

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
UNITED STATES TABLE TENNIS ASSOCIATION, INC**

The undersigned, constituting all of the members of the Board of Directors (the “**Board**”) of **United States Table Tennis Association**, an Illinois non-for-profit corporation (the “**USATT**”), pursuant to Section 108.45 of the Illinois General Not For Profit Corporation Act of 1986 and Section 7.19 of the USATT Bylaws, hereby adopt the following resolutions by unanimous written consent:

Amendments to the Bylaws Regarding Certain Complaints and Conflicts of Interest

WHEREAS, the USATT received a letter dated November 25, 2019 (the “Letter”) from the United States Olympic and Paralympic Committee (“USOPC”). While it is critical of some aspects of past USATT governance, in a positive sense the Letter provides an objective perspective of an external body and constituency to which the USATT is accountable.

AND WHEREAS, a task force was created to study the Letter and propose responsive changes the Bylaws.

AND WHEREAS, the findings and recommendations of the task force have been received and are attached hereto as Exhibit A (the “Recommendations”).

AND WHEREAS, the Recommendations were posted on the USATT website and public comment was invited for more than 30 days.

AND WHEREAS, the Board, with the assistance of legal counsel, has received and considered such public comment.

NOW THEREFORE, BE IT RESOLVED, that Section 10.1 of the Bylaws is hereby amended to add a new Section 10.1.d which shall read as follows:

“d. Complaint brought by or involving members of the Board of Directors. In the event that a complaint or grievance is brought by or involves members of the Board of Directors in their individual capacity (i.e., not a complaint or grievance brought against the Board of Directors as USATT’s governing board under Article VII), **the complaint or grievance shall be processed in accordance with this Article X.** ~~Board of Directors may (i) establish complaint and hearing procedures to investigate, hear, and resolve such a complaint and (ii) appoint fair and impartial hearing panel members consistent with the hearing panel eligibility standards provided in Section 9.13.b.7 of these Bylaws. Such procedures shall be established to achieve consistency with these Bylaws, to comply with applicable legal requirements regarding corporate governance, and in order to ensure fairness and objectivity and avoidance of conflicts of interest. With respect to any such complaint, the Board of Directors shall have the exclusive authority to investigate and address, such complaint in accordance with the procedures provided in this subsection.”~~

RESOLVED FURTHER, that Section 18.1 of the Bylaws is hereby amended to read as follows:

“Section 18.1. Code of Ethics.

USATT shall adopt a Code of Ethics and an Ethics and Conflicts of Interest Policy (the “Code”) applicable to all USATT employees, and Directors of the Board, committee members, and volunteers. Each USATT Director of the Board, committee member, officer, employee, task force member, and volunteer shall annually certify compliance with the Code and shall comply with Section 19.3 of these Bylaws regarding the disclosure of conflicts of interest.”

RESOLVED FURTHER, that Section 19.3 of the Bylaws is hereby amended to read as follows:

“Section 19.3. 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 USATT, or has an interest adverse to USATT’s business affairs, and that individual is in a position to influence a determination with regard to the contract, transaction or business affair, such individual shall: (i) disclose the conflict of interest, (ii) not participate in the evaluation of the contract, transaction or business affair and (iii) not vote on the contract, transaction or business affair. Each Director of the Board, officer, committee or task force member shall submit an annual disclosure of any actual or potential conflict of interest involving him or her and USATT and each has a continuing responsibility to update such conflict of interest disclosure to the Board Chair and Chief Executive Officer promptly and completely throughout each year he or she serves in such role as circumstances arise that involve an actual or potential conflict of interest so as to ensure compliance with this Section 19.3.

Determination of a Conflict of Interest: The Board of Directors has the authority and responsibility to determine, by a majority vote of disinterested Directors (i.e., those not involved in an actual or potential conflict of interest) the existence of a conflict of interest as described in this Section. Following disclosure of an actual or potential conflict of interest as described in this Section, if the Board of Directors determines in its judgment that the matter should be brought before the Board to assess the presence or nature of the conflict and/or the appropriate means for avoidance, elimination, or management of the conflict, the individual Director, officer, or committee or task force member involved in such conflict shall recuse himself or herself and shall not participate in the Board of Directors’ discussion of the conflict, nor shall such individual use his or her personal influence, directly or indirectly in the matter, nor shall he or she be counted in determining the existence of a quorum for the purposes of any action by the Board of Directors with respect to such conflict of interest.”

