



Bylaws of Powerlifting America

Approved by the Board April 26, 2026

ARTICLE I - ORGANIZATION AND PURPOSE

SECTION 1.1. NAME.

The name of the corporation shall be Powerlifting America ("PA"). PA 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. OFFICIAL EMBLEM AND SEAL.

The PA Official Emblem and Seal shall be inscribed with the name of the Association and shall be in such form as may be approved from time to time by the Executive Committee.

SECTION 1.3. PLACE OF INCORPORATION.

PA is incorporated in the state of Florida and has its principal place of business in Florida.

SECTION 1.4. NON-PROFIT STATUS.

PA is a non-profit corporation incorporated and licensed pursuant to the laws of the State of Florida. PA shall be operated for charitable and educational purposes, and it shall also have as its purpose to foster national and international sports competition in the sport of Powerlifting. PA shall operate consistent with and shall maintain a tax-exempt status in accordance with section 501(c) (3) of the Internal Revenue Code. It shall not

SECTION 1.5. PURPOSES.

PA is organized and is operated exclusively to foster national and international drug-free powerlifting competition. As part of its purpose, the organization shall have authority to develop, promote, and regulate the sport; to register drug-free powerlifting teams or clubs and individuals; to register, recognize and organize officials; to present seminars and instruction for powerlifters and officials; to sanction drug-free powerlifting meets; to maintain state, national, and international records; and to encourage the growth of the sport of drug-free powerlifting. PA is autonomous in governing powerlifting. It independently determines and controls all matters central to such governance. It does not delegate such determination and control, and it is free from outside restraint.

SECTION 1.6. IPF RECOGNITION AND ADOPTION OF TECHNICAL RULES.

PA is authorized to participate in the activities of the International Powerlifting Federation ("IPF"), and to seek and retain official recognition from the IPF. PA shall conform in all of its actions so as to enable PA to



participate to the maximum extent possible in the competitive and other programs of the IPF, including seeking and receiving official recognition from the IPF.

Powerlifting America shall adopt the most current IPF Rules Book to govern its competitions and ensure consistency with IPF standards.

SECTION 1.7. USOPC RECOGNITION.

PA is authorized to participate in the activities of the United States Olympic and Paralympic Committee ("USOPC"). PA shall conform all of its actions so as to enable PA to participate to the maximum extent possible in the competitive and other programs of the USOPC and International Olympic Committee ("IOC"), including the Summer Olympic Games, World Games, and the Pan-American Games. PA is to meet the obligations imposed on a national governing body as set forth in the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. 220501 *et. seq* ("the Act").

SECTION 1.8. NOTICES AND WAIVERS.

Whenever any notice is required by these Bylaws, such notice except as otherwise provided by law, may be given personally, by website, by email, or other method deemed appropriate. Any notice given by telegram, cable, or facsimile shall be deemed to have been given when it shall have been delivered for transmission and any notice given by mail shall be deemed to have been given when it shall have been deposited in the U.S. mail with postage prepaid.

Whenever a notice is required to be given by any statute, the certificate of incorporation, or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the meeting or the time stated therein, shall be deemed equivalent in all respects to such notice.

ARTICLE 2 - OFFICES

SECTION 2.1. BUSINESS OFFICES.

The principal office of PA shall be in the State of Florida. PA may at any time and from time to time change the location of its principal office. PA may have such other offices, either within or outside Florida as the Board of Directors ("the Board") may designate or as the affairs of PA may require from time to time.

SECTION 2.2. REGISTERED OFFICE.

The registered office of PA required by the Florida Non-Profit Statute ("Nonprofit Statute") shall be maintained in Florida. 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 PA. The registered office may be, but need not be, the same as the principal office.



ARTICLE 3 - RECOGNITION AS A NATIONAL GOVERNING BODY.

SECTION 3.1. RECOGNITION AS A NATIONAL GOVERNING BODY.

PA shall attempt to maintain recognition by the USOPC as the National Governing Body (“NGB”) for the sport of powerlifting in the United States. In furtherance of that purpose, PA shall comply with the requirements for recognition as an NGB as set forth in the Act and as mandated by the USOPC as such requirements are promulgated or revised from time to time.

PA shall attempt to maintain recognition by the International Powerlifting Federation (“IPF”) as the NGB for the sport of powerlifting in the United States.

SECTION 3.2 PROVISIONS

In fulfilling those requirements PA shall:

- (A) Be a member of the IPF;
- (B) Be autonomous in the governance of the sports of powerlifting by independently determining and controlling all matters central to such governance;
- (C) Not delegate any of that determination or control, and be free from outside restraint;
- (D) Maintain the managerial and financial competence and capability to establish national goals for PA 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 Board for the sport of powerlifting;
- (E) Provide for individual and organizational membership;
- (F) Ensure that the Board and any other governance body has established criteria and election procedures; maintains among its voting members, individuals who are actively engaged in athletic competition in powerlifting or who have represented the United States in an international athletic competition in powerlifting within the preceding ten years; and ensures that the membership and voting power held by those individuals is not less than ³³ percent of the membership and voting power held on its Board and other governing boards;
- (G) Provide for reasonable direct representation on its Board for any sports organization which, in the sport of Powerlifting, conducts on a level of proficiency appropriate for selection of athletes to represent the United States in international athletic competition, a national program, or regular national athletic competition, and ensure that representation reflects the nature, scope, quality, and strength of the programs and competitions of that sports organization in relation to all other of those programs and competitions in the sport of Powerlifting in the United States;



(H) Be governed by a Board, whose members are selected without regard to race, color, religion, national origin, age, gender identity, or sexual orientation, and with reasonable representation on the Board of both males and females;

(I) Provide an equal opportunity to athletes, coaches, trainers, managers, administrators, and officials to participate in Powerlifting competitions without discrimination based on race, color, religion, age, gender identity or sexual orientation, or national origin;

(J) Not have an officer who is also an officer of another national sports organization that is recognized by the USOPC as a Board;

(K) Provide procedures for the prompt and equitable resolution of grievances of its members;

(L) Provide fair notice and an opportunity for a hearing to any athlete, coach, trainer, manager, administrator, or official before declaring such individual ineligible to participate;

(M) Agree to submit to binding arbitration in any controversy involving: (i) its recognition as a Board; or (ii) the opportunity of any athlete, coach, trainer, manager, administrator, or official to participate in athletic competition in powerlifting, upon demand of the USOPC or any aggrieved 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;

(N) Not have eligibility criteria relating to participation in IPF International Competitions or in the Olympic Games that is more restrictive than those of the IPF (or IOC); and

(O) Perform all other obligations and duties imposed by the Act, the IPF, the IOC, and the USOPC on the Board.

ARTICLE 4 - MEMBERS

SECTION 4.1. GENERAL.

PA registration is required of all athletes, officials, coaches, and referees participating in PA sanctioned events, subject to rules and limitations, as imposed by the Association. Only PA members who are American citizens may compete in, win, and hold titles for and records in state, regional, or national PA sanctioned meets and may set world records on behalf of the U.S.

Non-citizens holding permanent resident status shall be permitted to lift at any PA meet and shall be allowed to lift on a National team with the appropriate qualifications.

Non-citizens with temporary resident documentation may compete in meets but will be limited to setting local or meet records provided they have transferred to PA from their home country's federation using the IPF process.



Non-citizens without resident documentation may not compete in PA meets except as a guest lifter with permission from the powerlifting federation from their home country and may not set records.

SECTION 4.2. REGISTRATION.

(A) Duration. Registration can occur anytime throughout the year and will last for a period of one year from the time of registration before expiring.

(B) The Procedure of Registration. Registering for membership is completed through an online process provided by the national office and must be fully completed for membership.

(i) The application is submitted to the national office for approval and must be accompanied by the yearly membership and any applicable processing fees.

(ii) If the application is approved, an electronic membership card will be issued..

(C) Fee. Application fee amounts will be determined by the Board.

SECTION 4.3. CATEGORIES OF MEMBERSHIP.

(A) PA shall have individual and organization membership categories as follows. All members must be in compliance with all requirements of these Bylaws and all applicable rules. As used herein, “applicable rules” shall mean the rules and regulations, technical and competition rules, code of ethics, core values and decisions of the PA Board. Registrations must not be lapsed to enjoy the benefits of registration.

(B) Membership in PA is a privilege and creates with it certain obligations and duties. The Executive Committee may establish such membership requirements as deemed necessary or appropriate such as a Code of Conduct or other requirements. In addition to the requirements stated in these Bylaws, membership in the Association shall be limited to those persons who are eligible by law and by the regulations of the USOPC and the IPF. No privilege of membership shall be available until all membership requirements are satisfied and all dues are paid in full. The membership of PA consists of two classes, Organization and Individual.

(C) Organization Membership. Group and organization members include state, armed forces, business, college, and other educational groups and are described below.

(i) ~~Regional~~ ^{Regional} group members constitute the recognized powerlifting committees of each of the ~~of the United States~~ of the United States. Membership in a ~~regional~~ ^{regional} powerlifting group shall be open to all PA registered individuals of that ~~state~~ ^{state} having an active interest in the sport of drug-free powerlifting, and all educational institutions, registered clubs, and other organizations operating within that ~~region~~ ^{region} having an active interest in the sport of drug-free powerlifting.



(ii) Armed Forces. Armed Forces group members are the United States Army, United States Navy, United States Air Force, United States Marine Corps, United States Space Force, and United States Coast Guard. (This does not include the National Guard or the Reserves). The group can represent a base or unit in any of the services.

(iii) Business. Business group members consist of companies and any business organizations in the United States who have an interest in supporting the development and growth of drug-free powerlifting in the United States.

