

USA Masters Weightlifting, Inc. By-Laws

Adopted September 10, 2023
Amended October 16, 2023

TABLE OF CONTENTS

ARTICLE I	GENERAL
ARTICLE II	MISSION STATEMENT
ARTICLE III	OBJECTIVES
ARTICLE IV	AFFILIATION
ARTICLE V	CORPORATE OFFICE
ARTICLE VI	MEMBERSHIP
ARTICLE VII	GOVERNANCE AND GENERAL BUSINESS MATTERS
ARTICLE VIII	DUTIES OF CORPORATE OFFICERS
ARTICLE IX	MEETINGS
ARTICLE X	BOARD OF DIRECTORS
ARTICLE XI	COMMITTEES
ARTICLE XII	SELECTION FOR AND REMOVAL FROM OFFICE
ARTICLE XIII	VOTING MATTERS
ARTICLE XIV	FINANCIAL MATTERS
ARTICLE XV	RULES AND REGULATIONS
ARTICLE XVI	ERRORS AND OMISSIONS
ARTICLE XVII	ORGANIZATION SEAL
ARTICLE XVIII	AMENDMENT
ARTICLE XIX	ADOPTION OF THESE BY-LAWS

BY - LAWS OF USA MASTERS WEIGHTLIFTING, INC.

ARTICLE I: GENERAL

1.01 Name of the Organization

The name of the Organization shall be the **"USA MASTERS WEIGHTLIFTING, INC."**

1.02 Definitions

The following terms have these meanings in these By-laws:

- (a) *"Annual Meeting"* means an annual meeting of the Members;
- (b) *"Articles"* means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation;
- (c) *"Board"* means the Board of Directors of the Organization;
- (d) *"Board Member" or "director"* means an individual selected to serve on the Board pursuant to the these By-laws;
- (e) *"Committee Members"* means Members and Board Members of the Organization appointed to Committees by the Board as per Article IX.
- (f) *"Executive"* means the officers of the Organization appointed by the Board, including, without limitation, the Chief Executive Officer (CEO), Chief Financial Officer (CFO) and Chief Operating Officer (COO);
- (g) *"Officer"* means an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws;
- (h) *"Resolution"* means a resolution passed by a majority of the votes cast on a draft resolution;
- (i) *"Organization" or "Corporation"* means **"USA MASTERS WEIGHTLIFTING, INC."**
- (j) *"Rules and Regulations"* means the rules and regulations of the Organization that exist separate and apart from these by-laws.

1.03 Invalidity of any Provisions of these By-laws.

The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions of these By-laws.

ARTICLE II MISSION STATEMENT

2.01 Mission

USA Masters Weightlifting, Inc. (USAMWL) is dedicated to the promotion and development of Masters Olympic Weightlifting in the United States. USAMWL shall represent the interests of USA Masters weightlifters, and shall work to ensure a route for participation of USA Masters weightlifters in international Masters weightlifting competition.

2.02 Control

USA Masters Weightlifting, Inc. shall be organized, directed, controlled and governed by its Members, through the actions of the Corporation's Officers and Board Members.

2.03 Pecuniary Gain

USA Masters Weightlifting, Inc. shall be operated without purpose of pecuniary gain. Any surplus or accretions of USA masters Weightlifting, Inc. shall be used solely for the purpose of the Corporation and the promotion of its objectives.

ARTICLE III OBJECTIVES

3.01 The Objectives of USA Masters Weightlifting, Inc. are to:

- (a) Establish, maintain, conduct, promote and develop the widest participation and interest in the sport of Masters Olympic weightlifting in the United States.
- (b) Maintain the Members' right to compete on a level-playing field.

3.02 To accomplish these objectives, the Organization may:

- (a) affiliate and/or cooperate with other organizations inside and outside of the United States having similar or compatible goals;
- (b) provide for USA representation at international weightlifting events;
- (c) cooperate with its Members in organizing weightlifting competitions, clinics and other related events;
- (d) acquire, hold, own, improve and maintain and to sell, lease, mortgage or otherwise encumber, and to dispose of, any real or personal property for the purposes of the Organization
- (e) Establish and periodically review an anti-doping policy.

