge may not exceed the estimated cost of production and reproduction of the records.

iv. Electronic Copies. USAW may, in its sole discretion, provide electronic copies of any documents in lieu of inspection at its principal office.

v. Litigation. Nothing in these Bylaws shall limit the power of courts to compel the production for examination of the books and records of USAW.

SECTION 17. FIDUCIARY MATTERS

Section 17.1 Indemnification. USAW shall indemnify each Director, Officer, employee, and volunteer of USAW to the fullest extent possible under the N-PCL, and may, in its discretion, purchase insurance insuring its obligations hereunder to otherwise protecting the persons intended to be protected by this Section 17.1. USAW shall have the right, but shall not be obligated, to indemnify any agent of USAW not otherwise covered by this Section 17.1 to the fullest extent permissible under the N-PCL.

Section 17.2 Discharge of Duties.

Each Director Officer shall discharge their 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 17.3 Related Party Transactions.

a. USAW shall not enter into any related party transaction unless the transaction is determined by the Board, or an authorized committee, to be fair, reasonable and in USAW's best interest at the time of such determination.

b. Any Director, Officer, or key person who has an interest in a related party transaction shall disclose in good faith to the Board, or the authorized committee, the material facts concerning such interest.

c. No related party may participate in deliberations or voting relating to a related party transaction in which they have an interest; provided that nothing in this Section 17.3(c) shall prohibit the Board or authorized committee from requesting that a related party present information as background or answer questions concerning a related party transaction at a Board or committee meeting prior to the commencement of deliberations or voting relating thereto.

Section 17.4 Prohibited Loans.

No loans shall be made by USAW to any Director, Officer, or "key person" (as defined in the N-PCL), or to any other corporation, firm, association, or other entity in which one or more of the Directors, Officers, or "key persons" hold a substantial financial interest. Any Director, Officer, or Officer, or "key person" 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 17.5 Reliance on Information, Reports, Etc.

In discharging their duties, a Director, Officer or member of a USAW Committee is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one (1) or more Officers or employees of USAW whom the individual reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, certified public

accountants or other persons as to matters the individual reasonably believes are within the persons' professional or expert competence; or (iii) in the case of a Director, a USAW Committee of which the Director is not a member, as to matters within its jurisdiction, if the Director reasonably believes the committee merits confidence. A Director, Officer, or member of a USAW Committee is not acting in good faith if they have knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 17.5 unwarranted.

SECTION 18. FINANCIAL MATTERS

Section 18.1 Fiscal Year.

The fiscal year of USAW shall commence January 1 and end on December 31 each year.

Section 18.2 Budget.

USAW shall have an annual budget.

Section 18.3 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 18.4 Individual Liability.

Except as discussing in Section 17, 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. MISCELLANEOUS PROVISIONS

Section 19.1 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 19.2 Savings 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. AMENDMENTS AND REVIEW OF BYLAWS

Section 20.1 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, membership category, or membership voting rights are affected.

b. Otherwise, these Bylaws may be amended, repealed, or altered by a vote of two-thirds (2/3) of the entire Board at a validly called meeting of the Board; provided, however, that the

Board is not authorized to amend, repeal, or alter the Bylaws to increase or decrease the number of Directors, change the membership categories, or change membership voting rights, unless such proposal is approved by the members pursuant to Section 20.1(a).

Section 20.2 Proposed Amendments.

A proposal to amend, repeal or alter these Bylaws may be proposed to the members by (i) a vote of two-thirds (2/3) of the Board present at a validly called meeting; or (ii) a petition signed by at least ten percent (10%) of the members entitled to vote on an amendment, repeal or alteration of the Bylaws.