(iv) College. College group members consist of those representing one educational institution and who attend undergraduate or graduate full time and who are not over the age of 25 years, or those who are its administrators or teachers (or professors) in an undergraduate or graduate school.

(v) Other Educational Groups. Educational group members consist of those representing one educational institution either by attendance or by employment that have interest in promoting or participating in drug free powerlifting through PA.

(vi) Club. Any club, whether national or local (such as a gym), is eligible for membership in this category if it registers and agrees to be bound by the rules and regulations of PA. The club President will solely hold the vote on behalf of the club.

(D) Individual Membership. Individual members include athletes eligible for participation in the sport of powerlifting as defined by PA within these Bylaws and other individuals, such as referees and officials, who have an active interest in the sport of powerlifting. Membership is open to any individual who is an athlete, coach, trainer, manager, administrator, or official active in powerlifting. Individual Membership categories may be further categorized as described below.

(i) Athlete Members. Those eligible for PA membership in the Athlete category shall be any individual who registers with PA, is a competitive athlete eligible to compete in powerlifting events.

(ii) Coach, Referee, and Auxiliary Members. Those eligible for PA membership in this category shall be any individual who registers with PA, is a coach or a referee. Auxiliary membership categories such as volunteers and medical membership shall be considered in this category.

(iii) Military, Police, and Firefighters. This group's members include all active, reserve, and retiree members of the United States Police, Firefighters, Army, Navy, Marine Corps, Air Force, Space Force, Coast Guard, Department of Defense, and Intelligence Community.

(iv) Collegiate. A collegiate lifter is a full-time student, undergraduate, or graduate, in good standing (per school requirements), in a two- or four-year college or university. The student is eligible for collegiate status for four years in a five-year consecutive period, or until reaching the age of 25. The year of eligibility is defined as passage of the National Collegiate competition, whether or not attended.



(v) High School. High school members are those individuals who attend grades 9 through 12 and who are not older than 19 years of age.

SECTION 4.4. VOTING.

(A) Each member shall have one vote on each matter submitted to the entire membership for a vote by the membership. In addition, membership groups shall have one vote per person on all matters submitted to that respective category of membership.

(B) Bylaws and Articles of Incorporation. The Board shall have voting privileges on amendments to the Bylaws and on amendments to the articles of incorporation.

(C) Qualification. To be eligible to vote in an election, an individual shall only be allowed to vote in one membership category; must be at least eighteen years of age on the day of the election; and must be a member of PA, with fully paid PA dues, 30 days prior to the date of an election. Notwithstanding these restrictions on voting, membership in PA is open to individuals who are less than eighteen years of age; however, they shall not be allowed to vote.

(D) Voting. Where not otherwise stated, voting on a particular matter by the Board or Executive Committee or Committees, Commissions or Councils shall be by majority vote.

SECTION 4.5 MEMBERSHIP IN THE NATIONAL GOVERNING BOARD.

The voting membership of the Board of PA shall consist of:

(A) Executive Committee. Members of the Executive Committee are elected national officers and include President, Vice-President, Secretary General, Law and Legislature Chair, and Treasurer.

(B) Regional Directors . One representative from each region may vote. The representative shall be a resident of the region. The regions shall consist of Northeast, Southeast, Central, Southwest and Northwest.

(C) Athlete Representatives. Two athletes' representatives will be elected to a four-year term to serve on the Board for the active athletes. The athletes' representatives will also serve on the Athlete Advisory Council referenced in Article 8.

(D) Exclusivity. To be eligible for a position in the Board, a member cannot hold a similar position in another powerlifting organization that is not affiliated with PA.

(E) Age Criteria. All members elected to the Board must be at least eighteen years of age.

(F) The Chairs of Standing Committees established in the Constitution, including the Technical Committee, Disciplinary Committee, and Law and Legislature Committee, will



(G) Staff members of Powerlifting America may attend meetings of the Executive Committee or Board unless



other policies and rules adopted by the IPF, USOPC and USADA. Members agree to submit to drug testing by the IPF or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension. If it is determined that a member may have committed a doping violation, the member agrees to submit to the results management authority and processes of IPF/USADA, including arbitration under the IPF/USADA Protocol, or to the results management authority of the IPF or PA, if applicable or referred by IPF/USADA. Members who fail to comply with these requirements face suspension or termination of their membership by PA.

SECTION 4.11. MEMBERSHIP SAFESPORT OBLIGATIONS

As a condition of membership in PA and a condition for PA participation in any competition or event sanctioned by PA or its member organizations, each coach, international team staff member, referee, or PA official, who participates in international competitions as a representative of the U.S. and PA, agrees to comply with and be bound by the safe sport rules, policies, and procedures of the U.S. Center for Safe Sport and to submit, without reservation or condition, to the jurisdiction and rules, policies, and procedures of the U.S. Center for Safe Sport for the resolution of any alleged violations of those rules, policies, or procedures, as they may be amended from time to time. To the extent any PA rule is inconsistent with the rules of the U.S. Center for Safe Sport, such rule is hereby superseded. The current safe sport rules are available at the office of PA or on-line at the following website: <https://safesport.org/>.

As a condition of membership in PA and a condition for participation in any competition or event sanctioned by PA or its member organizations, each coach, international team staff member, referee, PA official who participate in international competitions as a representative of the U.S. and PA agrees to comply with and be bound by the PA Statement of Consolidated SafeSport requirements .

SECTION 4.12. TRANSGENDER PERSONS

PA permits competition opportunities for transgender individuals. PA follows the IPF Policy Statement for Transgender Athletes, which supports and sets forth a process to enable participation of transgender athletes in the gender of their choosing. The IPF process must be completed prior to participation in PA sanctioned events. For the purposes of voting, transgender persons are considered to be the gender in which they identify.

SECTION 4.13. TRANSFER OF MEMBERSHIP.

Members may not transfer their membership in PA. Members shall have no ownership rights or beneficial interests of any kind in the property of PA.

SECTION 4.14. CLUB MEMBERSHIP ANTI-DOPING POLICY

Any member club of PA which amasses four or more Anti-Doping Rule Violations by its members, in a rolling six-year period, as defined by the IPF Anti-Doping Code, USOPC Anti-Doping Code, USADA Protocol or the WADA Code, shall be permanently expelled from



PA.

nal Championships, must verify that they are a full-time student in good standing via a



Bursar .



- (i) Implement procedures to orient new Board Directors, to educate all Directors on the business and governance affairs of PA, and to evaluate Board performance;
 - (ii) Review and approve PA's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
 - (iii) Set policy and provide guidance and strategic direction to management on significant issues facing PA;
 - (iv) Review and approve significant corporate actions;
 - (v) Oversee the financial reporting process, communications with stakeholders, and PA's legal and regulatory compliance program;
 - (vi) Oversee effective corporate governance;
 - (vii) Approve capital structure, financial strategies, borrowing commitments, and long-range financial planning;
 - (viii) Review and approve financial statements, annual reports, audit, and fiscal control policies, and select independent auditors;
 - (ix) Ensure that PA's assets are being properly protected;
 - (x) Ensure PA's compliance with laws and regulations and the performance of its broader responsibilities;
 - (xi) Ensure that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis; and
 - (xii) Appoint well-qualified individuals to committees where tasked to do so.
- (B) The Board has jurisdiction and full power and authority over all PA sanctioned competitions.
- (C) The Board may award signature sanction events, regional championships, and national championship events.
- (D) The Board may, by resolution passed by a majority of the Board, delegate limited specified power and authority to one or more standing or ad hoc committees to exercise, to the extent provided in the resolution, the powers and authority of the Board in the management of the business and affairs of PA, provided however that no such committee shall have power or authority to amend the certificate of incorporation, to adopt an agreement of merger or consolidation, or to amend these Bylaws.
- (E) The Board may make any allotments for expenses for athletes and teams participating in international competition with funds appropriated for that purpose.



(F) The Board may appoint subcommittees, whose members need not be members of the Board, to manage limited, specific business of PA.

(G) The Board approves the officials for international meetings and championships.

(H) The Board coordinates the competition of foreign athletes in drug free powerlifting in the United States and its PA athletes abroad, and no commitment for holding of international competition between athletes of PA and foreign athletes, whether in the U.S. or abroad, can be made without the prior authorization and approval of the Board.

(I) The Board has the responsibility to ensure that all competitions in drug free powerlifting in the U.S., whether national or local in scope, are conducted according to the rules of competition specified by PA and IPF.

(J) The Board must approve by majority vote any competition designated as a National Powerlifting America Championship.

(K) The Board has the authority to open each meeting, by a majority vote of the committee members present, to all coaches, officials, and representatives of any group actually engaged in powerlifting, which shall have a right to speak during the committee meetings with prior approval of the Executive Committee but shall have no right to vote.

(L) The rule governing open meetings shall apply when meeting by video or conference call, except when the committee is sitting in a quasi-judicial or judicial capacity.

SECTION 5.3. IPF AND PAN-AMERICAN DELEGATES.

The IPF and Pan-American delegates shall be selected exclusively by the Board and may be removed at any time, with or without cause, by a vote of at least seven of the serving Board of Directors.

SECTION 5.4. DIVERSITY.

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

To promote gender equality, at no time should one gender be below 33 percent of Board representation.

PA Board members are responsible for cultivating new leaders to participate in the Board, on Committees, and as coaches, referees, and in other roles within PA, and in a manner that supports diversity.

SECTION 5.5. QUALIFICATIONS.



(A) Each Director of the Board must be a citizen of the United States and eighteen years of age or older. A Director shall:

(i) Have the highest personal and professional integrity;

(ii) Have demonstrated exceptional ability and judgment; and

(iii) Be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of PA.

(B) 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 PA. Directors shall have an elevated level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, and sport.