ARTICLE IV AFFILIATION

4.01 USA Masters Weightlifting, Inc. shall be affiliated with the International Masters Weightlifting Association (IMWA) and any other such organization deemed beneficial by a Board motion.

ARTICLE V REGISTERED OFFICE

5.01 The registered office of the Organization shall be located at 1170 Kelsall Drive, Richmond Hill, GA 31324-7717

ARTICLE VI MEMBERSHIP

6.01 Membership may be granted to anyone who:

- (i) is a US citizen or resident of the United States;
- (ii) meets the age requirements as specified from time to time by the IMWA;
- (iii) has submitted an application form; and
- (iv) has paid the annual fee.

- 6.02 Application for Membership: See USAMWL Rules and Regulations.
- 6.03 Membership Fees: See USAMWL Rules and Regulations.
- 6.04 Removal or Suspension from Membership: See USAMWL Rules and Regulations.

ARTICLE VII GOVERNANCE AND GENERAL BUSINESS MATTERS

- 7.01 Executive
The Executive shall consist of the CEO, CFO and COO. In the event of a vacancy in an Executive office at any time, the Board shall have discretion to fill such vacancy for a limited term.
- 7.02 Board of Directors
The administrative structure of the Organization shall consist of a Board, the members of which shall be selected from among the Members. The Board will have a President, a Secretary, and one representative for each age group: 35-44, 45-54, 55-64 and > 65.
- 7.03 Term of Office for Directors
The Board members will serve four-year terms.
- 7.04 Advisory Committee
An Advisory Committee may be appointed by the Board from among the members. The Board may request the Advisory Committee or any of its individual members to examine and offer advice on issues of concern to the Organization.

ARTICLE VIII DUTIES OF OFFICERS

- 8.01 **CEO**
The CEO shall:
- (a) be responsible for the overall supervision and administration of the affairs of the Organization;
 - (b) ensure that all policies and actions approved by the Organization and the Board are properly implemented;
 - (c) represent the Organization at meetings of affiliated organizations as per Article IV of these By-laws;
 - (d) with the Board, establish and update job descriptions for the other officers of the

organization, board members and Committee chairs.

- (e) submit a written Annual Report to the Board of Directors;
- (f) accept bids for the US National Masters Weightlifting Championships and the Howard Cohen American Masters Championships and in consultation with the Board and the Advisory Committee, select the winning bid;
- (g) in consultation with the Board and the Advisory Committee, select the winning bid for any international masters weightlifting competition being hosted within the United States.
- (h) serve as the National Chair for the purpose of representing the USA to the IMWA.

8.02 CFO

The CFO shall:

- (a) Oversee the receiving and distribution, as necessary, of the funds of the Organization and keep such records as required;
- (b) submit a written Annual Report to the Board of Directors;
- (c) prepare an annual financial statement for the previous year;
- (d) prepare the annual budget for the organization;
- (e) recommend to the Board whether the Organization should have an audit and, where required, assist in the selection of an auditor.

8.03 COO

The COO shall:

- (a) fulfill the duties of the CEO when that person is temporarily absent or otherwise unable to perform the duties of the CEO;
- (b) be responsible for the review and revision of the By-Laws of the Organization;
- (c) be responsible for ensuring records of membership are kept; and
- (d) perform any other specific duties assigned by the Board;

ARTICLE IX MEETINGS

9.01 Members

Members are entitled to receive notices of, and to attend, participate in and vote at the annual meeting of the Organization.

9.02 Annual Meeting

An Annual Meeting shall be held in conjunction with the Organization's US National Championships or at such other time and place as decided by the Board at its sole discretion.

9.03 Board Meetings

There shall be at least one meeting of the Board between successive Annual Meetings.

