



## USA WEIGHTLIFTING BOARD OF DIRECTOR GUIDELINES

**Policy Owner: USA Weightlifting Board of Directors**

**Effective Date: April 8, 2026**

### LEGAL RESPONSIBILITIES

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National governing bodies are nonprofit organizations. They are tax-exempt under section 501(c)(3) of the Internal Revenue Code, making them subject to the same basic standards as other nonprofits. NGBs, as nonprofits, hold public trust. As a result, NGBs and their board members are subject to strict ethical guidelines and public scrutiny. Board members must meet three well established legal standards of conduct when carrying out board responsibilities. They are:

- **Duty of Obedience** ensures that operations and resources are aligned to fulfill the mission. Programs and services must support the mission. This relates directly to upholding the “public trust.”
- **Duty of Care** requires responsible financial and legal stewardship when making board decisions and taking action.
- **Duty of Loyalty** requires sole commitment to the best interests of the organization. For example, board members cannot “self-deal” or use their board position for personal gain. Complying with the Duty of Loyalty also means that a board member cannot favor the interests of a particular stakeholder group above the overall interests of the NGB. For example, a coach who serves as a board member can and should voice the perspectives of fellow coaches in board discussions. But when voting, that coach must consider all relevant factors, including other constituent voices, and vote for and act on what is best for the entire organization.

### "ONE VOICE" POLICY

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1. Board members embrace open dialogue and diverse perspectives during discussions to promote trust, transparency, and effective governance. However, once a decision is reached, all members respect and uphold it, **presenting a unified position to external**

**audiences.** This commitment ensures that the Board is cohesive, reinforcing confidence in its leadership and decision-making processes.

2. **Discourage Negative Campaigning or Commentary.** Board members refrain from public disputes or negative commentary about colleagues or candidates, resolving differences internally.
3. **Speak for all members.** Board member constituency is all members, not just the individual voting segment. Decisions will be made of twelve diverse viewpoints with the entire organization in mind.

## **ROBERT'S RULES OF ORDER AND MEETING CONDUCT**

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### **1. Compliance with Robert's Rules of Order**

- Board meetings are conducted per Robert's Rules of Order to ensure fairness, efficiency, and the orderly transaction of business.
- The rules provide a structured framework for debate, decision-making, and resolving disputes, fostering a consistent and professional approach to governance.

### **2. Commitment to Courtesy and Respect**

- Directors are expected to treat each other courteously and respectfully during Board meetings, even when opinions differ.
- The Chair is responsible for maintaining decorum and ensuring that discussions remain constructive and aligned with the Board's mission.
- Disruptive behavior, personal attacks, or unprofessional conduct during meetings is prohibited and may result in corrective actions as determined by the Board.

### **3. Board Participation, Dissent, and Abstention**

- Directors are expected to participate actively in Board deliberations and decision-making in accordance with their fiduciary duties of care and loyalty, including expressing dissent when, in their judgment, a proposed action is not in the best interests of the organization.
- Abstention is procedurally permissible under *Robert's Rules of Order Newly Revised*, and nothing in this policy is intended to limit a Director's right to abstain.

- Abstention is generally appropriate only in cases of genuine conflict of interest, legal constraint, or other material limitation on a Director's ability to exercise independent judgment.
- Directors are expected to review materials in advance and to seek clarification or additional information as reasonably necessary to support informed decision-making. Abstention should not be used as a substitute for engagement or preparation.
- Consistent with effective governance practices, abstention should be exercised sparingly. Patterns of abstention may be considered in evaluating Board participation, engagement, and overall governance effectiveness.

## SOCIAL MEDIA AND PUBLIC INTERACTIONS

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**Purpose:** This policy promotes harmony, inclusivity, and a shared purpose by discouraging behaviors that could undermine Board unity.

**Scope:** This applies to all directors when using their professional or personal accounts or any mode of public communication.

### Policy Guidelines:

- **Avoid Liking Divisive Content:** Refrain from liking or endorsing posts, comments, or media perceived as divisive, discriminatory, or harmful to the organization.
- **Focus on Positive Engagement:** Engage with content that fosters community spirit and positive representation of USA Weightlifting (USAW). A good reference point is to consider how the content aligns (or doesn't) with USAW's mission, vision, and core values.
- **Board Member Priority:** A Director is always a Board member first. Any other role or capacity they may hold within the organization is subordinate to their responsibilities as a Board member. This ensures the integrity of their governance role and the organization's public image.