RESOLVED FURTHER, that Section 5.4 of the Bylaws is hereby amended to read as follows:

“Section 5.4. Suspension and Termination of Membership.

The membership of any member may be suspended or terminated at any time with cause by an affirmative vote of two-thirds (2/3) of the Full Board (all of the currently seated Board members) of Directors. A member shall have the right to a hearing prior to suspension and/or termination.”

Amendment of Bylaws for Election Matters

RESOLVED FURTHER, that Sections 7.6.b 2 and 3 of the Bylaws is hereby amended to read as follows:

“2. Club Director: The Nominating and Governance Committee shall select, using whatever process the NGC determines appropriate, one (1) Board Director who represents the clubs across the nation. Any individual eligible for this position must be (i) a member of a Board of Directors of a club, or (ii) a Trustee of a club, or (iii) Officer of a club. The club must be recognized by the USATT. Each Club Representative must obtain at least twenty-five (25) signatures of support from current USATT General Members in order to be eligible as a Club Director; **provided, however, that with respect to the election of Club Representative in 2020, no signatures shall be required.**

3. At Large Director: There shall be two (2) At-Large Directors that are elected by the USATT General Members, through a process conducted by the Nominating and Governance Committee. Any individual may be eligible for an At-Large Director, provided he/she is a General Member at least 60 days before the record date, and obtains and submits to the Nominating and Governance Committee, at least twenty-five (25) signatures of support from current USATT General Members.

The Nominating and Governance Committee shall evaluate all candidates for At Large Director and nominate at least two (2) individuals per seat to the USATT General Membership for election. Any adult General Member in good standing at least 60 days before the record date, who obtains and submits to the Nominating and Governance Committee at least **50** signatures of support from current adult USATT General Members in good standing and whose membership is current as of the date of affixing of their signature, shall be placed on the election ballot as a candidate for At Large Director. **The procedures for collecting signatures by candidates for Club Director and At Large Director shall be determined by the Nominating and Governance Committee.”**

RESOLVED FURTHER, that any requirement to provide 30 days’ notice under Section 22.1 of the Bylaws is hereby waived by the approval of each of the directors signing this Action.

RESOLVED FURTHER, that an amended and restated set of Bylaws reflecting the foregoing amendments be filed with the USATT corporate records and posted on the USATT website.

RESOLVED FURTHER, that the Staff of the USATT be, and each of them hereby is, authorized and directed, for and on behalf of the USATT, to take such actions and to execute such certificates and other documents necessary or reasonably required in connection with each resolution set forth above.

This Action may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Counterparts may be delivered via facsimile, electronic mail (including PDF or any electronic signature complying with the U.S. Federal ESIGN Act of 2000, Uniform Electronic Transactions Act or other applicable law) or other transmission method and any counterpart so delivered shall be deemed to have been duly and validly delivered and be valid and effective for all purposes. This Action shall be filed with the minutes of the proceedings of the Board.

IN WITNESS WHEREOF, the undersigned has executed this Action by Unanimous Written Consent as of the date set forth under his or her name.

DocuSigned by:
Richard Char
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Richard Char

7/20/2020

Date:

DocuSigned by:
Niraj Oak
53AE961909EA428...

Niraj Oak

7/21/2020

Date:

DocuSigned by:
Kelly Watson
338CCAD6A4084E5...

Kelly Watson

Date: 7/20/2020

DocuSigned by:
Sergio Garcia
6A4C4A254F56473...

Sergio Garcia

7/20/2020

Date:

DocuSigned by:
Tara Profitt
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Tara Profitt

Date: 7/20/2020

Exhibit A



Proposed
Amendments to Byla