(C) No employee of PA may be a member of the Board, and no former employee may serve on the Board of Directors until at least four calendar years have passed since their last day of employment.

(D) Upon election to the Board, Directors shall resign from any other leadership position they may have with PA. Throughout the duration of a Director's term, no Director is permitted to apply for any staff positions without first resigning from the Board.

(E) Prior to serving as a Director, if not already a member, an individual must become a member of PA.

(F) Directors shall inform the Board of any changes in their employment responsibilities or other constraints on their time in order for the Board to determine whether it is appropriate to nominate the Director for continuing Board service.

(G) Directors are obliged to hold a current U.S. Center for SafeSport training, U.S. Anti- Doping Agency training, and PA background check at all times. Failure of a background check will result in immediate removal.

SECTION 5.6. NUMBER.

The Board shall consist of a minimum of twelve total Directors: Members of the Executive Committee are elected national officers and include President, Vice-President, Secretary General, Law and Legislature Chair, and Treasurer; Chairpersons of the Technical Committee and Disciplinary Committee; five regional directors; and two Athlete's representatives. Additional Board member positions may be recommended by the Board and established by the membership at the annual meeting.



At no one time may there be more than three coaches serving on the Board, regardless of their membership classification. For purposes of this section “coach” is defined as any member who is an international coach or higher.

SECTION 5.7. CANDIDATE SELECTION, ELECTION, AND VOTING.

The process of selecting candidates to serve on the Board will be as follows:

(A) The Secretary General will announce an application process for Board positions up for election and will open an application period for member nominations that shall last for at least 30 days.

(B) The Executive Committee or an Ad Hoc Nominations Committee approved by the Board will review qualifications of applicants to ensure compliance.

(C) Qualified applicants will need to pass a background check and will be presented to the Board for approval to stand for election.

(D) Once approved, the Secretary General will announce the approved candidates to the members at least 50 days in advance of the election. There shall be no limit on the number of eligible nominations that may be put forward.

(E) The Board shall provide electronic ballots to members.

SECTION 5.8. STAGGERED BOARD.

Directors of the Board shall serve staggered terms to balance institutional knowledge and continuity with the opportunity for turnover. To accomplish this, Appendix 1 shows the initial staggering of Board positions. After the initial election of the successor, the elected board members shall serve the normal term of four years. Appendix 1 shall be updated as new Board positions are created or retired.

SECTION 5.9. TENURE AND TERM LIMITS.

Except as otherwise provided by Section 5.10 of these Bylaws, the term of office for a Director of the Board shall be four 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.

No Director of the Board shall serve more than three terms.

When a Director is elected or 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 or more years, following completion of the filled vacancy term, the Director may serve only two additional four-year terms. If the vacancy being filled is for less than two years, the term shall not be a full term and, following completion of the filled vacancy term, the Director shall be able to serve three additional four-year terms.



SECTION 5.10. RESIGNATION, REMOVAL AND VACANCIES.

(A) A Director's position on the Board shall be declared vacant upon the Director's resignation, removal, incapacity, disability, or death. Any Director may resign at any time by giving written notice to the President of the Board, except the President of the Board's resignation shall be given to the Vice President. 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.

(B) If a Director fails to attend more than one half of the regular meetings of the Board during any twelve-month period, unless such Director can 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).

(C) 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 of the total voting power of the Board (excluding the voting power of the Director in question). Except in cases of ethical violations or malfeasance, no Director shall be subject to removal or to not being re-nominated based on how they vote as a Director.

(D) Any Director found in violation of the rules and regulations or Code of Ethics, or serving any sanction or suspension of any type imposed under the IPF Anti-Doping Commission, U.S. Anti-Doping Agency or U.S. Center for SafeSport will be ineligible to serve and will be immediately removed from the Board without further hearing.

(E) Any Director unable to successfully complete a background screening will be ineligible to serve and will be immediately removed from the Board without further hearing.

(F) Any Director who does not complete a Background Screening, or any required training of the US Center for SafeSport or US Anti-Doping agency shall have 28 days from written notification to remedy. After 28 days, such an individual shall be removed from the Board of Directors without further hearing.

(G) Unless a vacancy occurs within 24 months of the Board shall in the event of a Director's term, a by election at an extraordinary general assembly by the procedure set forth in Section 5.7 of these Bylaws. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office. If fewer than 24 months remain in that Director's term, the replacement Director

SECTION 5.11. COMPENSATION.

Directors of the Board shall not receive compensation for their services as Directors, although the reasonable expenses of Directors may be reimbursed in accordance with PA policies. Directors are disqualified from receiving compensation for services rendered to or for the benefit of PA per IRS code, except as a Coaching Education Instructor or Technical Official at a National or International Competition.



SECTION 5.12. SELF-DEALING, NEPOTISM, AND CONFLICTS OF INTEREST

No member of the Board shall vote on, or participate in the consideration of, any matter relating to an outside or pecuniary interest of any kind.

The Board may not appoint to leadership roles a member of the immediate family of a Board Director or closely related to a member of the a Board Director, unless it can be shown that there are circumstances justifying a waiver of such circumstances.

No employee, officer, or agent may participate in the selection, award, or administration of a contract supported by PA if he or she has a real or apparent conflict of interest. Such a conflict of interest would arise when the employee, officer, or agent, any member of his or her immediate family, his or her partner, or an organization which employs or is about to employ any of the parties indicated herein, has a financial or other interest in or a tangible personal benefit from a firm considered for a contract. The officers, employees, and agents of PA may neither solicit nor accept gratuities, favors, or anything of monetary value from contractors or parties to subcontracts.

No owner, employee, representative, or agent of an athletic gear manufacturer or distributing company who may directly or indirectly derive profit from the sport of powerlifting shall be permitted to hold an office as a Board Director.

SECTION 5.13. DIRECTOR ATTENDANCE AT BOARD MEETINGS.

Directors of the Board are expected to attend all regularly scheduled Board meetings. Directors may participate in a meeting in-person, by telephone, or electronically.

Directors shall be required to attend no less than one half of all regularly scheduled Board meetings during any twelve-month period. Should a Board Director attend less than one half of all regularly scheduled Board meetings in person or virtually, Section 5.10 of these Bylaws outlines what steps may be taken against the Director.

SECTION 5.14. REGULAR AND SPECIAL MEETINGS.

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

(B) There shall be an annual assembly meeting of the Board for the election of Board, Committee, and other elected positions, for receiving the annual reports of committees, and for the transaction of such other business as may come before it. This meeting shall be held in conjunction with a National Championships of PA or at such time as designated by the Executive Committee. There shall be such other meetings of the Board as may be called. All published notices of meetings shall set forth the place, date, time, and purposes of the meeting.

(C) Special meetings of the Board may be called by the President of the Board and must also be called when requested in writing by one-third or more of the members of the Board.



SECTION 5.15. NOTICE OF REGULAR AND SPECIAL MEETINGS.

(A) Notice of each regular meeting or special meetings of the Board shall be given to each Director of the Board by the Secretary General 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 at least 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 at least two 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.

(B) 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 5.16. QUORUM.

A quorum to convene and 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 physically or virtually, or if by mail, electronic-mail, or facsimile if more than half of the members respond.

SECTION 5.17. TRANSACTING BUSINESS.

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

The President, or in the President's absence, the Vice-President, or a member of the Executive Committee, elected by those members of the Executive Committee present, shall act as a chair of that meeting of the Board. The Secretary General shall act as secretary of all meetings of the Board, but in the absence of the Secretary, the chair of the meeting may appoint any other person to act as secretary of the meeting.

For all meetings of the Board, the Executive Committee, and subcommittees, the current Robert's Rules of Order are the general rules of order, except where they are in conflict with the provisions of these Bylaws, and in such cases these Bylaws prevail.

SECTION 5.18. VOTING BY PROXY AT BOARD MEETINGS.

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



SECTION 5.19. PRESUMPTION OF ASSENT.

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, 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 Secretary General of the Board before the adjournment of a meeting or forwards such dissent by registered mail to the Secretary General of the Board immediately after the adjournment of a meeting, Such right to dissent shall not apply to a Director who voted in favor of such action.

SECTION 5.20. ACTION WITHOUT A MEETING.

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if 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 (or chooses not to respond). Each Director who delivers a writing described in this Section 5.20 to the corporation shall be deemed to have waived the right to demand that action not be taken without a meeting.

SECTION 5.21. TRANSACTING BUSINESS BY MAIL, ELECTRONIC MAIL, TELEPHONE, OR FACSIMILE.

The Board shall have the power to transact its business by mail, electronic-mail, telephone, or facsimile. In the process of a discussion occurring by email, the President may elect to call for a meeting to discuss the subject. The meeting may also be conducted by electronic means.

SECTION 5.22. QUESTIONS OF ORDER AND BOARD MEETING LEADERSHIP.

Questions of order shall be decided by the President of the Board, unless otherwise provided in advance by the Board, The President of the Board shall lead meetings of the Board. If the President of the Board is absent from any meeting of the Board, then the Vice-President shall preside. In the absence of both, the President of the Board shall designate in writing and in advance one other member of the Board to preside. If the President 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 5.23. EFFECTIVENESS OF ACTIONS.

Motions passed at the annual National Governing Board meeting will go into effect the first Monday following the National Governing Board annual or special meeting. Motions passed at the National Governing Board annual or special meetings with specified implementation dates will go into effect on the implementation date so specified.

Officers and Non-Officer Executive Committee Members will be installed in office the first Monday following the annual National Governing Board meeting. A transitional period of two weeks shall be offered to transfer information from the outgoing to incoming elected member.

ARTICLE 6 – EXECUTIVE COMMITTEE



SECTION 6.1. DESIGNATION AND GENERAL POWERS OF THE EXECUTIVE COMMITTEE.

