

**BYLAWS
OF
TEXAS WEIGHTLIFTING LWC**

**ARTICLE 1
NAME, PURPOSES AND OFFICES**

1.1. Name. The name of this corporation is Texas Weightlifting LWC (herein called the "Corporation").

1.2. Purposes. The Corporation is organized and will be operated exclusively for charitable, religious and educational purposes within the meaning of Section 501(C)(3) of the Internal Revenue Code of 1986, or the corresponding provision or provisions of any subsequent United States Internal Revenue law (herein collectively called the "Code"). Within the scope of the foregoing purposes and without limiting the generality of the foregoing, the Corporation is organized and will be operated to grow the sport of Olympic Weightlifting in Texas by supporting and growing local members of U.S.A. Weightlifting by hosting events and providing educational opportunities to members of the U.S.A.W.

1.3. Offices. The Corporation may have, in addition to its registered office, offices at such places, both within and without the State of Texas, as the Board of Directors may from time to time determine or as the activities of the Corporation may require. The principal office of the Corporation in the State of Texas shall be located at the home of the President.

1.4. Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by majority vote of the Directors (as defined in ARTICLE 3).

ARTICLE 2 MEMBERS

2.1. Members. Texas Weightlifting LWC shall have individual members. An individual member must be an active athlete member, as defined by USA Weightlifting, and their LWC must be 26 (North Texas).

2.2. Voting Privileges. An individual member shall have voting privileges.

ARTICLE 3 BOARD OF DIRECTORS

3.1. General Powers; Delegation. The activities, property and affairs of the Corporation shall be managed by its Board of Directors (herein sometimes called the "Board"), which may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted by statute, by the Corporation's Certificate of Formation as it may be amended and/or restated from time to time (the "Certificate of Formation") or by these Bylaws.

3.2. Number and Qualifications. The initial Board of Directors of the Corporation shall consist of those directors named in its Certificate of Formation. Thereafter, the Board of Directors shall consist of at least three (3) directors, which number may be increased or decreased from time to time by the majority vote of the Directors present at any meeting at which a quorum is present; provided that no decrease in number shall have the effect of shortening the term of any incumbent director. As soon as is practicable after the organizational meeting of the Corporation, the Directors shall elect directors to serve in accordance with Section 3.3 of these Bylaws.

3.3. Election and Terms of Office

3.3.1. The Board of Directors of the Corporation shall be elected by the majority vote of the individual members. In an organizational meeting of the Board of Directors of the Corporation, following the adoption of these Bylaws, the Board of Directors shall divide itself into two groups of as nearly equal size as possible. The terms of office for each group of Directors shall be staggered. The first group of Directors shall hold office until the next following annual meeting of the Board and the second group shall hold office until the second following annual meeting of the Board. Thereafter the Directors in each group shall hold office until the second ensuing annual meeting of the Board following their election. The terms of all Directors shall extend until such Directors' respective successors are elected and qualified. At each annual meeting of the Board, a number of Directors shall be elected by the entire individual membership equal to the number of Directors whose terms shall have expired at the time of such meeting, unless the authorized number of Directors has been changed by amendment or resolution pursuant to Section 3.2. If the authorized number of Directors is increased, additional Directors shall be assigned by the Board to one of the foregoing two groups at the time of election.

3.3.2. Any Board member may run for reelection at the end of their respective term.

3.4. Removal; Filling of Vacancies. Any director may be removed, either for or without cause, by the Directors at any regular or special meeting of the Directors, if notice of the intention to act upon such matter shall have been given in the notice of such meeting. Any vacancy occurring in the Board of Directors resulting from the death, resignation, retirement, disqualification, or removal from office of any director or as the result of an increase in the number of directors shall be filled in the same manner as that in which the director no longer acting as such was elected. Any director elected or appointed to fill a vacancy shall hold office until the expiration of the remaining term such director is to fill and until such director's successor is chosen and qualified, or until such director's earlier death, resignation, retirement, disqualification or removal from office.

