

BYLAWS OF
USA WEIGHTLIFTING, INC.

September 11, 2008

TABLE OF CONTENTS Page

SECTION 1 NAME AND STATUS

Section 1.1	Name	1
Section 1.2	Non-profit Status	1
Section 1.3	Emblem and Seal	1

SECTION 2. OFFICES

Section 2.1	Business Offices	1
Section 2.2	Registered Office	1

SECTION 3. MISSION

Section 3.1	Mission	2
-------------	---------	---

SECTION 4. RECOGNITION AS NATIONAL GOVERNING BODY

Section 4.1	Recognition as National Governing Body	2
-------------	--	---

SECTION 5. MEMBERS

Section 5.1	Categories and Members	4
Section 5.2	Voting Members	4
Section 5.3	Membership Requirements	5
Section 5.4	Suspension and Termination of Membership	5
Section 5.5	Transfer of Membership	5

SECTION 6. BOARD OF DIRECTORS

Section 6.1	General Powers	5
Section 6.2	Function of the Board	6
Section 6.3	Diversity of Discussion	7
Section 6.4	Qualifications	7
Section 6.5	Number	8
Section 6.6	Election/Selection	8
Section 6.7	Independence	9
Section 6.8	Voting Process	10
Section 6.9	Tenure	10
Section 6.10	Staggered Board	11
Section 6.11	Term Limits	11
Section 6.12	Director Attendance	11
Section 6.13	Director Access to Management and Outside Advisors	12
Section 6.14	Resignation, Removal and Vacancies	12
Section 6.15	Regular and Special Meetings	13

Section 6.16	Notice of Regular and Special Meetings	13
Section 6.17	Quorum	14
Section 6.18	Transacting Business	14
Section 6.19	Voting by Proxy	14
Section 6.20	Presumption of Assent	14
Section 6.21	Action Without a Meeting	14
Section 6.22	Transacting Business by Mail, Electronic Mail, Telephone or Facsimile	14
Section 6.23	Agenda	14
Section 6.24	Questions of Order and Board Meeting Leadership	15
Section 6.25	Effectiveness of Actions	15
Section 6.26	Open and Executive Meeting Sessions	15
Section 6.27	Minutes of Meetings	15
Section 6.28	Compensation	15

SECTION 7. OFFICERS

Section 7.1	Designation	16
Section 7.2	Election/Selection	16
Section 7.3	Tenure	16
Section 7.4	Authority and Duties of Officers	17
Section 7.5	Restrictions	17
Section 7.6	Term Limits	17
Section 7.7	Resignation, Removal and vacancies	17
Section 7.8	Compensation	18

SECTION 8 COMMITTEES

Section 8.1	Designation	18
Section 8.2	Number	19
Section 8.3	Athlete Representation	19
Section 8.4	Tenure	19
Section 8.5	Term Limits	19
Section 8.6	Committee Member Attendance	20
Section 8.7	Resignation, Removal and Vacancies	20
Section 8.8	Procedures	20
Section 8.9	Open and Executive Meeting Sessions	21
Section 8.10	Minutes of Meetings	21
Section 8.11	Compensation	21
Section 8.12	Nominating and Governance Committee	21
Section 8.13	Judicial Committee	23
Section 8.14	Ethics	24
Section 8.15	Audit Committee	24
Section 8.16	Coaching, Education and Program Committee	25
Section 8.17	Competition Committee	25

SECTION 9. ANNUAL USAW ASSEMBLY

Section 9.1	Purpose	26
Section 9.2	Place	26
Section 9.3	Notice	26

SECTION 10. USAW ATHLETES' ADVISORY COUNCIL

Section 10.1	Designation	27
Section 10.2	Qualifications	27
Section 10.3	Election/Selection	27
Section 10.4	Tenure	28
Section 10.5	Term Limits	28
Section 10.6	Chair	28
Section 10.7	Board of Directors	28
Section 10.8	Procedures	29
Section 10.9	Open and Executive Meeting	29
Section 10.10	Minutes of Meetings	29
Section 10.11	Compensation	29
Section 10.12	Grievance	29

SECTION 11. USOC ATHLETES' ADVISORY COUNCIL

Section 11.1	Designation	29
Section 11.2	Qualifications	30
Section 11.3	Election/Selection	30
Section 11.4	Resignation, Removal and Vacancies	30
Section 11.5	Tenure	31
Section 11.6	Term Limits	31
Section 11.7	Grievance	31

SECTION 12. USOC NATIONAL GOVERNING BODIES' COUNCIL

Section 12.1	Designation	31
Section 12.2	Election/Selection	32

SECTION 13. CHIEF EXECUTIVE OFFICER

Section 13.1	Designation	32
Section 13.2	Tenure	32
Section 13.3	Secretary General	32
Section 13.4	Responsibilities	32

SECTION 14. COMPLAINT PROCEDURES

Section 14.1	Designation of Complaints	33
Section 14.2	Manner of Filing	33
Section 14.3	Filing Fee	33
Section 14.4	Statute of Limitations	33
Section 14.5	Field of Play Decisions	34
Section 14.6	Administration	34
Section 14.7	Hearing Panel	34
Section 14.8	Conduct of the Proceeding	34
Section 14.9	Due Process Considerations	35
Section 14.10	Expedited Procedures	36
Section 14.11	Complaints Involving Selection to Participate in a Competition	36
Section 14.12	Decision	36
Section 14.13	Arbitration	36

SECTION 15. SANCTIONING EVENTS

Section 15.1	Prompt Review of Request	36
Section 15.2	Standard for Review	37
Section 15.3	Requirements for Holding an International or National Amateur Athletic Competition in the United States	37
Section 15.4	Requirements for Sponsoring United States Weightlifting Athletes to Compete in an International Athletic Competition Held Outside the United States	38

SECTION 16. RECORDS OF THE CORPORATION

Section 16.1	Minutes	39
Section 16.2	Accounting Records	39
Section 16.3	Membership List	39
Section 16.4	Records in Written Form	39
Section 16.5	Website	39
Section 16.6	Records Maintained at Principle Office	39
Section 16.7	Inspection of Records by Members	40

SECTION 17. CODE OF ETHICS

Section 17.1	Code of Ethics	42
--------------	----------------	----

SECTION 18. FIDUCIARY MATTERS

Section 18.1	Indemnification	42
Section 18.2	Discharge of Duties	42
Section 18.3	Conflicts of Interest	42
Section 18.4	Prohibited Loans	42

SECTION 19. FINANCIAL MATTERS

Section 19.1 Fiscal Year	43
Section 19.2 Budget	43
Section 19.3 Audit	43
Section 19.4 Individual Liability	43
Section 19.5 Irrevocable Dedication and Dissolution	43

SECTION 20. MISCELLANEOUS PROVISIONS

Section 20.1 Severability and Headings	43
Section 20.2 Saving Clause	44

SECTION 21. AMENDMENTS OF BYLAWS

Section 21.1 Amendments	44
Section 21.2 Proposed Amendments	44
Section 21.3 Submission of Proposed Amendments	44
Section 21.4 Effective Date of Amendments	45

SECTION 22. EFFECTIVE DATE AND TRANSITION

Section 22.1 Effective Date and Election/Selection of New Board	45
---	----

SECTION 1. NAME AND STATUS

Section 1.1. Name.

The name of the corporation shall be the U.S.A. Weightlifting, Inc. ("USAW"). USAW may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks, or trademarks as may be appropriate to further its purposes, mission recognition and goals.

Section 1.2. Non-profit Status.

USAW shall be a non-profit corporation incorporated and licensed pursuant to the laws of the State of New York. USAW shall be operated for charitable and educational purposes and it shall also have as its purpose to foster national and international amateur sports competition in the sport of Weightlifting. USAW shall operate consistent with and shall maintain a tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Code.

Section 1.3. Emblem and Seal.

USAW's official emblem and seal shall be in such form as may be approved from time to time by USAW.

SECTION 2. 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 ("Board") may designate or as the affairs of USAW may require from time to time.

Section 2.2. Registered Office.

The registered office of USAW required by the New York Non-Profit Statute ("Nonprofit Statute") shall be maintained in Colorado. The registered office may be changed from time to time by the Board or, to the extent permitted by the Nonprofit Statute, by the registered agent of USAW. The registered office may be, but need not be, the same as the principal office.

SECTION 3. MISSION

Section 3.1. Mission.

The Mission of USAW shall be to enable United States athletes to achieve sustained competitive excellence in Olympic competition and to promote and grow the sport of weightlifting in the United States.

SECTION 4. RECOGNITION AS NATIONAL GOVERNING BODY

Section 4.1. Recognition as a National Governing Body.