ARTICLE X BOARD OF DIRECTORS

10.01 Powers and Duties

In addition to the other specific duties and powers assigned elsewhere in these By-Laws, the Board shall:

- (a) receive reports from the officers and from all committees of the Organization;
- (b) decide all financial policies and regulations that affect the duties and obligations of members;
- (c) set criteria for membership and decide all questions related to admission or loss of membership;
- (d) report on its activities to the members;
- (e) consider all matters brought before it by any member and, at its discretion, refer such to an appropriate committee for further study and possible action;
- (f) appoint members of the Advisory Committee and, when deemed necessary, seek their advice;
- (g) establish and update job descriptions of Organization positions;

10.02 Quorum

A quorum for all meetings of the Board shall be a simple majority of the Board.

10.03 Calling of Notice

Meetings of the Board shall be held at the call of the President or at the request of two members of the Board. Advance notice shall be given of the date, time, place and agenda for meetings.

10.04 First Meeting of New Board

Provided that a quorum of directors is present, a newly elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which such Board is elected.

ARTICLE XI COMMITTEES

11.01 The Board may establish or dissolve committees from time to time in order to effectively delegate matters in the conducting of its business.

11.02 Convening

Meetings of committees shall be called by the chair. If no chair is designated, the person whose name appears first on the list of members shall convene the first meeting and the committee shall elect its own chair.

11.03 Quorum

A quorum for all committees shall be a simple majority of the eligible voting members.

11.04 Reports

All committee chairs and Advisory Committee members shall present annual reports at the Annual Meeting. Committees whose business is not completed at the time of the Annual Meeting shall present interim reports.

11.05 Composition

Each committee shall be chaired by an officer or board member and will include other Members as may be designated by the Board.

ARTICLE XII SELECTION TO AND REMOVAL FROM OFFICE

12.01 Eligibility for Office

Only members in good standing may serve as Board members or voting members of any committee of the Organization.

12.02 Board Members and Officers

The administrative structure of USA Masters Weightlifting shall include an elected Board, the members of which shall be chosen in an election by the Members as directors. Elected Board members shall serve for terms of four years.

The elected Board members shall total six. Of the six members, one each for a total of four, shall be selected from each of the following age groupings (at the time of election) - (1) 35-44, (1) 45-54, (1) 55-64, and (1) 65 and up. These four individuals are voting members of the board.

In addition to the age group representatives enumerated above, the Board shall also have a President and a Secretary who are voting members of the Board.

The officers of the organization, the CEO, CFO and COO shall also be voting members of the Board.

To be eligible to serve on the board, members must have participated as an athlete or technical official in at least (2) National Masters Championships or at least (1) IWF Masters World Championship.

The officers of the organization shall consist of the CEO, COO and CFO. The officers shall be appointed by the Board each for a four (4) year term. At the annual General meeting of the Members, the Board shall propose to such meeting nominations for any officer positions for which the term has expired or the position has been vacated.

The Board will vote on the officers to fill such positions. Officers must recuse themselves from votes on their position. Immediately following such annual general meeting, the Board shall convene a meeting of the Board to appoint the required officers and, in so doing, shall implement the said selections.

12.03 Nominating Committee

In order to review candidate nominations, the Board shall appoint a Nominating Committee consisting of three (3) members.

12.04 Nominating Procedure

The Nominating Committee shall check that those who have been nominated are willing to serve if elected to office and shall ensure that at least one name is put forward for each vacant position, by making its own nominations for any positions for which no names have been received by the closing date. Nominations received by the Committee shall not be secret at any time and any candidate shall be free to withdraw at any time.

12.05 Term of Office

(a) Served until Replaced

All Board members shall serve four (4) year terms and shall continue to hold office until their successors are elected or appointed or they are removed from office by an action.

(b) Resignation

Any director or member of the Advisory Committee may resign her or his position by writing a letter of resignation to the Board.

12.06 Removal from Office

The position of a director or officer shall be automatically vacated:

- (a) if a director or officer resigns by delivering a written resignation to the Board; or
- (b) if a director or officer fails repeatedly to actively participate in board functions;
- (c) upon death.

12.10 Vacancies

A vacancy on the Board may be filled for the remainder of its term by a qualified individual by resolution of a quorum of the Board.

ARTICLE XIII VOTING MATTERS

13.01 Voting Rights

Each Board member shall have one (1) vote at meetings and in all elections and other motions;

13.02 Voting at Meetings

In order to cast a vote at a meeting of the Board or Annual Meeting, a Member must participate in the meeting.