3.5. Annual Meeting. The annual meeting of the Board of Directors shall be held on site at each year at the Texas State Weightlifting Championships, or at such other date and time as may be determined by the Board of Directors, for purposes of electing Officers, if appropriate, and to transact such other business as may be brought before the meeting. Written or printed notice stating the place, day and hour of the annual meeting of the Board of Directors shall be delivered not less than ten (10) days nor more than sixty (60) days before the date of such meeting to each director, either personally or by mail or by facsimile.

3.6. Special Meetings. Special meetings of the Board of Directors shall be held, as and at such locations as may from time to time be fixed by the Board of Directors or as shall be specified or fixed in the respective notices or waivers of notice thereof. At such meetings, the directors may transact any and all business as may properly come before the meeting. Special meetings of the Board of Directors may be called by the President or by the Secretary at the request of three-fifths (3/5) of the members of the Board of Directors upon at least three (3) days notice to each director, either personally, by mail or by facsimile. Except as otherwise provided by statute, by the Certificate of Formation or by these Bylaws, neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

3.7. Quorum and Manner of Acting. At all meetings of the Board of Directors the presence of a majority of the number of directors fixed by these Bylaws shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by statute, by the Certificate of Formation or by these Bylaws. Directors present by proxy may be counted toward a quorum. Only the act of a majority of the directors then in office (and not merely the act of a majority of the directors present at a meeting) shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by statute, by the Certificate of Formation or by these Bylaws, in which case the act of such greater number shall be requisite to constitute the act of the Board. A director may vote in person or by proxy executed in writing by the director. No proxy shall be valid after three months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable and unless otherwise made irrevocable by law. If a quorum shall not be present at any meeting of the directors, the directors present thereat may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present. At any such adjourned meeting any business may be transacted which might have been transacted at the meeting as originally convened, although no official action may be taken.

3.8. Directors' Compensation. No director shall receive compensation for services as a director or as a member of a standing or special committee of the Board. Nothing herein contained shall be construed to preclude any director from receiving reimbursement for expenses incurred on behalf of the Corporation or in attending meetings of the Board of Directors or any such committee or from serving the Corporation in any other capacity, such as, for example and not as a limitation, an officer or employee of the Corporation, and receiving compensation therefore.

ARTICLE 4 COMMITTEES OF THE CORPORATION

4.1. General. The function of the Corporation is to support and grow local members of U.S.A. Weightlifting by hosting events and providing educational opportunities to members of the U.S.A.W. This function may be carried out in part by committees to be determined by the Board. If necessary, these committees shall be under the general supervision, direction and control of the Board of Directors.

4.2. Additional Committee Members. Any committee may engage additional persons able to contribute expertise necessary to carry out the committee's responsibilities. Any such persons shall serve as members of such committee, but without voting rights.

4.3. Additional Committees. The Board of Directors may, by resolution adopted by affirmative vote of a majority of the directors then in office, designate two or more persons (with such alternates, if any, as may be deemed desirable) to constitute another committee or committees for any purpose; provided, that any such other committee or committees shall have and may exercise only the power of recommending action to the Board of Directors and of carrying out and implementing any instructions or any policies, plans, and programs theretofore approved, authorized, and adopted by the Board of Directors.

ARTICLE 5 COMMITTEE PROCEDURES AND ACTIONS

5.1. Meetings; Quorum; Manner or Acting. Regular meetings of the committees of the Corporation, of which no notice shall be necessary, may be held at such times and places as shall be determined from time to time by the affirmative vote of a majority of the members of the committee and communicated to all the members thereof. Special meetings of the committees of the Corporation may be called by or at the direction of the appointed chairman of the committee or any two (2) members of the committee by providing notice of the place, date and time of such special meeting not less than three (3) days before such meeting to each member of the committee. Except as otherwise provided by statute, the Certificate of Formation or these Bylaws, neither the purpose of, nor the business to be transacted at, any meeting of any committee need be specified in the notice or waiver of notice of such meeting. Except as otherwise provided by statute, the Certificate of Formation or these Bylaws, at all meetings of any committee the presence of a majority of the members of the committee shall be necessary and sufficient to constitute a quorum for the transaction of business. Only the act of a majority

of the members of the committee then in office (and not merely the act of a majority of the members of a committee present at a meeting) shall be sufficient to constitute the act of the committee, unless the act of a greater number is required by statute, by the Certificate of Formation, or by these Bylaws, in which case the act of such greater number shall be requisite to constitute the act of the committee. The members of each committee will act only as a committee, and the individual members thereof will have no power in such capacity.