USAW shall attempt to maintain recognition by the United States Olympic Committee ("USOC") 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 ("Act") and as mandated by the United States Olympic Committee as such requirements are promulgated or revised from time to time. In fulfilling those requirements USAW shall:

- a. be a member of the International Weightlifting Federation ("IWF"), which is recognized by the International Olympic Committee ("IOC") as the worldwide governing body for the sport of Weightlifting;
- b. be autonomous in the governance of the sports of weightlifting by independently determining and controlling all matters central to such governance, by not delegating any of that determination or control, and by being free from outside restraint;
- c. maintain the managerial and financial competence and capability to establish national goals for Weightlifting relating to the development and well-being of the sport, to implement and administer a plan for the attainment of those goals, and to execute its obligations as the NGB for the sport of weightlifting;
- d. provide for individual and organizational membership;
- e. ensure that its Board and any other governance body has established criteria and election procedures; maintains among its voting members, individuals who are actively engaged in amateur athletic competition in weightlifting or who have represented the United States in an international amateur athletic competition in weightlifting within the preceding ten (10) years; and ensures that the membership and voting power held by those individuals is not less than twenty (20) percent of the membership and voting power held on its Board;
- f. provide for reasonable direct representation on its Board for any amateur sports organization which, in the sport of Weightlifting, conducts on a level of proficiency appropriate for selection of amateur athletes to represent the United States in international amateur athletic competition, a national program, or regular national amateur athletic competition, and ensure that representation reflects the nature, scope, quality, and strength of the programs and competitions of that amateur sports organization in relation to all other of those programs and competitions in the sport of Weightlifting in the United States;

- g. be governed by a Board, whose members are selected without regard to race, color, religion, national origin, or sex, with reasonable representation on the Board of both males and females;
- h. provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in Weightlifting competitions without discrimination on the basis of race, color, religion, age, sex, or national origin;
- i. not have an officer who is also an officer of another amateur sports organization that is recognized by the USOC as an NGB;
- j. provide procedures for the prompt and equitable resolution of grievances of its members;
- k. provide fair notice and an opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator, or official before declaring such individual ineligible to participate;
- l. agree to submit to binding arbitration in any controversy involving: (i) its recognition as an NGB; or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition in weightlifting, upon demand of the USOC or any aggrieved amateur athlete, coach, trainer, manager, administrator, or official, conducted in accordance with the Commercial Rules of the American Arbitration Association or as modified pursuant to the Act;
- m. not have eligibility criteria relating to amateur status or to participation in the Olympic Games that is more restrictive than those of the IWF; and
- n. perform all other obligations and duties imposed by the Act and by the USOC on an NGB.

SECTION 5. MEMBERS

Section 5.1. Categories of Membership.

USAW shall have individual and organization membership categories as follows:

- a. Athlete Members. Those eligible for USAW membership in this category shall be any individual who registers with USAW and is a competitive athlete eligible to compete in weightlifting events.
- b. Technical Members. Those eligible for USAW membership in this category shall be any individual who is a coach, administrator, manager, technical delegate, official or referee. Any coach interested in being in this category must have achieved at least a level three coaching certification from USAW.
- c. Sustaining Members. Those eligible for USAW membership in this category shall be any individual who supports the sport of weightlifting through a contribution to USAW, as determined by the Board, which qualifies him or her to a lifetime membership in USAW.
- d. Olympic Members. Those eligible for USAW membership in this category shall be any individual who has won a Summer Olympic Games medal(s) for the United States in the sport of weightlifting. Such persons shall be granted a lifetime membership in USAW without the requirement to pay dues.
- e. General Members. Those eligible for USAW membership in this category shall be any individual who wishes to support the activities of USAW by paying the membership fee for general members, as determined by the Board, and who does not qualify for membership in any other USAW membership category.
- f. Organizational Grassroots Membership. Any club, whether national or local, is eligible for this category if it registers and agrees to be bound by the rules and regulations of USAW.

Section 5.2. Voting Members.

The following membership groups shall have the following voting privileges:

- a. Athlete member, Technical member, Olympic Member and General Member. The aforementioned membership categories should have one vote per person. The Grassroots members shall have voting privileges of one vote per Club/Organization.
- b. All members shall have voting privileges on amendments to the Bylaws where required by the New York Nonprofit Statute, these Bylaws, or otherwise determined by the Board; and all members shall have voting privileges on

amendments to the certificate of incorporation. In order 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; and must be a member of USAW, with fully paid dues, sixty (60) days prior to the date of an election. For purposes of clarification, any individual who is a member of more than one (1) membership category shall designate the membership category in which he or she shall vote.

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 in a USAW election.

Section 5.3. Membership requirements and Dues.

Membership in USAW is a privilege and creates with it certain obligations and duties. The Board may establish such membership requirements and dues as the Board shall deem necessary or appropriate. Further, the Board may establish, as the Board deems necessary or appropriate, such rules and procedures for the manner and method of payment of dues, the collection of delinquent dues and the proration or refund of dues. No privilege of membership shall be available until all membership requirements are satisfied and all dues are paid in full.

Section 5.4. Suspension and Termination of Membership.

The membership of any member may be terminated at any time with or without cause by the Board. A member shall have the right to a hearing prior to termination. A member may only resign if the member has paid all dues then payable.

Section 5.5. 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 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, its board.

Formatted: No underline

Section 6.2. Function of the Board.

The Board shall represent (a) the membership interests of the weightlifting community for USAW in the United States and (b) weightlifting athletes by providing USAW with policy, guidance and strategic direction. The Board shall oversee the management of

USAW and its affairs, but it does not manage USAW. The Board shall select a well-qualified and ethical Chief Executive Officer ("CEO") and diligently oversee the CEO in the operation of USAW. The Board shall focus on long-term objectives and impacts rather than on day-to-day management, empowering the CEO to manage a staff-driven organization with effective Board oversight. The paramount duty of the Board shall be to select a well-qualified and ethical CEO and to diligently oversee the CEO in the operation of USAW. In addition, the Board performs the following specific functions, among others:

- a. implements procedures to orient new Board directors, to educate all directors on the business and governance affairs of USAW, and to evaluate Board performance;
- b. selects, compensates, and evaluates the CEO and plans for management succession;
- c. reviews and approves USAW's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
- d. sets policy and provides guidance and strategic direction to management on significant issues facing USAW;
- e. reviews and approves significant corporate actions;
- f. oversees the financial reporting process, communications with stakeholders, and USAW's legal and regulatory compliance program;
- g. oversees effective corporate governance;
- h. approves capital structure, financial strategies, borrowing commitments, and long range financial planning;
- i. reviews and approves financial statements, annual reports, audit and control policies, and, upon the recommendation of the Audit Committee, selects independent auditors;
- j. monitors to determine whether USAW's assets are being properly protected;
- k. monitors USAW's compliance with laws and regulations and the performance of its broader responsibilities; and
- l. ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis.

Formatted: Right: -0.31"

Section 6.3. Diversity of Discussion.

The Board shall be sensitive to the desirability of diversity at all levels of USAW, including among the membership of the Board and among its athletes. USAW's Board shall develop and implement a policy of diversity at all levels, supported by meaningful efforts to accomplish diversity. USAW's Board shall develop norms that favor open discussion and favor the presentation of different views.

Section 6.4. Qualifications.

Each director of the Board must be a citizen of the United States and eighteen (18) years of age or older. However, a director need not be a resident of the state of New York. A director shall (a) have the highest personal and professional integrity, (b) have demonstrated exceptional ability and judgment, and (c) be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of USAW.

Directors shall possess the highest personal values, judgment and integrity, understanding of athletic competition and the Olympic ideals, and have diverse experience in the key business, financial, and other challenges that face USAW. Directors shall have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, and sport. At least one (1) of the independent directors, who shall also serve on the Audit Committee, shall have financial expertise.

No employee of USAW may be a member of the Board.

Upon election to the Board, USAW directors shall resign from any other leadership position they may have with USAW including but not limited to national or international team coaching or staff positions. Throughout the duration of a director's term no director is permitted to apply for any of the aforementioned positions without first resigning from the Board.

Prior to serving as a USAW director, if not already a member, an individual must become a member of USAW.

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.

Section 6.5. Number.

The Board shall consist of eleven (11) total directors: two (2) Athletes, two (2) technical members, two (2) grassroots members, two (2) at-large, two (2) independents and USAW's member of the Executive Committee of the IWF. The director that is on the IWF Executive Committee is not to have voting privileges but serves as an advisor and interface between the USAW and IWF. At no one time may there be more than three (3)

coaches serving on the Board regardless of their membership classification. For purposes of this Section “coach” is defined as any member who is a level three coach or higher

Section 6.6. Election/Selection.

USAW’s Board shall be elected/selected as follows:

a. The initial Board shall be elected by a majority vote of the members of the initial Nominating and Governance Committee from among current members, two (2) members who meet the definition of Technical Members, two (2) members who meet the definition of Grassroots Directors from among the officers of current clubs, two (2) members who can be from any membership category. However, in no event may more than three (3) of the six (6) members in the aforementioned group be level 3 or above coaches. The Nominating and Governance Committee shall also elect by a majority vote two Board members who meet the definition of Independent Directors. None of the aforementioned eight (8) Directors may have served on the USAW Board of Directors in the past three (3) quadrenia.

The Athlete Directors – Two (2) shall be elected using the method described in Section 6.6 b. i.

b. Subsequent USAW Boards shall be elected/selected as follows; except that because of the staggered terms of the directors, only five (5) director seats shall be available to be filled at any one time:

- i. Athlete Directors. Two (2) Athlete Directors on the Board shall be elected using the following method. Among the athlete members that are classified as USOC Elite Athletes as that criteria is defined by the USOC will hold an open election for its Elite Athletes to elect one (1) Elite Athlete to serve in one (1) of the Athlete Director positions. The other Athlete Director shall be USAW’s representative to the USOC Athletes’ Advisory Council, elected pursuant to Section 11.3. of these Bylaws. If for some reason USAW’s representative to the USOC Athletes’ Advisory Council is unable or unwilling to serve, then USAW’s alternate representative to the USOC Athletes’ Advisory Council, also elected pursuant to Section 11.3 of these Bylaws, shall serve as an Athlete Director to the Board.
- ii. Technical Director. The Nominating and Governance Committee shall solicit an unlimited number of nominations of individuals from the Technical membership group who meet the definition of Technical members; have obtained at least ten (10) signatures of support from the current technical membership category; in order for a coach to be nominated for Technical director he/she must be at least a level three (3) coach as that term is defined by the USAW; and wish to serve on

the Board as a Technical Director. From the nominated Technical members, the Nominating and Governance Committee shall then consider and select at least three (3) individuals who shall then stand for election as a Technical Director on the Board. All current USAW Technical members, shall then each have the right to one (1) vote, which they may use to vote for one (1) of the nominated individuals, and to serve as their Technical Director on the Board. The individuals with the two (2) highest vote totals shall be elected as the Technical Directors to the Board.