(A) The officers of PA shall include a President of the Board, a Vice President of the Board, a Secretary General, a Treasurer, and the Law and Legislature Chair, who together shall be termed the Executive Committee.

(B) Between meetings of the Board, full power, management, and control of PA shall reside with the Executive Committee. The Executive Committee will also have the duty to elect, from the current members of the Board, representatives who will represent PA at the Annual Meeting of the USOPC, IPF, and the North American Powerlifting Federation ("NAPF"). The Executive Committee shall elect one or more representatives to send to the IPF annual meeting and to such regular and special meetings of the USOPC, IPF, and NAPF in which the Executive Committee authorizes PA participation. The Executive Committee shall also provide for the appointment of a qualified outside auditor, who shall audit the books and records of PA when the Executive Committee deems such an audit necessary and if the finances of the Organization permit.

SECTION 6.2 AUTHORITY, FUNCTION, AND DUTIES OF OFFICERS.

The officers of PA 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) President of the Board. The President of the Board shall (i) develop a strategy for achieving PA's mission, goals and objectives and present the strategy to the Board for approval; (ii) determine, within PA's budget, the staff needed to effectively carry out PA's mission, goals, and objectives; (iii) oversees the hiring and termination of all staff; (iv) either directly or by delegation manage all staff functions; (v) be responsible for resource generation and allocation of resources; (vi) coordinate PA's international activities; (vii) act as PA's spokesperson; (viii) preside at all meetings of the Board; (ix) see that all Board commitments, resolutions and oversight are carried into effect, and; (x) exercise such powers and perform such other duties as from time to time may be assigned by the Board.

The President shall have the option of presiding at all meetings of the Board and Executive Committee. If the President does not preside at the meeting, the highest-level officer who is present at the meeting shall preside. The President shall be an *ex officio* member of all committees without a vote and shall not have authority over the Committee Chair. An additional secretary may be appointed by the Powerlifting America President but shall have no vote. The Powerlifting America President shall be the International Representative of PA to the USOPC, NAPF, and IPF, unless the President delegates such duty or duties. Such delegation shall only take place with the approval of the Executive Committee.

(B) Vice President of the Board. The Vice-President of the Board shall (i) In the case of the absence of the President, the Vice-President of the Board shall take his or her place, preside over meetings of the Board, (ii) In the absence of the President, and/or at the request of the President, represent the Powerlifting America to IPF, NAPF or USOPC events or activities; (iii) Replace the President on any Committee where the President has a conflict of interest, or where the Board votes by a simple majority to request the Vice President to



replace the President; (iv) Serve in the role of President until an election can be held in the case of resignation or removal in accordance with the Powerlifting America bylaws.

The powers of the Vice-President shall include, but are not limited to, the following:

(i) Promoting PA and drug-free powerlifting.

(ii) Acting as President until a replacement is elected, should the President resign or become incapacitated.

(C) Secretary General. The Secretary General shall: (i) keep the minutes of the proceedings of the Board; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be the custodian of the corporate records; (iv) set all meeting and meeting agendas, in consultation with the Executive Committee and Board; (v) perform all duties incident to the office of Secretary General; and (vi) perform such other duties as, from time to time, may be assigned to the Secretary General by the Board.

The Secretary General shall make proper arrangements for keeping the records of PA, issuing official notices of all meetings of PA, and perform such other duties as may be directed by the President. The Secretary General shall also serve as the Secretary of the Board and the Executive Committee.

(D) Treasurer. The Treasurer shall (i) prepare and submit quadrennial and annual budgets to the Board for approval; (ii) receive and account for all funds of PA and be responsible for financial record-keeping.

SECTION 6.3. CONTRACTS.

The Executive Committee may authorize any person to enter into any contract or execute and deliver any instrument in the name and on the behalf of PA, and such authority may be general or confined to specific instances as described for the occasion by the Executive Committee in accordance with Policy. No subcommittee shall have the authority to enter into any contract or agreement, or to execute or deliver any document or instrument for or on behalf of PA, without the approval of the Executive Committee. Members of the Executive Committee shall recuse themselves from voting on contracts or financial matters in general in which they have a direct or indirect financial interest. However, nothing in these Bylaws precludes Members of the Executive Committee from providing necessary service to PA in the normal course of their service as Executive Committee Members, or in order to advance the interests of PA. In awarding all contracts, the Executive Committee shall make findings related to the necessity and propriety of the contracts and the vendors selected, unless the Executive Committee elects for compelling cause to waive such requirements. Members of the Executive Committee or any other Committee, Council, Commission shall neither solicit nor accept gratuities or items of intrinsic financial value from vendors or contractors doing business with any component of PA.

SECTION 6.4. CANDIDATE SELECTION, ELECTION, AND VOTING.

The process of selecting officer candidates to serve on the Executive Committee will be as follows:

(A) The Secretary General will announce an application process for Board positions up for election and will open an application period for member nominations that shall last for at least 30 days.



(B) The Executive Committee or an Ad Hoc Nominations Committee approved by the Board will review qualifications of applicants to ensure compliance with position requirements.

(C) Qualified applicants will need to pass a background check and will be presented to the Board for approval to stand for election.

(D) Once approved, the Secretary General will announce the approved candidates to the members at least 50 days in advance of the election. There shall be no limit on the number of eligible nominations that may be put forward.

(E) The Board shall provide electronic ballots to members.

SECTION 6.5. TENURE AND TERM LIMITS.

Except as otherwise provided by Section 6.5 of these Bylaws, the term of office for an Officer shall be four years. An Officer shall hold office until the Officer's successor is elected and qualified, or until the Officer's earlier resignation, removal, incapacity, disability, or death.

No Officer shall serve more than three terms.

When an Officer is elected or selected to fill a vacancy because of the resignation, removal, incapacity, disability or death of an Officer, 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 or more years, following completion of the filled vacancy term, the Officer may serve only two additional four-year terms. If the vacancy being filled is for less than two years, the term shall not be a full term and, following completion of the filled vacancy term, the Officer shall be able to serve three additional four-year terms.

SECTION 6.6. RESIGNATION, REMOVAL AND VACANCIES.

(A) An officer's position with PA may be declared vacant upon the officer's resignation, removal, incapacity, disability, or death. The President may resign at any time by giving written notice to the Board. Other Officers may resign by giving written notice to the President. 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.

(B) Officers are subject to the same requirements for removal as Directors described in Section 5.10 B, C, D, E, and F.

(C) Unless fewer than 24 months remain in that Director's term, any vacancy occurring on the Board shall be filled by election at an extraordinary general assembly by the procedure set forth in Section 6.4 of these Bylaws. The Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office. If fewer than 24 months remain in the

Director ' s term, the replacement Director will

SECTION 6.9. COMPENSATION.



Officers shall not receive compensation for their services as Officers, although the reasonable expenses of Officers may be reimbursed in accordance with PA policies. Officers are disqualified from receiving compensation for services rendered to or for the benefit of PA per IRS code, except as a Coaching Education Instructor or Technical Official at a National or International Competition.

SECTION 6.11. SELF-DEALING, NEPOTISM, AND CONFLICTS OF INTEREST.

No member of the Executive Committee shall vote on, or participate in the consideration of, any matter relating to an outside or pecuniary interest of any kind.

The Executive Committee may authorize the hiring of such employees of the organization as are necessary to effectuate the purposes of PA; however, such employees shall not be a member of the immediate family of the Executive Committee or closely related to a member of the Executive Committee, unless it can be shown that employment is at or below market rates for such employment, or unless there are circumstances justifying a waiver of such circumstances.

No employee, officer, or agent may participate in the selection, award, or administration of a contract supported by PA if he or she has a real or apparent conflict of interest. Such a conflict of interest would arise when the employee, officer, or agent, any member of his or her immediate family, his or her partner, or an organization which employs or is about to employ any of the parties indicated herein, has a financial or other interest in or a tangible personal benefit from a firm considered for a contract. The officers, employees, and agents of PA may neither solicit nor accept gratuities, favors, or anything of monetary value from contractors or parties to subcontracts.

No owner, employee, representative, or agent of an athletic gear manufacturer or distributing company who may directly or indirectly derive profit from the sport of powerlifting shall be permitted to hold an office as an Officer or Executive Committee member.

SECTION 6.3. MEETINGS

(A) Between annual meetings of the Board, the Executive Committee shall conduct the business of PA. Meetings of the Executive Committee shall be held at the time and place designated in the notice of meeting whenever called by the President or by vote of two-thirds of the members of the Executive Committee, or by vote of one-fourth of the Board members. Notice of the time and place of a special meeting shall be given to each member of the Executive Committee by the Secretary, or in the Secretary's absence, any other member of the Executive Committee, by word, email, or method deemed appropriate given a reasonable time prior to the special meeting, and where practicable, ten days prior to the meeting. Such notice shall specify the purpose of the meeting.

(B) Nothing contained in these Bylaws shall be deemed to restrict the power of the Executive Committee or any designated committee to take any action required or permitted to be taken by them, without meeting, if consent in writing setting forth the action so taken shall be signed by a majority of the committee members. Alternatively, the Executive Committee or any designated committee may take action by use of an electronic



meeting or conference call, provided that all committee members have been notified in advance of the intention to carry out such conferences, and that a quorum is included in the conference.

ARTICLE 7 - COMMITTEES

SECTION 7.1. DESIGNATION.

(A) 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 PA parties thereof to nominate individuals to serve on the Board.