5.2. Records. Each committee shall keep records of their acts and proceedings and report the same, from time to time, to the Board of Directors.

5.3. Vacancies and Removal. Any vacancy in a committee or committees of the Corporation shall be filled by the affirmative vote of a majority of the number of directors then in office. Any member of any committee may be removed by the affirmative vote of a majority of the number of directors then in office.

ARTICLE 6 NOTICES, CONSENTS AND TELEPHONIC MEETINGS

6.1. Manner of Giving Notice. Whenever, under the provisions of any statute, the Certificate of Formation or these Bylaws, notice is required to be given to any member, director or committee member of the Corporation, and no provision is made as to how such notice shall be given, it shall not be construed to require personal notice, but any such notice may be given in writing by mail, postage prepaid, addressed to such member, director or committee member at his address as it appears on the records of the Corporation. Any notice required or permitted to be given by mail shall be deemed to be delivered at the time when the same shall be thus deposited in the United States mails, as aforesaid.

6.2. Waiver of Notice. Whenever any notice is required to be given to any director or committee member of the Corporation under the provisions of any statute, the Certificate of Formation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance by a director or a member of a committee of the Board of Directors at a meeting of the Board or of such committee, respectively, shall constitute a waiver of notice of such meeting, except when such director or committee member attends such meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

6.3. Consent of Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by all of the members, directors or all of the members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any document.

6.4. Telephonic Meetings. Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, members of the Board of Directors or members of any committee designated by such Board may, unless otherwise restricted by the Certificate of

Formation or these Bylaws, participate in and hold a meeting of such Board of Directors or committee by using conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

ARTICLE 7
OFFICERS, EMPLOYEES AND AGENTS:
POWERS AND DUTIES

7.1. Elected Officers. The elected officers of the Corporation shall be a President, a Secretary, and a Treasurer. The Board may, but is not required to, elect such other officers as it determines. None of the elected officers need be a member of the Board of Directors.

7.2. Election and Term of Office. So far as is practicable, all elected officers shall be elected by the Board of Directors at the annual meeting or any regular meeting thereof. Each elected officer of the Corporation shall hold office for a two-year term and until such officer's successor is chosen and qualified, or until such officer's earlier death, resignation, retirement, disqualification or removal from office.

7.3. Appointive Officers. The Board of Directors also may appoint one or more Assistant Secretaries and such other officers and assistant officers and agents as it shall from time to time deem necessary, who shall exercise such powers and perform such duties as shall be set forth in these Bylaws or determined from time to time by the Board. Each appointive officer shall hold office at the pleasure of the Board of Directors without the necessity of periodic reappointment.

7.4. Two or More Offices. Any two (2) or more offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

7.5. Compensation. The compensation of all employees of the Corporation shall be fixed from time to time by the Board of Directors, subject to Section 3.8 of ARTICLE 3 of these Bylaws. The Board of Directors may from time to time delegate to the President the authority to fix the compensation of any or all of the officers, employees and agents of the Corporation; provided, however, that the Board of Directors may not delegate to the President the authority to fix his or her own compensation.

7.6. Removal; Filling of Vacancies. Any officer or agent may be removed at any time by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby. A vacancy in any office because of death, resignation, retirement, disqualification, removal, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis. Any officer elected or appointed to fill a vacancy shall hold office until the expiration of the remaining term such officer is to fill and until such officer's successor is chosen and qualified, or until such officer's earlier death, resignation, retirement, disqualification or removal from office.