- iii. Grassroots Director. The Nominating and Governance Committee shall solicit an unlimited number of nominations of individuals from the Grassroots membership category who meet the definition of Club Organization members and wish to serve on the Board as a Grassroots Director. From those nominated, the Nominating and Governance Committee shall then consider and select at least three (3) individuals who shall then stand for election as a Grassroots Director on the Board. Any coach wishing to run for this director position cannot be higher than a level two (2) coach as that term is defined by the USAW. All current Grassroots members, shall then each have the right to one (1) vote, which they may use to vote for one (1) of the nominated Grassroots members to serve as their Grassroots Director on the Board. The individual with the highest vote total shall be elected as the First Grassroots Directors to the Board. All current Grassroots Members shall also each have the right to a number of votes determined by the number of members of the organization 60 days prior to the day of the election as follows: a) up to 9 members – one (1) vote, b) from 10 to 24 members – two (2) votes, and c) 25 or more members – three (3) votes, which these organizations may use to vote for a second Grassroots Director of the Board. The individual with the highest number of votes shall be elected second Grassroots Member of the Board. In the event the same nominee should receive the highest number of votes as both the first and second Grassroots Director, that person will become the First Grassroots Director and the individual with the second highest number of votes for the second Grassroots Director position shall be elected as the second Grassroots Director to the Board.
- iv. Independent Directors. Using whatever process the Nominating and Governance Committee determines to be appropriate, the Nominating and Governance Committee shall select two (2) Board directors from among individuals considered to be independent, as that term is defined in Section 6.7 of these Bylaws.
- v. At-large Directors. The Nominating and Governance Committee shall collect the nominations of any interested individuals with at least ten

(10) recommendations from other members. The entire membership will then vote for one (1) at-large director. The Nominating and Governance Committee will then select the second at-large director from the same list of nominees presented to the entire membership. At no time may the At-Large Directors consist of more than one Coach as that term is defined in this Section.

Section 6.7. Independence.

The Nominating and Governance Committee shall affirmatively make a determination as to the independence of each Independent Director. Under the definition of "independence" as provided in these Bylaws, an "Independent Director" shall be determined to have no material relationship with USAW, either directly or through an organization that has a material relationship with USAW. A relationship is "material," if in the judgment of the Nominating and Governance Committee, it would interfere with the director's independent judgment.

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

- a. the director was employed by or held any governance position (whether a paid or volunteer position) with USAW, the IWF, any international regional sport entity of USAW, or any sport family entity of USAW;
- b. an immediate family member of the Director was employed by or held any governance position (whether a paid or volunteer position) with USAW, the IWF, any regional sport entity of USAW or any sport family entity of Weightlifting;
- c. the Director was affiliated with or employed by USAW's outside auditor or outside counsel;
- d. an immediate family member of the Director was affiliated with or employed by USAW's outside auditor or outside counsel as a partner, principal or manager;
- e. the Director was a member of USAW's Athletes' Advisory Council or any constituent group with representation on the Board;
- f. the Director receives any compensation from USAW, directly or indirectly;
- g. the Director is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USAW;
- h. the Director was a member of USAW and was involved in an active role or identified with any constituent group, or the Director has had a business interest or was employed in a position significantly involved in the sport of Weightlifting.

Where the guidelines above do not address a particular relationship, the determination of whether the relationship is material, and whether a director is independent, shall be made by the Nominating and Governance Committee.

Section 6.8. Voting Process.

Unless selected by the Nominating and Governance Committee, the CEO shall send written or electronic ballots to the appropriate members, so that they may vote for their particular director.

Section 6.9. Tenure.

Except as provided in Section 6.10 of these Bylaws, the term of office for a Director of the Board shall be four (4) years. A director shall hold office until the director's successor is elected and qualified, or until the director's earlier resignation, removal, incapacity, disability or death.

Section 6.10. Staggered Board.

Directors of the Board shall serve staggered terms. To accomplish this, Director seats shall be divided into two classes. The first class shall consist of one (1) Athlete Director, one (1) Technical director, one (1) Organizational Grassroots director, one (1) At-large Director and one (1) Independent Director. The second class shall consist of one (1) Athlete Director, one (1) Technical Director, one (1) Organizational Grassroots Director, one (1) At-large Director and one (1) Independent Director. For the first Board seated under these bylaws, the terms of office of the Directors of the first class shall expire on December 31, 2010. The term of office of the directors of the second class shall expire on December 31, 2012. Thereafter, the terms of office for both the first class and the second class shall be for four (4) years. The Nominating and Governance Committee shall designate prior to election/selection of the first Board seated under these bylaws, whether an individual seeking to be a director is in the first class or the second class, except that one of the athlete directors in the first class shall be USAW's representative to the USOC Athletes' Advisory Council.

Section 6.11. Term Limits.

No director of the Board shall serve more than two (2) terms unless elected as Chair. In the case of being elected Chair one may serve a maximum of three (3) terms. However, a director elected as Chair may still only serve a maximum of two (2) terms as Chair. For the initial Board, regardless of whether the director's term of office expires on December 31, 2010, or December 31, 2012, their time of service shall constitute a full four (4) year term. Thus, all of the directors on the initial Board are eligible to serve only one (1) additional four (4) year term following their initial term. The serving of two (2) terms includes any service as a director regardless of which category said director may be selected/elected.

When a director is elected/selected to fill a vacancy because of the resignation, removal, incapacity, disability or death of a director, and the remaining term is two or more years, such term shall constitute a full term. Thus, if the vacancy being filled is for two (2) or more years, following completion of the filled vacancy term, the director may serve only one (1) additional four (4) year term. If the vacancy being filled is for less than two (2) years, the term shall not be a full term and, following completion of the filled vacancy term, the director shall be able to serve two (2) additional four (4) year terms.

Section 6.12. Director Attendance.

Directors of the Board shall be expected to attend in person all regularly scheduled Board meetings, though for exigent circumstances a director may participate in a meeting by telephone. Directors shall be required to attend no less than one half (1/2) of all regularly scheduled Board face to face meetings in person during any twelve- (12) month period. Should a Board director attend less than one half (1/2) of all regularly scheduled face to face Board meetings in person, Section 6.14 of these Bylaws outlines what steps may be taken against the director.

Section 6.13. Director Access to Management and Outside Advisors.

Upon the decision of the Board, USAW's senior management team shall attend Board meetings. All Board director contact with members of USAW's management team, other than the Chief Executive Officer ("CEO"), outside of Board meetings shall be directed to the CEO, though this requirement is not intended to curtail the ability of the auditor or legal counsel to advise the Board (as opposed to individual Board directors) directly of appropriate matters.

Section 6.14. Resignation, Removal and Vacancies.

A director's position on the Board shall be declared vacant upon the director's resignation, removal, incapacity, disability or death. Any director may resign at any time by giving written notice to the Chair of the Board, except the Chair of the Board's resignation shall be given to the CEO. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

If a director fails to attend in person more than one half (1/2) of the regular meetings of the Board during any twelve (12) month period, unless such director is able to demonstrate to the other directors of the Board that the presence of exigent circumstances caused and excused their absences, such director of the Board shall be removed by the Board. In such circumstances, the absent director may be removed by the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent director).

At any duly noticed meeting of the Board, a director may also be removed for cause after being provided an opportunity to be heard by the Board and upon the affirmative vote of

at least two thirds (2/3) of the total voting power of the Board (excluding the voting power of the director in question). Unless such voting is part of a violation of the USAW's Code of Ethics, no director shall be subject to removal or to not being re-nominated based on how they vote as a director.

Any vacancy occurring in the Board shall be filled as set forth for the election of that director in Section 6.6 of these Bylaws. Also, a director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.

Section 6.15. Regular and Special Meetings.

At least two (2) times per year, the Board shall meet and hold regularly scheduled meetings, one of which shall be held in conjunction with a USAW Annual Assembly, as outlined in Section 9 of these Bylaws.

Special meetings of the Board may be called by the Chairman of the Board, and must also be called when requested in writing by one-third (1/3) or more of the members of the Board.

Section 6.16. Notice of Regular and Special Meetings.

Notice of each regular meeting or special meeting of the Board shall be given to each director of the Board by the Corporate Secretary and shall state the date, time and place of the meeting for which the meeting is called. Notice may be given either in writing or orally. Written notice may be delivered either personally, by mail, by private carrier, by facsimile or by electronic transmission. Such notice shall be delivered to the director's business or residential address (or to such other address provided by the director for such purpose) to the director's facsimile telephone number or to the director's email address. Written notice shall be delivered no fewer than five (5) days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail. If delivered by private carrier, such notice is deemed delivered upon deposit with the carrier. If transmitted by facsimile or electronic transmission such notice shall be deemed to be given when the transmission is complete. Oral notice may be delivered either personally or telephonically. Such notice shall be delivered to the director (or to such other individual provided by the director for such purpose). Oral notice shall be delivered no fewer than two (2) days before the date of the meeting. Oral notice is effective when communicated. The method of notice need not be the same as to each director.

The personal attendance of directors at meetings of the Board is encouraged; however, if a meeting of the Board is called on less than ten (10) days notice, any member of the Board may participate in the meeting of the Board by conference telephone or similar communications equipment, as long as the conference telephone or communication equipment allows all persons participating in the meeting to hear each other at the same time.

A director may waive notice of any meeting before, at, or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6.17. Quorum.

A quorum for the transaction of business at a meeting of the Board shall exist if, either in person or by teleconference, more than half of the members of the Board are present, or if by mail, electronic-mail or facsimile if more than half of the members respond.

Section 6.18. Transacting Business.