(B) PA shall have four types of Committees: (i) Standing Committees, (ii) Ad Hoc Committees, (iii) Councils and (iv) Commissions. A Standing Committee is an essential governance committee. An Ad-Hoc Committee is a committee primarily providing advice to the Powerlifting America Board of Directors, with a dotted line to staff. Ad Hoc Committees are intended to address a specific topic and may last no longer than 18 months. A Council is a committee providing the voice of a section of the membership, and a Commission is a committee providing advice to the staff with a dotted line to the Board. Each group will be appointed a Board liaison. If no liaison is stated, the President is the default liaison, without vote. The members of all committees, councils, and commissions shall be volunteers.

(C) Election and Appointment of Committee Members. The Chairperson(s) of Standing Committees or other permanent Councils or Commissions shall be elected by the membership following the process in Section 5.7. The Ethics Committee and the Athletes Advisory Council’s members will be elected per the process in Section 5.7. For all other committees, the Secretary General will open applications to members. Subsequently, the Chairperson of the Committee, Council, or Commission will evaluate applicant qualifications and will recommend qualifying nominees to the Board for approval. The Chairperson and members of Ad Hoc Committees may be selected by the Executive Committee and presented to the Board for Approval.

(D) Committee Member Requirements: All Committee members are obliged to hold a current U.S. Center for SafeSport training, U.S. Anti- Doping Agency training, and PA background check at all times. Failure of a background check will result in immediate removal.

(E) Meetings. Reasonable notice of meetings of committees, other than of regular meetings provided for by the rules, shall be given to the committee members. All actions taken by committees shall be recorded in minutes of meetings.

(F) Rules for Committees. Each committee may adopt rules for its management consistent with these Bylaws. A committee Chairperson(s) shall have a four-year term.

Committees, Councils, and Commissions are all expected to meet at least twice per calendar year, with a written report given to the PA Board following a meeting of the Committee, Council, or Commission.



The Board may disband or re-construct a group if two consecutive reports have failed to be presented for the PA Board meeting. The Board may remove an individual if they have missed two consecutive group meetings, on the recommendation of the group itself.

Any decision rendered by a Committee, Commission or Council and submitted to the PA Board for ratification but which the PA Board does not respond within ³⁰ days shall be considered final.

SECTION 7.2. ATHLETE REPRESENTATION.

All Committees, Councils, and Commissions shall have at least thirty-three percent (33%) Athlete membership and voting representation. An Athlete serving on any of these groups must meet the following requirements: (i) within the ten years prior to appointment to a committee represented the United States in powerlifting in an IPF sanctioned World Championship, North American Powerlifting Federation Championship, or another major IPF sanctioned international competition; the IOC recognized World Games or the Pan-American Games, or (ii) within the previous ²⁴ months, have competed in the Powerlifting America National Championships or a team selection competition for these international events.

SECTION 7.3. TENURE.

The term for all committee members other than an Ad Hoc Committee shall be four 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 Ad Hoc Committee members shall be until their assignment is concluded.

SECTION 7.4. RESIGNATION, REMOVAL AND VACANCIES.

(A) A Committee Chairperson or member's position 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. 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.

(B) If a Committee Chairperson or member fails to attend more than one half of the regular meetings of the Committee during any twelve-month period, unless such member can demonstrate to the Board that the presence of exigent circumstances caused and excused their absences, such Chairperson or member shall be removed by the Board. In such circumstances, the absent Chairperson or member may be removed by the affirmative vote of a majority of the voting power of the Board.

(C) Committee members may also be removed for cause upon the affirmative vote of at least two-thirds of the total voting power of the Board (excluding the voting power of the committee member in question, if also a Director). Committee members may also be removed without cause upon the affirmative vote of at least three-fourths of the total voting power of the Board (excluding the voting power of the Director in question, if also a Director).



(D) Any Committee Chairperson or member found in violation of the rules and regulations or Code of Ethics, or serving any sanction or suspension of any type imposed under the IPF Anti- Doping Commission, U.S. Anti-Doping Agency or U.S. Center for SafeSport will be ineligible to serve and will be immediately removed from the Board without further hearing.

(E) Any Committee Chairperson or member unable to successfully complete a background screening will be ineligible to serve and will be immediately removed from the Board without further hearing.

(F) Any Committee Chairperson or member who does not complete a Background Screening, or any required training of the US Center for SafeSport or US Anti-Doping agency shall have 28 days from written notification to remedy. After 28 days, such an individual shall be removed from the Board of Directors without further hearing.

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

SECTION 7.5. PROCEDURES.

Each committee shall establish procedures for conducting its business and affairs.

SECTION 7.6. COMPENSATION.

Committee members shall not receive compensation for their services as committee members, although the reasonable expenses of committee members may be paid or reimbursed in accordance with PA policies.

SECTION 7.7. ETHICS COMMITTEE.

The Ethics Committee shall be elected by the general membership. No current member of the Board may concurrently sit on the Ethics Committee. Former Board members shall be eligible to serve on the Ethics Committee. All members of the Ethics Committee shall satisfy the standards of "Independence" as set forth in Section 7.10 of these Bylaws.

The Ethics Committee shall have the following responsibilities. The Ethics Committee shall:

(A) Review on an annual basis the Powerlifting America Code of Ethics for adoption by the Board that is applicable to all Powerlifting America employees, members, officials, and volunteers;

(B) Investigate and serve as a fact-finding tribunal for all matters involving allegations of ethics violations and render a written finding for publication. In this capacity, the Ethics Committee is empowered to impose sanctions for violations established. The Ethics Committee will inform the Board of its investigations, and its procedures are appealable to the Board. However, the Ethics Committee findings of fact are not appealable except in extraordinary circumstances, as determined by the Board.



(C) In its capacity as a factfinder and investigating authority, be empowered to call witnesses and require testimony from same and compel said testimony, with sanctions for refusal to comply. Said sanctions shall be established by the Ethics Committee and approved by the Board.

(D) Review and publish an Official Ethics Committee Opinion on ethical questions presented to it by the Board, officers, committee members, volunteers, staff, and PA members. Official Opinions shall be determined within findings of prior cases unless the subject matter is of “first impression” (i.e. a matter never having been brought to PA’s attention), published and indexed for reference on the PA website. However, in the case of a violation, such information shall not be posted until such time as a sanction is imposed and finalized.

(E) The names of individuals in cases will be redacted unless the process has reached a conclusion and the individual has been found in violation.

(F) The Ethics Committee will ensure all members are disinterested in the matter before them.

SECTION 7.8 DISCIPLINARY COMMITTEE.

The Disciplinary Committee shall have the following responsibilities:

(A) Oversee reinstatement of suspended members.

~~(B) Investigate and serve as a fact-finding tribunal for all matters involving allegations of violations, including but not limited to~~

(i) Bringing the sport of powerlifting into disrepute.

(ii) Acting in a manner that is contrary to the best interests of the IPF.

(iii) Contravening any of the provisions of the Constitution or By-Laws.

(iv) Contravening any of the rules governing the accepted behavior of the IPF regions, the National Member Federations, and individual persons

~~(C) Investigate and serve as a fact-finding tribunal for all matters involving allegations of IPF violations.~~

(D) After an investigation, render a written finding for publication. In this capacity, the Disciplinary Committee is empowered to impose sanctions for violations established. The Disciplinary Committee will inform the Board of its investigations, and its procedures are appealable to the Board. However, the Disciplinary Committee findings of fact are not appealable except in extraordinary circumstances, as determined by the Board.

(E) In its capacity as a factfinder and investigating authority, be empowered to call witnesses and require testimony from same and compel said testimony, with sanctions for refusal to comply. Said sanctions shall be established by the Disciplinary Committee and approved by the Board.



(E) The names of individuals in cases will be redacted unless the process has reached a conclusion and the individual has been found in violation

USADA has jurisdiction over anti-doping offenses and will determine sanctions and subsequent requirements such as

SECTION 7.9 TECHNICAL COMMITTEE

The Technical Committee shall have the following responsibilities:

(A) Educate and instruct referees both new and existing to create consistency in refereeing.

(B) Provide feedback to the IPF on the IPF Rules Book.

(C) Communicate information and raise awareness among referees of any changes to IPF Rules Book.

(D) Organize referee clinics

(E) Establish testing processes and oversee testing for new referees and those advancing to the National and International level.

(F) Appoint referees at national and international championships and manage the referee schedule.

SECTION 7.10. INDEPENDENCE.

The Board shall affirmatively make a determination of independence for any Committee Chairperson, Committee member, Officer, Director, or other position required either by the Bylaws or by a determination of the Board to meet the standard of Independence set forth in this section.

Under the definition of “independence” as provided in these Bylaws, independence means the individual shall have no material relationship with PA, either directly or through an organization that has a material relationship with PA. A relationship is “material,” if in the judgment of the Board, it would interfere with the individual’s independent judgment.

An individual shall not be considered independent if:

(A) The individual was employed by or held any governance position, a committee chair, or a committee member, (whether a PA or volunteer position) with PA, the IPF, any international regional sport entity of PA, or any sport family entity of PA;

(B) An immediate family member of the individual was employed by or held any governance position (whether a PA or volunteer position) with PA, the IPF, any regional sport entity of PA or any sport family entity of Powerlifting;

(C) The individual is affiliated with or employed by PA’s outside auditor or outside counsel;



(D) An immediate family member of the individual is affiliated with or employed by PA's outside auditor or outside counsel as a PA principal or manager;

(E) The individual receives any compensation from PA, directly or indirectly;

(F) The individual is an executive officer, controlling shareholder, or partner of a corporation or other business entity that does business with PA and receives income from PA (the executive officers of corporations who only contribute and do not see a material financial benefit are excluded); and/or

(G) The individual was a member of PA and was involved in an active role or identified with any constituent group, or the individual has had a business interest or was employed in a position significantly involved in the sport of powerlifting; the individual has ever had an interest or stake in the ownership of a PA club; the individual has ever accompanied a competition team involving international travel in an appointed position with the team; the individual has in the last three years had a material relationship with PA or a competitor of PA either directly or through an organization that has (or had) a material or competing relationship with PA.