7.7. President. The President shall be the chief executive and operating officer of the Corporation and shall preside when present at all meetings of the Board of Directors and exercise such powers and perform such duties as shall be assigned to or required of such office from time to time by the Board of Directors. Subject to the provisions of these Bylaws, the President shall have general supervision of the activities and affairs of the Corporation and shall have general and active control thereof. The President may be a member of the Board of Directors. The President shall have general authority to receive and transfer title to gifts to the Corporation on its behalf, to execute bonds, deeds and contracts in the name of the Corporation and to affix the corporate seal thereto and in general to exercise all the powers usually appertaining to the office of president of a corporation, except as otherwise provided by statute, the Certificate of Formation or these Bylaws. The President, upon delegation of authority by the Board of Directors, may cause the employment or appointment of such employees and agents of the Corporation as the proper conduct of operations may require, to fix their compensation and to remove or suspend any employee or agent. In the event of the absence or disability of the President, the duties of such office shall be performed and the powers thereof may be exercised by other Directors in the order of their seniority, unless otherwise determined by the President or the Board of Directors.

7.8. Vice President. Each Vice President, if any, shall generally assist the President and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the President or the Board of Directors.

7.9. Secretary. The Secretary shall have charge of the corporate seal and shall have authority to attest any and all instruments of writing to which the same may be affixed. The Secretary shall keep and account for all books, documents, papers and records of the Corporation, except those for which some other officer or agent is properly accountable. The Secretary shall keep a record of all minutes of each meeting of the Board of Directors and shall perform such other duties as pertain ordinarily to the office of the Secretary of a corporation or as shall from time to time be prescribed or delegated to such office by the President or the Board of Directors. In the event of the absence or disability of the Secretary, the duties of such office shall be performed and the powers thereof may be exercised by the Assistant Secretaries in the order of their seniority, if any, or the Treasurer, or any Director in the order of their seniority, unless otherwise determined by the Secretary, the President, or the Board of Directors.

7.10. Assistant Secretaries. Each Assistant Secretary, if any, shall generally assist the Secretary and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the Secretary, the President, or the Board of Directors.

7.11. Treasurer. The Treasurer shall be the chief accounting and financial officer of the Corporation and shall have active control of and shall be responsible for all matters pertaining to the accounts and finances of the Corporation and shall direct the manner of certifying the same; shall supervise the manner of keeping all vouchers for payments by the Corporation and all other documents relating to such payments; shall receive, audit and consolidate all operating and financial statements of the Corporation and its various departments; shall have supervision of the books of account of the Corporation, their arrangements and classification; shall supervise the

accounting and auditing practices of the Corporation and shall have charge of all matters relating to taxation. The Treasurer shall have the care and custody of all monies, funds and securities of the Corporation; shall deposit or cause to be deposited all such funds in and with such depositories as the Board of Directors shall from time to time direct or as shall be selected in accordance with procedures established by the Board; shall advise upon all terms of credit granted by the Corporation; shall be responsible for the collection of all its accounts and shall cause to be kept full and accurate accounts of all receipts, disbursements and contributions of the Corporation. The Treasurer shall have the power to endorse for deposit or collection or otherwise all checks, drafts, notes, bills of exchange or other commercial papers payable to the Corporation, and to give proper receipts or discharges for all payments to the Corporation, and shall generally perform all duties usually appertaining to the office of treasurer of a corporation.

In the event of the absence or disability of the Treasurer, the duties of such office shall be performed and the powers thereof may be exercised by the Secretary, or any Director in the order of their seniority, unless otherwise determined by the Treasurer, the President, or the Board of Directors.

7.12. Additional Powers and Duties. In addition to the foregoing specially enumerated duties, services and powers, the severally elected and appointed officers of the Corporation shall perform such other duties and services and exercise such further powers as may be provided by statute, the Certificate of Formation or these Bylaws, or as the Board of Directors may from time to time determine or as may be assigned to such officers by any competent superior officer.