At the start of any meeting of the Board, there must at least be a quorum for any business to be transacted.

Section 6.19. Voting by Proxy.

No director may vote or act by proxy at any meeting of directors.

Section 6.20. Presumption of Assent.

Unless a director's dissent is entered in the minutes of the meeting or a director files a written dissent to action with the individual acting as the Corporate Secretary of the Board before the adjournment of a meeting or forwards such dissent by registered mail to the Corporate Secretary of the Board immediately after the adjournment of a meeting, a director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 6.21. Action Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if each and every member of the Board or committee in writing either: (a) votes for such action; (b) votes against such action; or (c) abstains from voting. Each director who delivers a writing described in this Section 6.21 to the corporation shall be deemed to have waived the right to demand that action not be taken without a meeting.

Section 6.22. Transacting Business by Mail, Electronic Mail, Telephone or Facsimile.

If in the judgment of the Chair of the Board the urgency of the case requires such action, the Board shall have the power to transact its business by mail, electronic-mail, telephone, or facsimile.

Section 6.23. Agenda.

The Chair of the Board, in consultation with the CEO and the Chairs of the Board's committees, shall determine the agenda for all Board meetings. Board directors shall be permitted to request items for inclusion on the agenda for Board meetings.

Section 6.24. Questions of Order and Board Meeting Leadership.

Unless otherwise provided in advance by the Board, questions of order shall be decided by the Chair of the Board. The Chair of the Board shall lead meetings of the Board. If the Chair of the Board is absent from any meeting of the Board, then the Chair of the Board shall designate in writing and in advance one (1) other member of the Board to preside. If the Chair of the Board is unable to make or has not made such a designation, the Board may choose another member of the Board to serve as presiding officer for that meeting.

Section 6.25. Effectiveness of Actions.

Actions taken at a meeting of the Board shall become effective immediately following the adjournment of the meeting, except as otherwise provided in these Bylaws or when a definite effective date is recited in the record of the action taken.

Section 6.26. Open and Executive Meeting Sessions.

Ordinarily, all meetings of the Board shall be open to members, and where appropriate, nonmembers. However, in the event the Chair of the Board, with the consent of a majority of the directors of the Board in attendance, deems it appropriate: (a) to exclude non-members at an open meeting for any reason, then the Chair of the Board may declare that the meeting is closed; or (b) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the Chair of the Board may specifically designate and call an executive session.

Section 6.27. Minutes of Meetings.

The minutes of all meetings of the Board shall be published on USAW's website. Every reasonable effort will be made to publish the minutes within thirty (30) days after completion of the meeting.

Section 6.28. Compensation.

Directors of the Board shall not receive compensation for their services as directors, although the reasonable expenses of directors may be paid or reimbursed in accordance with USAW's policies. Directors are disqualified from receiving compensation for

services rendered to or for the benefit of USAW (except active athletes may receive athlete support payments).

SECTION 7. OFFICERS

Section 7.1. Designation.

The only officers of USAW shall be a Chair of the Board, a Corporate Secretary, and if needed, an Assistant Corporate Secretary.

Section 7.2. Election/Selection.

The Chair of the Board shall be elected from among the directors of the Board by majority vote. The election shall be held at the first meeting of the Board on odd numbered years.

The CEO shall select a Corporate Secretary, and if needed an Assistant Corporate Secretary. The Corporate Secretary and Assistant Corporate Secretary, if any, shall be an employee of USAW. The Corporate Secretary and Assistant Corporate Secretary, if any, shall be approved by the Board.

Section 7.3. Tenure.

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.

The term of office of the Corporate Secretary, shall be unlimited. The Corporate Secretary shall hold office until his or her employment with USAW ends; when the CEO designates a different individual to serve as Corporate Secretary; or until the Corporate Secretary's earlier resignation, removal by the CEO, incapacity, disability or death. The Assistant Corporate Secretary, if any, shall hold office until his or her employment with USAW ends, when the CEO selects a different individual to serve as Assistant Corporate Secretary or until the Assistant Corporate Secretary's earlier resignation, removal by the CEO, incapacity, disability or death. In any circumstance in which the CEO has not designated an employee to serve as Corporate Secretary, the Board may select a director of the Board or another individual employed by USAW to serve as Corporate Secretary.

Section 7.4. Authority and Duties of Officers.

The officers of USAW shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law:

a. Chair of the Board. The Chair of the Board shall (a) set all meeting and meeting agendas, (b) preside at all meetings of the Board, (c) see that all Board commitments, resolutions and oversight are carried into effect, and (d) exercise such powers and perform such other duties as from time to time may be assigned by the Board.

b. Corporate Secretary. The Corporate Secretary shall: (a) keep the minutes of the proceedings of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be the custodian of the corporate records; (d) perform all duties incident to the office of Corporate Secretary; and (e) perform such other duties as, from time to time, may be assigned to the Corporate Secretary by the CEO or by the Board.

c. Assistant Corporate Secretary. An Assistant Corporate Secretary General, if any, shall have the same duties and powers as the Corporate Secretary. The Assistant Corporate Secretary, if any, shall not be a director of the Board and shall not have a vote on the Board.

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 USOC as an NGB.

Section 7.6. Term Limits.

No individual shall serve as Chair of the Board for more than two (2) terms during an eight (8) year period.

When a director is elected to fill a vacancy in the Chair of the Board because of the previous Chair of the Board's resignation, removal, incapacity, disability or death, and the remaining term is for more than one (1) year, such term shall constitute a full term and the director filling the previous Chair of the Board's vacancy, following the completion of the vacancy being filled, shall be able to serve only one (1) additional two (2) year term. If the vacancy being filled is the Chair of the Board and is for less than one (1) year, the term shall not be a full term and the director filling the previous Chair of the Board's vacancy, following completion of the filled vacancy term, shall be able to serve two (2) additional two (2) year terms.

Section 7.7. Resignation, Removal and Vacancies.

An officer's position with USAW may be declared vacant upon the officer's resignation, removal, incapacity, disability or death. The Chair of the Board may resign at any time by giving written notice to the Board. The Corporate Secretary or Assistant Corporate Secretary, if any, may resign at any time by giving written notice to the CEO. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

The Chair of the Board may be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the director in question). The Chair of the Board may also be removed without cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question). However, should the Chair of the Board be removed from his or her position as Chair of the Board, then he or she may remain a director on the Board.

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

Any vacancy occurring in the Chair of the Board shall be filled by majority vote by the Board. If the vacancy also results in the Chair of the Board no longer being a director, then the Board may elect a new Chair immediately, or wait until the vacant director position is filled before electing a new Chair. A Chair of Board elected to fill a vacancy shall be elected for the unexpired term of such Chair's predecessor in office.

A vacancy in the office of Corporate Secretary, or Assistant Corporate Secretary, if any, shall be filled by the CEO. Any individual selected to fill a vacancy in the office of Corporate Secretary, or Assistant Corporate Secretary, if any, shall be approved by the Board.

Section 7.8. Compensation.

The Chair of the Board shall not receive compensation for his or her service as Chair of the Board, although the reasonable expenses of the Chair of the Board may be paid or reimbursed in accordance with USAW's policies. The Chair of the Board is disqualified from receiving compensation for services rendered to or for the benefit of USAW (except active athletes may receive athlete support payments).

SECTION 8. COMMITTEES

Section 8.1. Designation.

There shall be no Executive Committee or other committee(s) with management authority delegated by the Board. Similarly, there shall be no entity or individuals who have overlapping or superior authority to the Board, such as a "super-board" (commonly

called a governing council or general assembly). This requirement, however, is not intended to detract from the ability of the members or some parts thereof to nominate individuals to serve on the Board.

USAW shall have the following seven (7) Standing Committees: (1) Nominating and Governance Committee; (2) Judicial Committee; (3) Compensation and Evaluation Committee; (4) Ethics Committee; (5) Audit Committee; (6) Coaching, Education and Programs Committee; & (7) Competition Committee.

The Board or CEO may appoint such advisory task forces or committees as the Board or CEO believe appropriate, and shall define narrowly the mission and deliverables of such task forces or committees. The decision to appoint or not appoint and to terminate such a task force or committee shall be exclusively the Board's or the CEO's.

Section 8.2. Number.

Membership on standing committees, other committees, and task forces shall not exceed five (5) individuals. At no time may any individual who is a team staff member or applying for a team staff position eligible for a position on any of USAW's standing committees.

Section 8.3. Athlete Representation.

So as to comply with the Act and the USOC Bylaws, all committees and task forces shall have at least twenty (20) percent athlete membership and voting representation.

Section 8.4. Tenure.

The term for all standing and other committee members shall be two (2) years. A committee member shall remain on the committee until the committee member's successor is appointed, or until the committee member's earlier resignation, removal, incapacity, disability or death.

The term for all task force members shall be until their assignment is concluded, but in any event shall not exceed a period of two (2) years.

Section 8.5. Term Limits.

No committee member shall serve for more than three (3) consecutive terms.

Any time on any committee or task force shall constitute a full term. For example, should a committee member serve less than two years on a committee, such committee member would be eligible to serve only two (2) additional two (2) year terms immediately following his or her initial term.

Section 8.6. Committee Member Attendance.

Committee and task force members are expected to attend in person all regularly scheduled committee and task force meetings of which they are a member. Each committee or task force member must attend a minimum of at least one half (1/2) of the committee or task force meetings of which they are a member during any twelve (12)-month period.

Section 8.7. Resignation, Removal and Vacancies.