Where the guidelines above do not address a particular relationship, the determination of whether the relationship is material, and whether an individual is independent, shall be made by the Board.

ARTICLE 8 - ATHLETES' ADVISORY COUNCIL

SECTION 8.1. DESIGNATION.

PA shall have an Athletes' Advisory Council ("AAC") consisting of 10 individuals.

SECTION 8.2. DUTIES.

There will be an AAC recognized to ensure communication between the PA and currently active athletes, to serve as a source of athlete opinion and advice to the Board with regard to both current and contemplated policies, and to help ensure a strong and effective athlete voice in PA's governance. AAC leadership will meet regularly with the Board to discuss issues of importance to athletes and will contribute to the annual report to the membership delivered at the General Assembly.

SECTION 8.3. ELIGIBILITY.

(A) Athletes eligible to serve on the AAC are those: (a) who have represented the United States as athletes in powerlifting in an IPF sanctioned World Championship, North American Powerlifting Federation Championship, or another major IPF sanctioned international competition; the IOC recognized World Games or the Pan-American Games in the sport of powerlifting within the ten year period prior to December 31 of the year in which the election is held, or (b) who have competed in Powerlifting America's National Championships as athletes within the two year period prior to December 31 of the year in which the election is held shall be eligible.

(B) To ensure broad perspectives from different groups and divisions within PA's Athlete membership, the AAC will be comprised of the following seven representatives: (a) Men's Representative, (b) Women's



Representative, (c) Junior Age Division Representative, (d) Open Division Representative, (e) Master's Division Representative, (f) Classic Representative, (g) Equipped Representative, (h) two athlete directors to the Board as referenced in Section 5.6, and (i) one a-large member. A given representative may qualify for more than one category (e.g., both master's and equipped) but may only run for one seat. Furthermore, in no case may one individual hold more than one seat on the AAC.

SECTION 8.4. TENURE.

The term for members of the AAC shall be for four years. A member shall remain on the AAC until the member's successor is elected and qualified, or until the member's earlier resignation, removal, incapacity, disability, or death.

SECTION 8.5. TERM LIMITS.

No Powerlifting America AAC member shall serve more than two consecutive terms.

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

SECTION 8.6. President.

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

The President is responsible for will be responsible for the AAC operations, including producing the committee report for the General Assembly, overseeing surveys and development of recommended actions for the Board, creating transparency to members about survey results, and organizing and leading AAC meetings.

SECTION 8.7. PROCEDURES.

The AAC shall establish procedures for conducting its business and affairs.

SECTION 8.8. MINUTES OF MEETINGS.

The Powerlifting America Athletes Advisory Council shall take minutes of its meetings.

SECTION 8.9. COMPENSATION.



AAC members shall not receive compensation for their services as ACC members, although the reasonable expenses of committee members may be paid or reimbursed in accordance with PA policies

ARTICLE 9 - DISQUALIFICATION

SECTION 9.1. JURISDICTION.

A person shall cease to be eligible to compete or exhibit in open or closed events given or sanctioned by PA while disqualified or under suspension of PA.

SECTION 9.2. TYPES.

(A) Fraud. A person will be disqualified or suspended from competing for committing fraud. Fraud is defined as the falsification of the truth for the purpose of participation in any competition in powerlifting wherein the athlete, coach, manager, or other person has acted with deceit or is guilty of misrepresentation, concealment, or a misstatement of fact or intention.

(B) Unfair Dealing and Improper Conduct. Any person guilty of unfair dealing in connection with athletic competition, improper conduct, or for violation of the rules of PA may be disqualified or suspended. The following among other things shall be considered as unfair dealing and improper conduct:

(i) Any act which tends to disturb or obstruct a competition or to bring PA or athletics into disrepute.

(ii) The misappropriation of PA funds.

(iii) Anyone who files suit in any court of law in the United States against PA or any of their agents, successors, or affiliates, without the express approval of PA.

(iv) Any member or any club of PA which has incurred indebtedness to PA shall be suspended until such indebtedness is liquidated.

(v) Any person who shall refuse to appear to testify upon any hearing or to answer any question which the Board or a Committee shall rule as to be proper shall be liable to suspension or such other discipline as the Board or Committee may determine until the person has been purged of such refusal.

A PA powerlifting competition shall include any event in which any or all of the powerlifts (squat, bench press, deadlift) are contested in accordance with PA rules and with these Bylaws.

ARTICLE 10 – DOPING CONTROL

It is the duty of all PA members to comply with all anti-doping rules of the World Anti-Doping Agency (WADA), the IOC, the USOPC including the USOPC National Anti-Doping Policy, and of the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by, WADA, the IOC, the USOPC and USADA. Athlete members agree to submit to drug testing by WADA and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties



including, but not limited to, disqualification and suspension. If it is determined that an individual member may have committed a doping violation, the member agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of WA and/or its designees if applicable or referred by USADA.

These organizations' anti-doping rules and protocols are posted on the following websites:

International Olympic Committee: <https://www.olympics.com/ioc/fight-against-doping>

USOPC: <http://www.teamusa.org/Footer/Legal/Anti-Doping>

WADA: <https://www.wada-ama.org/en/resources/world-anti-doping-program/world-anti-doping-code>

USADA: <http://www.usada.org/resources/publications-and-policies/>

ARTICLE 11 - COMPLAINT PROCEDURES

SECTION 11.1. DESIGNATION OF COMPLAINTS.

The following forms of complaint shall be heard by PA and may, pursuant to these Bylaws and in the discretion of the Board of Directors be delegated to a PA committee or subcommittee for process. Subject to qualifications specified below, the PA Board of Directors and all PA members who have attained the age of eighteen years or older shall have standing to file. Members who have not yet attained the age of eighteen years or older shall have standing through a parent or legal guardian, except in the case of a complaint involving the opportunity to participate, in which case the member under the age of 18 may file a claim on his or her own behalf.

(A) Administrative Grievance. PA or any member of PA may file a complaint pertaining to any matter within the cognizance of PA, including but not limited to any alleged violation of or grievance concerning (i) any PA rule or regulation, (ii) any provision of these Bylaws, or (iii) any provision of the Act relating to PA's recognition as a Board;

(B) Opportunity to Participate. 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 participate in a PA sanctioned competition.

(C) Ethics Violation. The Ethics Committee shall maintain, and the Board shall promulgate the Powerlifting America Code of Ethics on the PA website. The Powerlifting America Code of Ethics shall be updated periodically and restated or reissued each calendar year. PA shall receive and hear complaints of violations of the Code of Ethics and will provide fair notice and opportunity for a hearing to any athlete, coach, trainer, manager, administrator, or official before declaring the individual accused of such violation.

(D) Code of Conduct and IPF Article 15 Violation. The Disciplinary Committee shall receive and hear complaints of violations of the Code of Conduct and IPF Article 15 violations and will provide fair notice and



opportunity for a hearing to any athlete, coach, trainer, manager, administrator, or official before declaring the individual accused of such violation.

SECTION 11.2. MANNER OF FILING.

The complainant shall file the complaint addressed to the Ethics or Disciplinary Committee. The complaint shall include: (a) the complainant's name, full contact information, and member number; (b) the name of the defendant (complaints against organizations such as the Board of Directors shall name the organization, not an individual); (c) a description of the violation and the harms caused in sufficient detail that the committee can evaluate the complaint and take action, if necessary.

Note that the parties must meet filing deadlines established by these Bylaws or procedures implemented by the committee assigned to process the complaint. Fair process may demand multiple filings during the course of an investigation and deadlines for such filings shall be dictated and made clear to the parties by the committee. Complainant and defendant documents filed after the filing deadlines may be rejected by the committee and thus not be part of the hearing record. Accordingly, all parties are encouraged to document filing dates.

SECTION 11.3. STATUTE OF LIMITATIONS.

A complaint filed under these Bylaws shall be filed within one hundred and eighty days of the occurrence of the alleged violation, grievance, denial, or threat to deny. Said date of the allegation shall be stated in the complaint.

SECTION 11.4. FIELD OF PLAY DECISIONS.

The final decision of the jury (or in the absence of a Jury, the 3 referees) during a competition regarding a 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 Opportunity to participate 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 competition decisions.

SECTION 11.5. POWERLIFTING AMERICA HEARING PANEL.

Upon the timely and complete filing of a complaint, the Board shall appoint a Hearing Panel consisting of three individuals to hear the complaint. Panelists may be from the Powerlifting America Committee with subject matter expertise/authority over the matter at issue. The Board shall also appoint a Hearing panel President. Law and Legislature Committee and Ethics Committee members may be appointed to and serve on the Hearing Panel. Other disinterested individuals identified by the Board may also be appointed to and serve on the Hearing Panel. At least one member of the Hearing Panel shall be an Athlete. Members of the Hearing Panel need not be members of PA or involved in the sport of powerlifting.

SECTION 11.6. CONDUCT OF THE PROCEEDING.



The Hearing Panel shall initially meet and decide whether the filing meets the minimum standards for a sufficiently filed complaint and rule on whether the complaint may go forward. If the complaint is insufficient, the Panel shall provide a written opinion to the Complainant explaining its decision and whether the complaint may be corrected and re-filed (a dismissal without prejudice) or whether the complaint may not be re-filed (with prejudice) providing justification for its opinion.

If the complaint is not dismissed, the Hearing Panel shall notify the named defendant, if any, and the defendant shall have 30 days to respond to the complaint with a sufficiently stated response that refutes the complaint.