ARTICLE 8 USE OF FUNDS OF THE CORPORATION

8.1. Funds and Procedures. Gifts to the Corporation shall be placed in an Operations fund in accordance with this ARTICLE 8. Gifts of securities and property other than cash, unless otherwise directed by the donor or deemed advisable to be retained by the Investment Committee or the Board, shall be sold and the proceeds from such sales invested as soon thereafter as possible.

8.2. Operations Fund. The principal and income of the Operations Fund shall be used to support the ongoing operations and administration of the Corporation in a manner consistent with the purposes of the Corporation as set forth in the Certificate of Formation of the Corporation and these Bylaws. The principal and income of the Operations Fund, to the extent not needed to support the ongoing operations and administration of the Corporation may also be used in any other manner consistent with the purposes of the Corporation as set forth in the Certificate of Formation of the Corporation and these Bylaws.

8.3. Payment of Expenses. Notwithstanding any other provision hereof, expenses of the Corporation (including any amount the Corporation may be called upon to pay under the indemnification provisions of the Certificate of Formation of the Corporation) shall be paid from the Operations Fund.

ARTICLE 9
CLASSES OF GIFTS

9.1. Designated Gifts. Donors to the Corporation may indicate preferences as to the specific uses to which the principal and/or income from such gifts shall be applied. Designated gifts shall be accepted by the Corporation upon the approval thereof by the Board of Directors. Reasonable attempts shall be made to honor the wishes of the donor with regard to the Fund or Funds designated by the donor. The Corporation shall also take into consideration the wishes of the donor as to the specific uses to which the principal and/or income from such gifts shall be applied, but shall not be obligated to follow the wishes of the donor.

9.2. Undesignated Gifts. Any gift which is not designated by the donor as to purpose shall be accepted by the Corporation upon the approval thereof by the Board of Directors. Such undesignated gifts shall be allocated to the Operations Fund at the discretion of the Board of Directors.

9.3. Rejection of Proposed Gifts. Notwithstanding any other provision hereof, the Board of Directors may reject any proposed undesignated gift to the Corporation which in their good faith judgment is considered undesirable for any reason.

ARTICLE 10
MISCELLANEOUS

10.1. Dividends Prohibited. No part of the income of the Corporation shall inure to the benefit of any private individual and no dividend shall be paid and no part of the income of the Corporation shall be distributed to its directors or officers. The Corporation may pay compensation in a reasonable amount to its officers for services rendered and may reimburse its directors as provided in Section 3.8 of ARTICLE 3 hereof.

10.2. Loans to officers and Directors Prohibited. No loans shall be made by the Corporation to its officers or directors, and any directors voting for or assenting to the making of any such loan, and any officer participating in the making thereof, shall be jointly and severally liable to the Corporation for the amount of such loan until repayment thereof.

10.3. Signature of Negotiable Instruments. All bills, notes, checks or other instruments for the payment of money shall be signed or countersigned by such officer, officers, agent or agents, and in such manner, as are permitted by these Bylaws and as from time to time may by resolution (whether general or special) of the Board of Directors.

10.4. Audit. At the discretion of the Board of Directors of the Corporation, the books and records of the Corporation may be audited annually by an independent accountant designated by the Board of Directors. An annual report on the affairs of the Corporation shall be made to the Directors of the Corporation.

10.5. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

10.6. Seal. The Corporation's seal shall be in such form as shall be adopted and approved from time to time by the Board of Directors. The seal may be used by causing it, or a facsimile thereof, to be impressed, affixed, imprinted or in any manner reproduced.

ARTICLE 11 AMENDMENTS

These Bylaws may be altered, amended or repealed, or new bylaws may be adopted at any meeting of the Directors by the affirmative vote of eighty percent (80%) of the number of Directors fixed by these Bylaws, provided notice of the proposed alteration, amendment repeal or adoption be contained in the notice of such meeting; and provided further, that the foregoing notice requirement shall not prohibit the Directors from adopting the proposed new bylaws, as the case may be, in a modified form which is not identical to or set forth in the notice of such meeting.

The foregoing are the Bylaws of said Corporation, as amended on the 6th day of November, 2015, by the unanimous vote of the Directors of the Corporation.