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

Unless a committee or task force member is able to demonstrate to the directors of the Board, or to the CEO, if appointed by the CEO, that the presence of exigent circumstances caused and excused his or her absences, committee or task force members may be removed by the Board, or the CEO, if appointed by the CEO, if they fail to attend in person more than one half (1/2) of the regular committee or task force meetings during any twelve (12)-month period. In such circumstances, the absent committee or task force member shall be removed upon the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent committee member in question, if also a director), or upon the determination of the CEO, if appointed by the CEO. Committee members may also be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the committee member in question, if also a director), or upon the determination of the CEO, if appointed by the CEO. Committee members may also be removed without cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question, if also a director), or upon the determination of the CEO, if appointed by the CEO.

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

Section 8.8. Procedures.

Each committee and task force shall establish procedures for conducting its business and affairs. Such procedures shall be published and made available on the USAW's website.

Section 8.9. Open and Executive Meeting Sessions.

Ordinarily, all committee and task force meetings shall be open to members, and where appropriate, non-members. However, in the event the committee or task force chair, with the consent of a majority of the committee or task force members in attendance, deems it appropriate to exclude non-members at an open meeting for any reason, then the chair may (a) declare that the meeting is closed; or (b) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the chair may specifically designate and call an executive session.

Section 8.10. Minutes of Meetings.

Each committee and task force shall take and maintain minutes of its meetings.

Section 8.11. Compensation.

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

Section 8.12. Nominating and Governance Committee.

The Nominating and Governance Committee shall be elected/selected and have the responsibilities as follows:

a. The initial Nominating and Governance Committee shall consist of the following five (5) individuals: two (2) individuals appointed by the USOC, one (1) Elite Athlete, as that term is defined by the USOC, elected by members that are classified as Elite Athletes. And two (2) current members of the USAW who are not a current members of the Board selected by the current Board of Governors.

The current three (3) USAW members of the current Governance and Reform Committee shall comprise both the initial Nominating and Governance Committee and the Management and Governance Committee (as referenced in Section 22.1) of the USAW immediately upon the adoption of the new bylaws. In the event one or more of the aforementioned members are unable to serve, they will be replaced by the same constituency that elected them.

b. Each subsequent Nominating and Governance Committees 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. one (1) individual who is independent as that term is defined in these bylaws and who is selected by the previous Nominating and Governance Committee;

iii. one (1) elite athlete as elected by the athlete members of USAW and who shall otherwise qualify as an elite athlete in accordance with the USOC' s standards;

iv. one (1) individual who shall be selected from the other appropriate USAW membership groups who is selected by the previous Nominating and Governance Committee;

v. one (1) individual who shall be selected by and from the Board that is leaving the Board, either because he or she is no longer eligible to serve as a director of the Board or because he or she has declared his or her intent not to seek a subsequent Board seat. However, if no individual meets this qualification, then this position on the Nominating and Governance Committee shall remain unfilled until someone meets this qualification.

c. The members of the Nominating and Governance Committee shall serve for terms of four (4) years or less. An individual shall not serve on the Nominating and Governance Committee for more than two (2) consecutive terms.

d. No individual shall be eligible to be a member of the Nominating and Governance Committee if that individual is a current director, except as allowed in Section 8.12(b)(5) of these Bylaws. No individual who serves on the Nominating and Governance Committee may serve or be eligible to serve on the Board. Members of the Nominating and Governance Committee shall be precluded from serving as a Board director or in any other USAW capacity, whether governance or on staff, for a period of two (2) years after their service on the Nominating and Governance Committee ends, except as allowed in Section 8.12(b)(5) of these Bylaws.

e. 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. recommend as requested by the Board, individuals to serve on various committees and task forces;

- iv. consult with the Ethics Committee with respect to vetting all nominations for potential conflicts of interest or other problematic background issues;
- v. develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its committees and task forces; and
- vi. select all nominees to be put forward for positions on the IWF Executive Committee, Medical Committee, Scientific and Research Committee and Technical Committee.
- vii. perform such other duties as assigned by the Board.

f. In considering a candidate for nomination to the Board, the Nominating and Governance Committee takes into consideration:

- i. the candidate's contribution to the effective functioning of USAW;
- ii. any potential or impending change in the candidate's principal area of responsibility with his or her company or in his or her employment;
- iii. whether the candidate continues to bring relevant experience to the Board;
- iv. whether the candidate has the ability to attend meetings and fully participate in the activities of the Board;
- v. the candidate's reputation for personal integrity and commitment to ethical conduct;
- vi. the NGB's need for a diverse Board; and
- vii. whether the candidate has developed any relationships with another organization or a business interest related to the sports of weightlifting, or other circumstances have arisen that might make it inappropriate for the director to serve or to continue serving on the Board.

Section 8.13. Judicial Committee.

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

- a. The Board shall appoint the members of the Judicial Committee and its chair. Members of the Judicial Committee shall satisfy the standards of independence for "independent directors" as set forth in these Bylaws. No director of the Board shall be appointed to the Judicial Committee.

b. The Judicial Committee shall:

- i. generally administer and oversee all administrative grievances and right to compete matters filed with USAW;
- ii. identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels;
- iii. hear and render a decision, or appoint a panel to hear and render a decision, on grievances and disciplinary matters;
- iv. and perform such other duties as assigned by the Board.

Section 8.14 Ethics Committee.

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

a. The Board shall appoint the members of the Ethics Committee and its chair. Members of the Ethics Committee shall satisfy the standards of independence for "independent directors" as set forth in these Bylaws. No director of the Board shall be appointed to the Ethics Committee.

b. The Ethics Committee shall:

- i. report to the Board on all ethical issues;
- ii. develop, and review on an annual basis, a Code of Ethics, described in Section 17 of these Bylaws, for adoption by the Board that is applicable to all USAW employees, members, officials, and volunteers;
- iii. oversee implementation of, and compliance with, the Code of Ethics;
- iv. generally administer and oversee compliance with the Code of Ethics;
- v. review and investigate matters of ethical impropriety and make recommendations on such matters to the Board;
- vi. review and provide guidance on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and USAW members; and
- vii. perform such other duties as assigned by the Board.

Section 8.15 Audit Committee.

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

a. The Board shall appoint the members of the Audit Committee and its chair, all of whom shall be directors of the Board. An independent director of the Board with financial experience shall be on the Audit Committee.

b. The Audit Committee shall:

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

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

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

Section 8.16 Coaching, Education and Program Committee.

a. The Coaching, Education and Program Committee will recommend, assist in developing and maintaining materials and standards to assist in the advancement of weightlifting. The Coaching, Education and Program Committee is strictly advisory and serves at the request of USAW's Board and Staff.

b. The Coaching, Education and Program Committee will be elected as follows:

i. The Athlete membership will elect one (1) Elite Athlete as that term is defined by the USOC to serve on the committee.

ii. The remaining four positions on this Committee will be elected by USAW's entire voting membership which each member will select one (1) regional or higher level coach to serve on this Committee. The only individuals eligible for these four (4) positions are regional level or higher coaches.

Section 8.17 Competition Committee.

a. The Competition Committee will assist, in an advisory capacity only, in the selection of coaches and referees and in the selection of the location for national championships. The Competition Committee is strictly advisory and serves at the request of USAW's Board and Staff.

b. The Competition Committee will be elected as follows:

- i. The Athlete membership will elect one (1) elite athlete as that term is defined by the USOC to serve on the committee.
- ii. The remaining four (4) positions on this Committee will be elected by the entire voting membership of the USAW.

SECTION 9. ANNUAL USAW ASSEMBLY

Section 9.1. Purpose.

There shall be an annual USAW Assembly ("Annual Assembly") at which all individual and organization members and other USAW constituencies in the United States Weightlifting family shall gather and provide input to the Board on important issues confronting the organization. The CEO and office staff will be responsible for planning and determining the location of said assembly. At the Annual Assembly, the Board shall provide a report on the "State of USAW." The CEO shall provide a managerial report addressing issues of concern and importance to USAW. Individual and organization members and other constituencies may be permitted to pose questions to the Board and CEO for response. The Annual Assembly shall be purely advisory and shall have no rulemaking, budgetary, legislative, or other authority, except as provided by the New York Non-Profit Statute or by Section 5.2 of these Bylaws. The Board shall determine the agenda of the annual USAW Assembly.

Section 9.2. Place.

The Annual Assembly shall be held in conjunction with a Board meeting. The Board meeting shall take place after the Annual Assembly. If practicable, the Annual Assembly meeting shall also be held in conjunction with a major USAW competition, but in no event, may the Annual Assembly be held more than six (6) months after the close of the USAW's fiscal year.

Section 9.3. Notice.

The Corporate Secretary of USAW shall mail a notice of the Annual Assembly, together with a proposed agenda thereof, and with a request for suggested additional agenda items, to all members of USAW at the addresses that appear for them on the records of USAW not less than thirty (30) nor more than sixty (60) days prior to the scheduled date of the Annual Assembly.

Notice of the date, place and time of the Annual Assembly shall be prominently posted on USAW's web-site at the time of the mailing, and may also be announced to the membership by electronic mail, where available.

The record date for determining the USAW's members for purposes of all actions to be taken at the Annual Assembly shall be fifteen (15) days before the date of the Annual Assembly, or such other date fixed by the Board, provided, however, the record date set by the Board may not be more than fifty (50) days, or less than ten (10) days, before any date designated by the Board for the Annual Assembly.

SECTION 10. USAW ATHLETES' ADVISORY COUNCIL

Section 10.1. Designation.

USAW shall have an Athletes' Advisory Council consisting of seven individuals.

Section 10.2. Qualifications.

Those individuals (a) who have represented the United States as athletes in the Olympic Games, World Championships or other major international competitions in the sport of Weightlifting within the ten (10) year period prior to December 31 of the year in which the election is held, or (b) who have competed in and finished in the top half of USAW's National Championships as athletes within the two (2) year period prior to December 31 of the year in which the election is held, shall be eligible to run for election to USAW's Athletes' Advisory Council. Additionally, in order to be eligible to run for election, an individual must be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held.