13.03 Voting by the Chair

The Chair of a committee votes at the same time as other members and does not vote in order to break a tie. In the case of the appointment of a moderator to chair the meeting, the moderator shall not vote. This rule shall also apply at the Annual Meeting.

13.04 Votes for Motions

All motions at a meeting shall be decided by a majority of votes cast, unless otherwise required by these By-laws. Each question and resolution before a meeting of voting members shall be decided by a show of hands or by any other means which clearly indicates the affirmative vote, negative vote, or abstention from voting by each individual voting. A tie vote on a motion shall be considered a defeated motion.

13.05 Vote for Elections

All elections for Board members shall be decided by a majority vote of those casting votes when there are more than two (2) candidates. Successive votes shall be cast until a majority is obtained.

ARTICLE XIV FINANCIAL MATTERS

14.01 Fiscal Year

The financial year of the Organization shall be from January 1st to December 31st.

14.02 Annual Budget

A budget for the immediately following fiscal year shall be prepared by the CFO and presented to the Board for approval.

14.03 Remuneration

Board members and Advisory Committee members, as such, shall not receive any stated remuneration for their services, but, by resolution of the Board, may be reimbursed reasonable expenses for their attendance at meetings and other business-related activities if approved by the Board.

14.04 Books and Records

The Board shall see that all necessary books and records of the Organization are properly kept.

14.10 Standard of Care

Every director and officer of the Corporation in exercising his or her powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every director and officer of the Corporation shall comply with the by-laws of the Organization. There shall be a Conflict of Interests policy to ensure appropriate levels of good faith and best interest of the members.

14.11 Limitation of Liability

Provided that the standard of care required of him or her has been satisfied, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or Member, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Organization through the insufficiency or deficiency of title to any property acquired for or on behalf of the Organization, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Organization shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own wilful neglect or default.

ARTICLE XV RULES AND REGULATIONS

15.01 Rules and Regulations

The rules and regulations of the Organization shall be those of the International Masters Weightlifting Association as amended by the USAMWL, Inc. Additional Rules and Regulations shall be established to assist in the day to day operations of the Organization.

15.02 Interim Rules and Regulations

The Board may make such rules and regulations, provided they are not inconsistent with these By-laws or any applicable laws, relating to the management and operation of the Organization as they may deem expedient, provided that such rules and regulations shall be in force and effect only until the next Annual Meeting when, unless confirmed at that meeting, they shall cease to be in force and effect.

ARTICLE XVI ERRORS AND OMISSIONS

16.01 The accidental omission to give any notice to any Member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Board/Organization has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

ARTICLE XVII ORGANIZATION SEAL

17.01 The Organization may have an official Seal in the form approved by the Executive. The CEO shall be the custodian of the official Seal. This Seal shall be designated and referred to as the Seal of USA Masters Weightlifting. The Board shall decide which documents require the official Seal.

ARTICLE XVIII AMENDMENT

18.01 Subject to the By-Laws, the Board may by resolution make, amend or repeal any By-Law governing the business or affairs of the Organization. Such a regulation, amendment or repeal comes into force on the date of the resolution of the Board until the next annual meeting of members where there will be confirmation, rejection or modification of it by the members by ordinary resolution and a vote by a 2/3 majority of the members voting at the annual meeting. If the regulation, amendment or repeal is confirmed or confirmed in a different form by the members, it remains in effect in the form in which it was confirmed.

18.02 At least 30 days prior to the annual meeting of the members, the full text of the amended or repealed portion of the by-laws shall be posted on the organization's website for member review. A full copy of the most current version of the By-Laws shall be posted to the Organization website at all times.

ARTICLE XIX ADOPTION OF THESE BY-LAWS

19.01 Adoption by Board

These By-laws shall come into force on the date of passage by the Board and shall be ratified by the members entitled to vote at the next duly called Annual meeting of the Organization.

19.02 Repeal of Prior By-laws

In ratifying these By-laws, the members of the Organization repeal all prior By-laws of the Organization provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.