Failure to respond shall be grounds for the Panel to grant a default judgment to the complainant with a remedy determined by the Panel. Upon receipt of the defendant's response, the complainant shall have 30 days to respond. After receipt of the complaint, defendant's response and complainant's response to defendant, the Hearing Panel may make a decision based on the filings if in the Panel's discretion the filings are sufficient, and the parties agree to such a procedure. If the Panel concludes that a hearing is warranted, the Panel shall schedule 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, and the rules of evidence will not be strictly enforced, except that testimony shall be taken under oath.

If necessary or convenient to the parties, the hearing may be conducted by teleconference or electronically. 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 arguments. 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 11.7. FAIR 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 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 by "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) A written notice of appeal procedures, if the decision is adverse to the person charged, and the prompt and fair adjudication of any appeal.

Appeal shall be to the Board *en banc* (all Directors shall review the decision) who shall meet after reviewing record and the Panel's decision. After its review, the Board shall inform the parties and the Panel whether it upholds the Panel's decision.

Except in extraordinary circumstances, which shall be documented and detailed in the Board's decision, the appeal shall be over process and the Panel's interpretation of rules and procedure. Findings of fact by the Panel shall not be subject to appeal.

SECTION 11.8. EXPEDITED PROCEDURES.

Upon cause and request presented by a Party to the complaint, 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 Board is authorized to order that the complaint be heard and decided within forty-eight hours of the filing of the complaint, or such other time frame as may be necessary to afford a decision within the necessary time frame based on the circumstances. 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.

SECTION 11.9. 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 National Office 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 11.10. 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. A catalogued record of all Hearing Panel and Appellate decisions and remedies shall be kept in the official records of PA, available to public review and research. Although not absolutely binding, consistent interpretation of rules, violations and remedies require Hearing Panels and Appellate Panels to refer to said catalogued decisions for guidance in matters before them.

SECTION 11.11. ARBITRATION.

Per the Act and the USOPC Bylaws, certain parties subject to these Bylaws may bring a grievance to the American Arbitration Association, as may PA in any matter for binding arbitration in the Board's grievance procedures.

ARTICLE 12 - SANCTIONING EVENTS

SECTION 12.1. JURISDICTION.

All PA competitions must be sanctioned by PA. The sanction number must be published on the entry form materials. Anyone not obtaining a PA sanction for a meet claiming to be a PA event, will be denied a PA sanction for a period of not less than 12 months from the date of the fraudulent meet. All Sanctioning shall comply with the sanctioning regulations governing "national governing bodies" promulgated by the USOPC.

SECTION 12.2. REQUIREMENTS.

Sanctions are issued, withheld, or withdrawn in accord with the following regulations:

Sanctions issued to one organization or individual(s) cannot be transferred by the organization or individual(s) to another organization or individual(s). Any sanction so transferred shall be void for all purposes, and the National Office is empowered to deny further sanctions to any organization violating this provision.

No further sanction will be given to any organization or individual(s) who has failed to fulfill expense obligations to athletes or to give awards as stated on its entry blank or who does not follow the rules of PA. The foregoing sentence shall be stated on every sanction granted.

All meet sanction applications must be signed by the relevant Regional Director and sent to the National Office for the signature of the President where they will be recorded in the National Office.



The following clause will appear on all sanction application forms and as well on all forms upon which official sanctions are granted: "In granting this sanction, it is understood and agreed that PA shall be free from any liabilities or claims for damages arising by reason of injuries to anyone during the conduct of this meet."

SECTION 12.3. CONDITIONS.

All games, meetings, benefits, exhibitions, or entertainment of any kind where sanction is required are subject to the following conditions:

- (A) An athlete's entry will be not accepted, nor will the athlete be allowed to compete or exhibit at any event unless registered and holding a valid PA membership.
- (B) Announcements and entry blanks of sanctioned events must state that all participants must be registered prior to participation.
- (C) The registration number of each competitor should accompany the entry blank, and the athlete's affiliation must be displayed before or after the competitor's name on the program.
- (D) Entry blanks, advertising and the program should bear conspicuously the statement: "Held under the sanction of Powerlifting America," and bear the sanction number.
- (E) All organizations which have received sanction for any contest where prizes are stated on entry forms, shall be required to send to the national office, before the date of the contests, a copy of the entry blank.
- (F) All athletes, coaches, trainers, managers, administrators, and officials must have an equal opportunity to participate in athletic competition, without discrimination on the basis of race, color, religion, age, sex, or national origin.

SECTION 12.4 LIMITATIONS.

- (A) No meet director, or any other person, has any authority, apparent or otherwise, to bind PA to any written or oral contract regarding the hosting and producing of a PA sanctioned competition. Every meet director who is awarded a PA meet sanction must make all the arrangements for the meet, personally or through an appropriate entity not associated with PA, enter into any necessary contract, and must determine the dates of the event, its location, equipment, and personnel. Meet directors act as independent contractors and not as agents, representatives, or employees of PA. PA shall not and cannot be a party to any contract(s) made to host or produce these competitions.
- (B) PA may produce its own competitions and act as its own meet director. However, only the President may sign any contract or enter into a contract, oral or written, to host or produce the competition, and therefore, only the President may bind PA. Additionally, the President, under those circumstances, may act as a binding agent and officer of PA only after an Executive Committee majority vote and approval to so act providing permission and authority to the President to execute and enter into such contract



(C) Unless PA is acting as the meet director, PA does not share in the profits and losses its sanctioned meets generate.

(D) The following clause will appear on all sanction application forms: "In applying for this sanction and producing and hosting this event, I am acting as an independent contractor and not as an agent, representative, or employee of Powerlifting America. I am solely responsible and liable, financial, and otherwise, for any contracts, oral or written, made to produce and host this competition. I have not acted, and I will not purport to act on behalf of Powerlifting America. I will not bind or attempt to bind Powerlifting America to any contract, oral and/or written, as I know that I have no authority or permission to do so."

SECTION 12.5. PROMPT REVIEW OF REQUEST.

PA shall promptly review every request for a sanction and make a determination on such request to (a) hold a local athletic competition in the United States; (b) hold a national athletic competition in the United States; (c) hold an international athletic competition in the United States; or (d) sponsor PA athletes to compete in an international athletic competition held outside the United States.

SECTION 12.6. STANDARD FOR REVIEW.

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

SECTION 12.7. REQUIREMENTS FOR HOLDING AN INTERNATIONAL OR NATIONAL ATHLETIC COMPETITION IN THE UNITED STATES.

(A) Requests for Sanction of International Events. PA, through the Executive Committee, will promptly review every request submitted by an organization or person for a sanction to hold an international competition in the U.S. or to sponsor PA athletes to compete in international powerlifting competitions outside of the U.S. Such requests shall be submitted directly to the Powerlifting America Secretary General. The Executive Committee shall determine whether to grant the sanction requested and the President will transmit the sanction application in writing to the NAPF, IPF, or USOPC for approval, as appropriate. All international competitions must be sanctioned by PA, if hosted in the U.S. and co-sanctioned by the NAPF, IPF, or USOPC.

(B) Requirements. An organization or person requesting a sanction to hold an international or national athletic competition in the United States shall comply with the following requirements:

- (i) Submit, in the form required by PA, an application to hold such competition;
- (ii) Pay to PA the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- (iii) Submit to PA an audited or notarized financial report of similar events, if any, conducted by the organization or person; and



(iv) Demonstrate that:

- (a) Appropriate provisions are made for validation of records which may be established during the competition;
- (b) The competition is conducted by qualified officials;
- (c) Proper medical supervision is provided for athletes who will participate in the competition; and
- (d) Proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

SECTION 12.8. REQUIREMENTS FOR SPONSORING POWERLIFTING AMERICA ATHLETES TO COMPETE IN AN INTERNATIONAL ATHLETIC COMPETITION HELD OUTSIDE THE UNITED STATES.

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

- (A) Submit, in the form required by PA, an application to hold such competition;
- (B) Pay to PA the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- (C) Submit a report of the most recent trip to a foreign country, if any, that the organization or person sponsored for the purpose of having PA athletes compete in international athletic competition, and
- (D) Submit a letter from the appropriate entity that will hold the international athletic competition certifying that:
 - (i) Appropriate provisions are made for validation of records which may be established during the competition;
 - (ii) Due regard is given to any international athletic requirements specifically applicable to the competition;
 - (iii) The competition will be conducted by qualified officials;
 - (iv) Proper medical supervision is provided for athletes who will participate in the competition; and
 - (v) Proper safety precautions are taken to protect the personal welfare of the athletes and spectators at the competition.

SECTION 12.9. INTERNATIONAL TRAVEL PERMITS.

(A) Invitations. All invitations to PA athletes to compete abroad or foreign athletes to compete in the U.S. shall be extended by an athletic governing body of the inviting country and be sanctioned by the NAPF, IPF, or USOPC.

(B) Negotiations. All negotiations for the appearance of athletes in foreign countries and foreign athletes in the U.S., whether or not such negotiations involve the payment of expenses, shall be carried on between PA and the corresponding governing body of the country concerned. A violation of the foregoing shall be deemed



sufficient cause to refuse a foreign permit to the athlete or team invited, or in the case of a foreign athlete, to refuse to extend an invitation or permit the athlete to compete in the U.S.

SECTION 12.10. WITHDRAWALS OF SANCTIONS.

(A) Timing. Once awarded, a meet sanction may be removed at any time up to the actual commencement of the first competitive lift of the contest. The contest as a PA event will not commence if sanction has been removed.

(B) Responsibility. The presiding official who approved the meet sanction has the responsibility for its removal, but officers and the Executive Committee may also do so. Thus, for state championships, the Regional Director or the Executive Committee may remove the sanction. For national championships, the PA President (or designee) may remove the sanction.