Section 10.3. Election/Selection.

Seven (7) individuals shall be elected to USAW's Athletes' Advisory Council as follows. An individual who wishes to run for election to USAW's Athletes' Advisory Council and to be placed on the ballot shall obtain at least ten (10) signatures of support from individuals entitled to vote in the election. Those individuals: (a) who have represented the United States as athletes in the Olympic Games, World Championships or other major international competitions in the sport of weightlifting within the ten (10) year period prior to December 31 of the year in which the election is held, or (b) who have competed in USAW's National Championships as athletes within the two (2) year period prior to December 31 of the year in which the election is held shall be eligible to vote in the election. Additionally, in order to be eligible to vote in an election, an individual must be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held. Further, an individual must be a member of USAW sixty (60) days prior to the date of the election (record date) in order to be eligible to vote in the election. The election shall take place after conclusion of the Olympic Games, but prior to January 1 of the year following the Olympic Games.

Based upon the following, seven (7) individuals shall be elected to USAW's Athletes' Advisory Council by the Athlete members of USAW:

- a. Regardless of gender, the highest individual in the overall vote total;
- b. After the individual described in Section 10.3(a) of these Bylaws, the next two (2) highest female and the next two (2) highest male individuals in the overall vote total that have competed for the United States of America as Weightlifting athletes;
- c. And the sixth and seventh position on the Athletes' Advisory Council shall be filed by USAW's representative and alternate representative to the USOC Athletes' Advisory Council elected pursuant to Section 11.3 of these Bylaws.

Section 10.4. Tenure.

The term for members of USAW's Athletes' Advisory Council shall be for four (4) years. A member shall remain on USAW's Athletes' Advisory Council until the member's successor is elected and qualified, or until the member's earlier resignation, removal, incapacity, disability or death.

Section 10.5. Term Limits.

No USAW Athletes' Advisory Council member shall serve more than two (2) consecutive terms.

When a USAW Athletes' Advisory Council member is elected to fill a vacancy because of the resignation, removal, incapacity, disability or death of a USAW Athletes' Advisory Council member, and the remaining term is for two (2) or more years, such term shall constitute a full term. Thus, if the vacancy being filled is for two (2) or more years, following completion of the filled vacancy term, the USAW Athletes' Advisory Council member may serve one additional four (4) year term. If the vacancy being filled is for less than two (2) years, the term shall not be a full term and the USAW Athletes' Advisory Council member shall be able to serve two (2) additional four (4) year terms.

Section 10.6. Chair.

The Athletes' Advisory Council shall elect from among its members, by majority vote, a USAW Athlete's Advisory Chair. The term of office of the USAW Athletes' Advisory Council Chair shall be four years. The newly elected USAW Athletes' Advisory Chair shall take office immediately. The USAW Athletes' Advisory Council Chair shall hold office until his or her successor is elected and qualified, or until the USAW Athletes' Advisory Council Chair's earlier resignation, removal, incapacity, disability or death. However, unless removed by the Athlete membership group from USAW Athletes' Advisory Council, should the Chair of USAW Athletes' Advisory Council resign, he or she may remain a member of the USAW Athletes' Advisory Council.

Section 10.7. Board of Directors.

The USAW Athletes' Advisory Council shall elect from among its seven (7) members, by majority vote, an individual who shall be an athlete director on the Board.

Section 10.8. Procedures.

The USAW Athletes' Advisory Council shall establish procedures for conducting its business and affairs. Such procedures shall be published and available on USAW's website.

Section 10.9. Open and Executive Meeting Sessions.

Ordinarily, all USAW Athletes' Advisory Council meetings shall be open to members, and where appropriate, non-members. However, in the event the USAW Athletes' Advisory Council Chair, with the consent of a majority of the USAW Athletes' Advisory Council members in attendance, deems it appropriate to (a) exclude non-members at an open meeting for any reason, then the USAW Athletes' Advisory Council Chair may declare that the meeting is closed; or (b) convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matters, then the USAW Athletes' Advisory Chair may specifically designate and call an executive session.

Section 10.10. Minutes of Meetings

The USAW Athletes Advisory Council shall take minutes of its meetings.

Section 10.11. Compensation.

USAW Athletes' Advisory Council members shall not receive compensation for their services as USAW Athletes' Advisory Council members. USAW shall pay for the reasonable expenses of all members of the USAW Athletes' Advisory Council to attend USAW Athletes' Advisory Council meetings. In addition, USAW shall pay for the reasonable expenses of the two athlete Board directors to attend USAW Board meetings.

Section 10.12. Grievance.

Should an athlete wish to file a grievance related to Section 10 of these Bylaws, the grievance shall be resolved within the procedures of Section 14 of these Bylaws.

SECTION 11. USOC ATHLETES' ADVISORY COUNCIL

Section 11.1. Designation.

USAW shall have a representative and an alternate representative to the USOC Athletes' Advisory Council.

Section 11.2. Qualifications.

Those individuals who have represented the United States as athletes in the Olympic Games, World Championships, or other Operation Gold events within the ten (10) year period prior to December 31 of the year in which the election is held shall be eligible to run for election to the USOC Athletes' Advisory Council. Additionally, in order to be eligible to run for election, an individual must be a citizen of the United States, eighteen (18) years of age or older by December 31 of the year in which the election is held, and must not be a paid employee of USAW or the USOC.

Section 11.3. Election/Selection.

The election for the USAW USOC Athletes' Advisory Council position shall take place after conclusion of the Summer Olympic Games, but prior to January 1 of the year following the Summer Olympic Games.

An individual who wishes to run for election for the USOC Athletes' Advisory Council and to be placed on the ballot must obtain at least ten (10) 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 ten (10) 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.

After an individual has received ten (10) nominations, mailed the signatures of those that nominated the individual to the CEO, and the CEO has verified the authenticity and eligibility of those that nominated the individual, then the CEO shall place the individual on the ballot for election to the USOC Athletes' Advisory Council.

After the CEO has received all the nominations, he or she shall send written or electronic ballots to those that are eligible to vote for the USAW USOC Athletes' Advisory Council position. The individual with the highest vote total is elected as athlete representative to the USOC Athletes' Advisory Council. The individual with the highest vote total of the opposite gender (as is required by the USOC Athletes' Advisory Council) is elected as the alternate representative to the USOC Athletes' Advisory Council. Unless allowed by the USOC Athletes' Advisory Council, the process between nomination and election to the USOC Athletes' Advisory Council shall take no longer than four (4) months.

Section 11.4. Resignation, Removal, and Vacancies.

A USAW USOC Athletes' Advisory Council position shall be declared vacant upon the USAW USOC Athletes' Advisory Council person's resignation, removal, incapacity, disability or death. Any USAW USOC Athletes' Advisory Council person may resign at any time by giving written notice to the CEO. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

In addition, a USAW USOC Athletes' Advisory Council member or alternate may be removed at anytime with or without cause by a majority vote of those that voted the USAW USOC Athletes' Advisory Council member or alternate to the USOC Athletes' Advisory Council.

Section 11.5. Tenure.

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

When a USOC Athletes' Advisory Council representative is elected to fill a vacancy because of the resignation, removal, incapacity, disability or death of the USOC Athletes' Advisory Council representative, and the remaining term is two (2) or more years, such term shall constitute a full term. Thus, if the vacancy being filled is for two (2) or more years, following completion of the filled vacancy term, the USOC Athletes' Advisory Council representative may serve only one (1) additional four (4) year term. If the vacancy being filled is for less than two (2) years, the term shall not be a full term and, following completion of the filled vacancy term, the USOC Athletes' Advisory representative shall be able to serve two (2) additional four (4) year terms.

Section 11.6. Term Limits.

No representative to the USOC Athletes' Advisory Council shall serve for more than two (2) consecutive terms. There is no term limit restriction for the position of alternate representative.

Section 11.7. Grievance.

Should an athlete wish to file a grievance related to Section 11 of these Bylaws, the grievance shall be resolved within the procedures of Section 14 of these Bylaws.

SECTION 12. USOC NATIONAL GOVERNING BODIES' COUNCIL

Section 12.1. Designation.

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

Section 12.2. Election/Selection.

The CEO shall be USAW's representative to the USOC National Governing Bodies' Council. The Chair of the Board shall be USAW's alternate representative to the USOC National Governing Bodies' Council.

SECTION 13. CHIEF EXECUTIVE OFFICER (CEO)

Section 13.1. Designation.

USAW shall have a CEO, who shall be the leader of management and vested with the authority to make decisions on behalf of management.

Section 13.2. Tenure.

The CEO shall be employed by the Board for whatever term the Board deems appropriate. The CEO may be removed by the Board at any time, with or without cause, but removal shall not affect the contract rights, if any, of the CEO. If the CEO has a contract of employment with USAW, the contract shall provide that the CEO's employment may be terminated by the Board with or without cause.

Section 13.3. Secretary General.

The CEO shall serve as Secretary General of USAW and in this capacity shall represent USAW in relations with the IWF.

Section 13.4. Responsibilities.

The CEO shall:

- a. Be a non-voting member of the Board;
- b. develop a strategy for achieving USAW's mission, goals and objectives and present the strategy to the Board for approval;
- c. prepare and submit quadrennial and annual budgets to the Board for approval;
- d. determine, within USAW's budget, the staff needed to effectively carry out USAW's mission, goals and objectives;
- e. oversee the hiring and termination of all staff;
- f. either directly or by delegation manage all staff functions;

- g. be responsible for resource generation and allocation of resources;
- h. coordinate USAW's international activities;
- i. with the Chair of the Board, act as USAW's spokesperson; and
- j. perform all functions as usually pertain to the office of CEO.

SECTION 14. COMPLAINT PROCEDURES

Section 14.1. Designation of Complaints.