### Reporting and Consequences:

- **Reporting Concerns:** Confidentially, concerns regarding divisive engagement should be reported to the Chair and Vice Chair.
- **Consequences for Violations:** Any violations, as determined by a quorum of Directors and a 75% affirmative vote of the Board, may lead to disciplinary actions, ranging from a

vote of censure noted in minutes to the filing of an Administrative Grievance or an Ethics Complaint.

## **POLICY: BOARD INTERACTION WITH STAFF**

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### **1. Reporting and Communication Protocol**

- **Reporting Concerns:** Board members must report any staff-related concerns to the Board Chair. The Chair communicates these concerns directly to the CEO.
- **Open Communication Channel:** While the Chair facilitates communication, discussions between Board members and the CEO are allowed.

### **2. Operational Role of the CEO**

- **Staff Oversight:** The CEO is solely responsible for directing staff and addressing operational matters as outlined in Section 13 of the Bylaws. The Board evaluates only the CEO, ensuring clear role distinctions.

### **3. CEO-Staff Dynamics**

- While remembering that they are perceived first as Board members, directors may also have regular business dealings with the staff and office as a member of USAW. Board members are expected to follow the same communication channels as other members (ex [usaw@usawweightlifting.org](mailto:usaw@usawweightlifting.org)) and not expect special consideration as a Board member.
- Board members must refrain from engaging in discussions or actions concerning CEO-staff working relationships outside formal evaluation processes or meetings specifically addressing such topics.
- Discussions outside the established processes are considered inappropriate and undermine the governance structure.
- Directors must not discuss the CEO's performance directly with members of the HQ team.
- If HQ team members have concerns regarding the CEO's performance, organizational culture, or other matters, these must be brought directly to the Chair, Vice Chair, or a Board Director who will then bring the item to the Chair.
- Individual Directors should avoid one-on-one discussions with HQ team members about the CEO or any other USAW employee. Such matters should follow appropriate channels to maintain professionalism and organizational integrity.

## GOVERNANCE POLICY DETAILS

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1. **Scope of Delegation:** Day-to-day operational responsibilities, including event execution, program management, member services, and staff management, are delegated to the USAW CEO who then delegates to the staff.
2. **Operational Oversight and Reporting:** The CEO regularly updates operational performance, financial adherence, and key organizational developments at regular intervals.
3. **Director Responsibilities:**
  - Directors actively participate in governance decisions and align with USAW's strategic objectives.
  - Directors must refrain from interfering in operational matters or issuing directives outside established procedures.
  - All Board members are responsible for adhering to the USAW Member Code of Conduct, the USAW Code of Ethics, and the organization's Conflict of Interest reporting requirements.
  - Board members must disclose any conflicts of interest promptly and thoroughly.
  - Board members are expected to act in the best interest of USAW at all times.

## BOARD MEMBER CODE OF CONDUCT VIOLATIONS

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1. **Review Process for Violations**
  - **Administrative Grievance:** Filed against the individual in question.
  - **Ethics Complaint:** Filed against the individual in question.
  - **Public Censure:** Formal reprimand documented in Board minutes.
2. **Appeals:** Decisions may be appealed per USA Weightlifting's Grievance Policy and Process.

## AMENDMENTS

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Policy changes require a 75% affirmative vote of a quorum of Directors at a meeting where notice has been provided under Section 6.16 of the USAW Bylaws applies to regular and special meetings.

**REFERENCE TO USAW BYLAWS**

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For detailed information regarding policies and procedures, please refer to **USAW Bylaws Sections 6 and 7**. These sections provide comprehensive guidance on the relevant topics and should be reviewed for additional context and clarification.

<b>Revision #</b>	<b>Revision Approval Date</b>	<b>Effective Date of Revision</b>	<b>Revision Approver</b>	<b>Description of Revision</b>
v.2	12/16/2024	12/16/2024	Board	Rewrite of policy, replacing version dated Oct 2024.
v.3	04/08/2026	04/20/2026	Board	Amendment to include Abstention policy, replacing version dated 12/16/2024