(C) Causes for Sanction Removal. The sanctions for removal shall include, but are not limited to, the following:

(i) Failure on the part of the meet promoter to provide facilities and/or financial arrangements as specified in the bid for the meet.

(ii) Failure on the part of the meet promoter to provide facilities for the contest in accord with the rules for powerlifting as specified by PA

(iii) Failure to comply with PA rules in promoting meets.

(C) Purposes. The provision of this section for sanction removal is not intended as a license to disrupt contests in which every effort has been made to comply with the commitments and rules. Rather, the threat of sanction removal is intended to enable the ranking official to force compliance by the meet director. Removal of sanction is considered to be the last resort.

(D) Appeal. When the sanction has been removed ninety days or more in advance of the day of the contest, the meet director may appeal to the next higher official, who upon hearing evidence, may reverse the decision.

The appeal of the decision of the President regarding national contests must be heard by the Executive Committee.

Since the appeal of sanction removal may not always be possible prior to the actual contest date, the meet may be rescheduled and re-sanctioned if there is a reversal of sanction removal after the contest date.

ARTICLE 13 - RECORDS OF PA

SECTION 13.1. MINUTES.

PA 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 13.2. ACCOUNTING RECORDS.



PA shall maintain appropriate accounting records.

SECTION 13.3. MEMBERSHIP LIST.

PA 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 13.4. RECORDS IN WRITTEN FORM.

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

SECTION 13.5. WEBSITE.

PA shall maintain a website for the dissemination of information to its members. So as to facilitate the ability of interested parties to communicate their concerns or questions, PA shall publish on its website a mailing address and an electronic mail address for communications directly with the Board.

SECTION 13.6. RECORDS MAINTAINED AT PRINCIPAL OFFICE.

PA 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 PA, the Board, Committees, and members;
- (C) Rules and regulations that govern the technical conduct of Powerlifting events in the United States as PA's Board determines is appropriate in its 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 last four years;
- (E) All written communications within the last four 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 Florida secretary of state;
- (H) All financial statements prepared for periods ending during the last four 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 PA at its principal office under applicable law or regulation.



SECTION 13.7. 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 PA written demand at least five 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 PA's principal office, any of the records of PA described in Section 12.6 of these Bylaws.

(B) Financial Statements. Upon the written request of any member, PA shall provide 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, PA 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 PA'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 four months immediately preceding the demand to inspect or copy;

(b) The demand is made in good faith and for a proper purpose related to the member's interest as a member;

(c) The member gives PA written demand at least five 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 PA, limiting the use of such list in accordance with these Bylaws. 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 (1) used to solicit money or property; (2) used for any commercial purpose; or (3) 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. PA 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 PA, or the power of a court to compel the production of corporate records for examination.

ARTICLE 14 - CODE OF ETHICS

SECTION 14.1. CODE OF ETHICS.

The Powerlifting America Ethics Committee shall review annually the Powerlifting America Code of Ethics and Conduct, which shall include opportunity for Grievances.

As a condition of membership, all members, staff, board of directors' members, committee members and any person who might be considered to be acting under the authority or auspices of Powerlifting America is bound by the Powerlifting America Code of Ethics.

The Code of Ethics as is currently written shall be available on the official Powerlifting America website.

Any member, including anonymously, may file an Ethics complaint at any time. A portal for complaints shall be available on the front page of the official Powerlifting America website.

ARTICLE 15 - FIDUCIARY MATTERS

SECTION 15.1. INDEMNIFICATION.

(A) PA 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 PA, unless such claims, charges and expenses were caused by fraud or willful misconduct on the part of said officer or Director.

(B) PA shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of PA), by reason of the fact that the person is or was any officer, employee or official representative of PA (or The American Drug Free Powerlifting Association) against expenses, including attorney's fees, judgments, fines and amounts actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of PA (or The American Drug Free Powerlifting Association) and with respect to any criminal action or proceedings, had no reasonable cause to believe their conduct was unlawful. The Executive Committee shall determine by two-thirds vote whether or not



such person acted in good faith and in a manner not opposed to the best interest of PA (or The American Drug Free Powerlifting Association). In a criminal proceeding, if such person is convicted, pleads guilty or *nolo contendere*, PA shall not indemnify such person for any expenses incurred as result of the prosecution.

(C) The termination of any action, suit or proceeding by judgment, order, or settlement, shall not of itself create a presumption that the person did not act in good faith and in a manner which they reasonably believed to be in or not opposed to the best interests of PA (or The American Drug Free Powerlifting Association) and, with respect to any criminal action or proceeding, had reasonable cause to believe that their conduct was lawful.

(D) Any indemnification under paragraph (A) shall be made by PA only as authorized in the specific case upon a determination that indemnification of the officer, employee or agent is proper in the circumstances because they have met the applicable standards of conduct set forth in paragraph (A). Such determination shall be made:

(i) By the Executive Committee by a majority vote of a quorum consisting of members who are not parties to such action, suit or proceeding; or

(ii) By a majority vote of the Board.

(E) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which the officer, employee, or official representative may be entitled under any By-Law, agreement, vote of the membership, or disinterested directors or otherwise. The indemnification provided by this Article shall continue as to a representative and shall inure to the benefit of the heirs, executors, and administrators of such a person.

(F) PA, pursuant to a resolution of the Executive Committee, may purchase and maintain insurance on behalf of any person who is or was an officer, employee, or official representative of PA (or The American Drug Free Powerlifting Association) against any liability asserted against that person, if PA would have the power to indemnify that person against such liability under the provisions of this Article.

SECTION 1.2. 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 believes to be in the best interests of PA.

All procurement actions in excess of \$5,000 per transaction shall require the review and approval of the Board.

SECTION 15.3. 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 PA; has an interest adverse to PA's business affairs; or has any other business interest in the sport of Powerlifting 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 15.4. PROHIBITED LOANS.

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

SECTION 15.5. SURETY.

The Board of Directors may require all PA administrators, including each member of the Board of Directors, all financial officers, and any other employee, to be bonded and insured by an A+-rated insurance company in an amount determined by the Board on an annual basis after consultation with an independent certified public accounting firm.

ARTICLE 16 - FINANCIAL MATTERS

SECTION 16.1. FISCAL YEAR.

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

SECTION 16.2. BUDGET.

PA shall have an annual budget.

SECTION 16.3. AUDIT.

Each year PA shall have an annual audit of its books and accounts prepared by an independent certified public accountant as recommended by the Treasurer.

SECTION 16.4. INDIVIDUAL LIABILITY.

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

SECTION 16.5. IRREVOCABLE DEDICATION AND DISSOLUTION.

The property of PA is irrevocably dedicated to charitable purposes, and no part of the net income or assets of PA shall inure to the benefit of private persons. Upon the dissolution or winding up of PA, its assets remaining after payment, or provision for payment of all debts and liabilities of PA, 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.

ARTICLE 17 - RETALIATION.

(A) PA has an open-door policy and encourages Affiliated Individuals to share questions, concerns, suggestions, or complaints in the way and to the people with which they are most comfortable. This means Affiliated Individuals have options for how to report any concern about a potential ethical, policy, financial or legal violations.

(B) PA has zero tolerance for retaliation against people who make good faith reports of potential ethical, policy, financial or legal violations, or who cooperate with investigations of those reports. That means no Affiliated Individual may threaten, harass, discriminate against, or take any negative employment (where applicable) or participation related action (e.g., discharge, demotion, suspension, non-assignment, negative review) on that basis.

(C) Any such retaliation can be reported as described above in the same way as any other policy violation. It will be treated as a violation of Powerlifting America's Code of Ethics and may lead to serious consequences, including termination of employment or PA participation for anyone involved in retaliation.

ARTICLE 18 - MISCELLANEOUS PROVISIONS

SECTION 18.1. 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 18.2. 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 18.3. DISTRIBUTION OF ASSETS UPON DISSOLUTION. In the event PA dissolves and its assets are liquidated, after paying necessary winding-up expenses, the remaining assets shall be distributed to one or more non-profit organizations as designated by the Executive Committee at that time.

ARTICLE 19 - AMENDMENTS AND REVIEW OF BYLAWS

SECTION 19.1. 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 of the members of the Board entitled to vote.

SECTION 19.2. PROPOSED AMENDMENTS.

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

SECTION 19.3. SUBMISSION OF PROPOSED AMENDMENTS.

(A) All proposed amendments shall be submitted to the PA Secretary General, in writing, at least sixty days before any Board meeting at which the proposed amendment is proposed to be considered and acted on by the Board, or at least 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 Secretary General shall promptly refer it to the Board for review.

(B) Written notice of any proposed amendment to be acted upon by the Board shall be given by the Secretary General by email to the Board, not less than 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 Secretary General by electronic mail to all members not less than forty-five days before the meeting (or electronic vote) 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, the text of the proposed change, and an explanation of each proposed amendments and reasons therefore.

SECTION 19.4. EFFECTIVE DATE OF AMENDMENTS.

Unless the proposal specifies that the amendment shall be effective immediately upon PA 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 19.5. HIERARCHY OF LAW.

Any provision of these Bylaws which is in conflict with applicable US Federal law, USOPC laws, and IPF or WADA law shall be deemed invalid. Such invalidity 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.



Appendix I: Staggered Election Schedule for Board and Committee Position

2024: President and Secretary General

2025: Athlete Co-Chair (1), Northeast Regional Director, Southeast Regional Director

2026: Vice President, Treasurer, Disciplinary Committee Chairperson, Ethics Chairperson, Ethics Committee Members, Athlete Advisory Council Members

2027: Athlete Co-Chair (2), Central Regional Director, Southwest Regional Director, Law and Legislation Chairperson

2028: President, Secretary General, West Regional Director, Technical Committee Chairperson