The following kinds of complaints may be filed with USAW:

- a. Administrative Grievance. USAW or any member of USAW may file a complaint pertaining to any matter within the cognizance of USAW, including but not limited to any alleged violation of or grievance concerning (i) any USAW rule or regulation, (ii) any provision of USAW's Bylaws, or (iii) any provision of the Act relating to USAW's recognition as an NGB;
- b. Right to Compete. Any athlete, coach, trainer, manager, administrator or official may file a complaint pertaining to any alleged denial, or alleged threat to deny, of that individual's opportunity to compete in a USAW sanctioned competition.

Section 14.2. Manner of Filing.

The complainant shall file the complaint with the Judicial Committee. The complaint shall set forth in clear and concise language, preferably in numbered paragraphs: (a) the alleged violation, grievance, denial or threat to deny, and (b) the remedy requested. The complainant shall sign the complaint.

Section 14.3. Filing Fee.

A complaint filed by an individual shall be accompanied by a two-hundred and fifty (\$250.00) dollar filing fee. A complaint filed by an organization shall be accompanied by a five-hundred (\$500.00) dollar filing fee, except that USAW is not required to pay a filing fee. The complainant may request that the filing fee be reduced or waived for reasons of significant financial hardship. If such request is made, the Judicial Committee shall determine whether or not to reduce or waive the filing fee.

Section 14.4. Statute of Limitations.

A complaint filed under these Bylaws shall be filed within one hundred and eighty (180) days of the occurrence of the alleged violation, grievance, denial or threat to deny.

Section 14.5. Field of Play Decisions.

The final decision of the jury during a competition regarding a field of play decision (a matter set forth in the rules of the competition to be within the discretion of the referee) shall not be reviewable through the procedures for, or the subject of, Administrative Grievances or Right to Compete Complaints unless the decision is (a) outside the authority of the official to make; or (b) the product of fraud, corruption, partiality or other misconduct of the referee. For purposes of this Section, the term "official" shall include any individual with discretion to make field of play decisions.

Section 14.6 Administration.

The Judicial Committee shall generally administer and oversee all Administrative Grievances and Right to Compete matters filed with USAW. The Judicial Committee shall be responsible to ensure that all complaints are heard in a timely, fair and impartial manner. The Judicial Committee may promulgate procedures in addition to those set forth in these Bylaws for the effective administration of complaints filed with USAW.

Section 14.7 Hearing Panel.

Upon the filing of a complaint, the chair of the Judicial Committee, after consultation with the other Judicial Committee members, shall appoint a Hearing Panel consisting of three (3) individuals to hear the complaint. The Judicial Committee shall also appoint a Hearing Panel Chair. Judicial Committee members may be appointed to and serve on the Hearing Panel. Other disinterested individuals identified by the Judicial Committee may also be appointed to and serve on the Hearing Panel. At least one (1) member of the Hearing Panel shall be an athlete. Members of the Hearing Panel need not be members of USAW or involved in the sport of weightlifting.

Section 14.8. Conduct of the Proceeding

The Hearing Panel shall rule on all motions and other matters raised in the proceeding. If the complaint is not dismissed, the Hearing Panel shall hold a hearing on the complaint. The Hearing Panel shall set such timelines and other rules regarding the proceeding and the conduct of the hearing as it deems necessary. The hearing shall be informal, except that testimony shall be taken under oath.

If necessary or convenient to the parties, the hearing may be conducted by teleconference. Each party shall have the right to appear personally or through a legal representative. All parties shall be given a reasonable opportunity to present and examine evidence, cross-examine witnesses and to present argument. Members of the hearing panel shall have the right to question witnesses or the parties to the proceeding at any time.

Any party may have a record made of the hearing. A court reporter may be present at the hearing at the request of a party. The court reporter shall be paid for by the party requesting the court reporter, or if mutually agreed, the cost may be equally divided. Any transcript shall be paid for by the party requesting the transcript.

Section 14.9. Due Process Considerations.

In any hearing conducted pursuant to these Bylaws, the parties shall be provided with the following:

- a. notice of the charges or alleged violations, with specificity and in writing, and possible consequences if the charges are found to be true;
- b. reasonable time between receipt of the notice of charges and the hearing with respect to the charges, within which to prepare a defense;
- c. notice of the identity of adverse witnesses provided in advance of the hearing;
- d. the right to have the hearing conducted at such a time and place so as to make it practicable for the person charged to attend;
- e. a hearing before a disinterested and impartial body of fact finders;
- f. the right to be assisted in the presentation of one's case at a hearing, including the assistance of legal counsel, if desired; however all fees shall be paid by the party seeking assistance of legal counsel;
- g. the right to present oral and written evidence and argument;
- h. the right to call witnesses to testify at the hearing, including the right to have individuals under the control of an adverse party attend; and to confront and cross-examine such individuals;
- i. the right to have a record (i.e., transcript) made of the hearing (In this regard, the reporter shall be paid for by the party requesting the reporter; and a copy of any transcript shall be provided to the other party upon payment of half of the cost. Any transcript ordered by a party shall be made available to the Hearing Panel upon request of the Hearing Panel);
- j. the burden of proof shall be on the proponent of the charge, which burden shall be at least a "preponderance of the evidence" unless an applicable rule of law provides for a higher burden of proof;
- k. a written decision, with reasons therefore, based solely on the evidence of record, handed down in a timely fashion; and

l. written notice of appeal procedures, if the decision is adverse to the person charged, and the prompt and fair adjudication of any appeal.

Section 14.10. Expedited Procedures.

Upon the request of a party, and provided that it is necessary to expedite the proceeding in order to resolve a matter relating to a competition that is so scheduled that compliance with regular procedures would not be likely to produce a sufficiently early decision to do justice to the affected parties, the Judicial Committee is authorized to order that the complaint be heard and decided within forty-eight (48) hours of the filing of the complaint. In such a case, the Hearing Panel is authorized to hear and decide the complaint pursuant to such procedures as are necessary, but fair to the parties involved.

Section 14.11. Complaints Involving Selection to Participate in a Competition.

Where a complaint is filed involving selection of an individual to participate in a competition, the complainant shall include with the complaint a list of all other individuals, together with their contact information, that may be adversely affected by a decision rendered on the complaint. The Hearing Panel shall determine which additional individuals must receive notice of the complaint. The complainant shall then be responsible for providing appropriate notice to these individuals. Any individual so notified then shall have the option to participate in the proceeding as a party. If an individual is notified of the complaint, then that individual shall be bound by the decision of the Hearing Panel, even if the individual chose not to participate as a party.

Section 14.12. Decision.

A decision shall be determined by a majority of the Hearing Panel. The Hearing Panel's decision shall be in writing and distributed to the parties.

Section 14.13. Arbitration.

Per the Act and the USOC Bylaws, certain parties subject to these Bylaws may bring a grievance to the American Arbitration Association.

SECTION 15. SANCTIONING EVENTS

Section 15.1. Prompt Review of Request.

USAW shall promptly review every request submitted by an amateur sports organization or person for a sanction and make a determination on such request to (a) hold an international or national amateur athletic competition in the United States; or (b) to sponsor United States Weightlifting athletes to compete in an international athletic competition held outside the United States.

Section 15.2. Standard for Review.

If USAW, as a result of its review (a) does not determine by clear and convincing evidence that holding or sponsoring an international or national amateur athletic competition would be detrimental to the best interest of USAW, and (b) confirms that the amateur sports organization or person meets the requirements for obtaining a sanction as set forth in these Bylaws, then USAW shall grant the sanction requested by the amateur sports organization or person.

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

An amateur sports organization or person requesting a sanction to hold an international or national amateur athletic competition in the United States shall comply with the following requirements:

- a. submits, in the form required by USAW, an application to hold such competition;
- b. pays to USAW the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c. submits to USAW an audited or notarized financial report of similar events, if any, conducted by the organization or person; and
- d. demonstrates that:
 - i. appropriate measures are taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
 - ii. appropriate provisions are made for validation of records which may be established during the competition;
 - iii. due regard is given to any international amateur athletic requirements specifically applicable to the competition;
 - iv. the competition is conducted by qualified officials;
 - v. proper medical supervision is provided for athletes who will participate in the competition; and
 - vi. proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

Section 15.4. Requirements for Sponsoring United States Weightlifting Athletes to Compete in an International Athletic Competition Held Outside the United States.

An amateur sports organization or person requesting a sanction to sponsor United States Weightlifting athletes to compete in an international athletic competition held outside the United States shall comply with the following requirements:

- a. submits, in the form required by USAW, an application to hold such competition;
- b. pays to USAW the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c. submits a report of the most recent trip to a foreign country, if any, that the amateur sports organization or person sponsored for the purpose of having United States amateur athletes compete in international amateur athletic competition, and
- d. submits a letter from the appropriate entity that will hold the international amateur athletic competition certifying that:
 - i. appropriate measures are taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
 - ii. appropriate provisions are made for validation of records which may be established during the competition;
 - iii. due regard is given to any international amateur athletic requirements specifically applicable to the competition;
 - iv. the competition will be conducted by qualified officials;
 - v. proper medical supervision is provided for athletes who will participate in the competition; and
 - vi. proper safety precautions are taken to protect the personal welfare of the athletes and spectators at the competition.

SECTION 16. RECORDS OF THE CORPORATION

Section 16.1. Minutes.

USAW shall keep as permanent records, minutes of all meetings of the members and the Board, a record of all actions taken by the Board without a meeting, and a record of all waivers of notices of meetings of the Board.

Section 16.2. Accounting Records.

USAW shall maintain appropriate accounting records.

Section 16.3. Membership List.

USAW shall maintain a record of the members in a form that permits preparation of a list of the names and addresses of the members in alphabetical order by class.

Section 16.4. Records In Written Form.

USAW shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 16.5. Website.

USAW shall maintain a website for the dissemination of information to its members. USAW shall publish on its website (a) its Bylaws; (b) its rules, and regulations; (c) a procedure for communicating with the Audit Committee Chair, regarding accounting, internal accounting controls, or audit-related matters; (d) its most recent annual financial statement; and (e) its most recent 990 Form filed with the Internal Revenue Service. So as to facilitate the ability of interested parties to communicate their concerns or questions, USAW shall publish on its website a mailing address and an electronic mail address for communications directly with the Board.

Section 16.6. Records Maintained at Principal Office.

USAW shall keep a copy of each of the following records at its principal office:

- a. the articles of incorporation;
- b. these Bylaws that govern the conduct of USAW, USAW' s Board, Committees, and members;
- c. rules and regulations that govern the technical conduct of Weightlifting events in the United States as USAW' s Board and CEO determine is appropriate in their sole discretion;
- d. the minutes of all meetings of the Board, and records of all action taken by the Board without a meeting, for the past three (3) years;
- e. all written communications within the past three (3) years to the members;

f a list of the names and business or home addresses of the current directors and officers;

g. a copy of the most recent corporate report delivered to the XYZ secretary of state;

h. all financial statements prepared for periods ending during the last three (3) years;

i. the application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and

j. all other documents or records required to be maintained by USAW at its principal office under applicable law or regulation.

Section 16.7. Inspection of Records by Members.

The following rights and restrictions shall apply to the inspection of records by members:

a. Records Maintained at Principal Office. Provided that the member gives USAW written demand at least five (5) business days before the date on which the member wishes to inspect and copy such records, a member shall be entitled to inspect and copy, during regular business hours at USAW' s principal office, any of the records of USAW described in Section 16.6 of these Bylaws.

b. Financial Statements. Upon the written request of any member, USAW shall mail to such member its most recent annual financial statements showing in reasonable detail its assets and liabilities and results of its operations.

c. Membership List.

i. Preparation of Membership Voting List. After determining the members entitled to vote in an election USAW shall prepare, by class, an alphabetical list of the names of all members who are entitled to vote. The list shall show for each member entitled to vote that member's name and address.

ii. Right of Inspection. A member shall be entitled to inspect and copy, during regular business hours at USAW' s principal office, a list of members who are entitled to vote in an election, provided that (A) the member has been a member for at least three (3) months immediately preceding the demand to inspect or copy, (B) the demand is made in good faith and for a proper purpose reasonably related to the member's interest as a member, (C) the member gives USAW written demand at least five (5) business days before the date on which the member wishes to inspect and copy such voting list, (D) the member describes with reasonable

particularity the purpose for the inspection, and (E) the inspection of the list of members is directly connected with the described purpose. Any member seeking to inspect and copy a membership list shall, prior to such inspection and copying, execute a signed agreement in the form as approved by USAW limiting the use of such list in accordance with Section 16.7(c)(iii) of these Bylaws.

iii. Limitation on Use of Membership Voting List. Without consent of the Board a membership voting list may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of the previous sentence, without the consent of the Board a membership voting list shall not be (A) used to solicit money or property; (B) used for any commercial purpose; or (C) sold to or purchased by any person.

d. Scope of Members' Inspection Rights.

i. Agent or Attorney. The member's duly authorized agent or attorney has the same inspection and copying rights as the member.

ii. Right to Copy. The right to copy records under these Bylaws includes, if reasonable, the right to receive copies made by photographic, xerographic, electronic or other means.

iii. Reasonable Charge for Copies. USAW may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to a member. The charge may not exceed the estimated cost of production and reproduction of the records.

iv. Litigation. Nothing in these Bylaws shall limit the right of a member to inspect records to the same extent as any other litigant if the member is in litigation with USAW, or the power of a court to compel the production of corporate records for examination.

SECTION 17. CODE OF ETHICS

Section 17.1. Code of Ethics.

USAW shall adopt a Code of Ethics applicable to all USAW employees, members, officials, and volunteers. The Code of Ethics shall be approved by the Board. Each NGB

employee, member, official, and volunteer shall annually certify compliance with the Code of Ethics.

SECTION 18. FIDUCIARY MATTERS

Section 18.1. Indemnification.

USAW shall defend, indemnify and hold harmless each director of the Board and each officer from and against all claims, charges and expenses which he or she incurs as a result of any action or lawsuit brought against such director or officer arising out of the latter's performance of his or her duties with USAW, unless such claims, charges and expenses were caused by fraud or willful misconduct on the part of said officer or director.

Section 18.2. Discharge of Duties.

Each director of the Board and officer shall discharge his or her duties (a) in good faith; (b) with the care an ordinarily prudent individual in a like position would exercise under similar circumstances; and (c) in a manner the director or officer reasonably believes to be in the best interests of USAW.

Section 18.3. Conflicts of Interest.

If any director of the Board, officer, committee or task force member has a financial interest in any contract or transaction involving USAW; has an interest adverse to USAW's business affairs; or has any other business interest in the sport of Weightlifting and that individual is in a position to influence a determination with regard to the contract, transaction, business affair, or business interest, such individual shall (a) disclose the conflict of interest; (b) not participate in the evaluation of the contract, transaction, business affair, or decision that affects the business interest; and (c) not vote on the contract, transaction, business affair, or decision that affects the business interest.

Section 18.4. Prohibited Loans.

No loans shall be made by USAW to the Chair of the Board, to any director of the Board, to any committee or task force member, or to any USAW employee. Any Chair of the Board, director, committee or task force member or USAW employee, who assents to or participates in the making of any such loan, shall be liable to USAW for the amount of such loan until it is repaid.

SECTION 19. FINANCIAL MATTERS

Section 19.1. Fiscal Year.

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

Section 19.2. Budget.

USAW shall have an annual budget.

Section 19.3. Audit.

Each year USAW shall have an annual audit of its books and accounts prepared by an independent certified public accountant as recommended by the Audit Committee. The Audit Committee shall provide the auditors report to the Board upon completion.

Section 19.4. Individual Liability.

No individual director of the Board or officer shall be personally liable in respect of any debt or other obligation incurred in the name of USAW pursuant to the authority granted directly or indirectly by the Board.

Section 19.5. Irrevocable Dedication and Dissolution.

The property of USAW is irrevocably dedicated to charitable purposes, and no part of the net income or assets of USAW shall inure to the benefit of private persons. Upon the dissolution or winding up of USAW, its assets remaining after payment, or provision for payment of all debts and liabilities of USAW, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended.

SECTION 20. MISCELLANEOUS PROVISIONS

Section 20.1. Severability and Headings.

The invalidity of any provision of these Bylaws shall not affect the other provisions in these Bylaws, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 20.2. Saving Clause.

Failure of literal or complete compliance with any provision of these Bylaws in respect of dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the directors of the Board do not cause substantial injury to the rights of the directors, shall not invalidate the actions or proceedings of the directors at any meeting.

SECTION 21. AMENDMENTS OF BYLAWS

Section 21.1. Amendments.

Any amendment or repeal of these Bylaws that increases or decreases the number of directors, changes the membership categories, or changes membership voting rights, may only be voted on and approved by the members of the membership category or categories whose number of directors, category, or voting rights are affected.

Otherwise, these Bylaws may only be amended, repealed, or substituted at any duly-noticed meeting of the Board or at a special meeting of the Board, at which a quorum is present, upon the affirmative vote of at least two-thirds (2/3) of the members of the Board entitled to vote.

Section 21.2. Proposed Amendments.

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

Section 21.3. Submission of Proposed Amendments.

All proposed amendments shall be submitted to the CEO, in writing, at least sixty (60) days before any Board meeting at which the proposed amendment is proposed to be considered and acted on by the Board, or at least one hundred-twenty (120) days before any meeting of members at which a proposed Bylaw amendment is proposed to be considered and acted on by the members. Upon receipt of a proposed amendment, the CEO shall promptly refer it to the USAW Counselor for review and recommendation to the Board both as to form and substance.

Written notice of any proposed amendment to be acted upon by the Board shall be given by the CEO by first class mail to the Board, not less than twenty (20) days before the date of the Board meeting at which the Bylaw amendment is to be considered; and written notice of any proposed amendment to be acted upon by the members shall be given by the CEO by first class mail to all members not less than forty-five (45) days before the meeting of members at which the Bylaws are to be considered and voted upon, together with the recommendation of the Board as to each specific amendment, and an explanation of each proposed amendments and reasons therefore. In addition, where proposed amendments are to be acted on by the members, the proposed amendments and the recommendations of the Board, shall also be posted on the USAW website, and transmitted by electronic mail to all members for whom the USAW has an electronic mail address, at the time that the notice of proposed amendments, and explanations, are mailed to members.

Except for amendments to these Bylaws proposed and distributed in accordance with the procedures set forth in Section 21 of these Bylaws, no other amendment shall be considered by the Board; nor shall any proposed amendment to an amendment be considered, unless the same merely goes to the form and not the substance thereof.

Section 21.4. Effective Date of Amendments.

Unless the proposal specifies that the amendment shall be effective immediately upon passage or at such later date, as may be specified in a proposal, amendments to Bylaws shall be effective as of the close of the meeting at which they are adopted,.

SECTION 22. EFFECTIVE DATE AND TRANSITION

Section 22.1. Effective Date and Election/Selection of New Board.

These Bylaws shall be effective when adopted by the current USAW membership. Immediately upon adoption, the Nominating and Governance Committee shall initiate the process to have a new Board elected/selected pursuant to these Bylaws. Until such time as the new Board is seated, the USAW Management and Governance Committee shall serve as the Board with full authority to conduct all affairs of USAW as set forth in these Bylaws.