

BYLAWS
OF
UNITED STATES TABLE TENNIS ASSOCIATION, INC.
d/b/a
USA TABLE TENNIS
Updated October 27, 2021

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ARTICLE I NAME AND STATUS

Section 1.1. Name.

The name of the corporation shall be United States Table Tennis Association, Inc. d/b/a USA Table Tennis (referred to in these Bylaws as “USATT”). USATT may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks, or trademarks as may be appropriate to further its purposes, mission recognition and goals.

Section 1.2. Non-profit Status.

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

ARTICLE II OFFICES

Section 2.1. Business Offices.

The principal office of USATT shall be in Colorado Springs, Colorado. USATT may at any time change the location of its principal office. USATT may have such other offices, either within or outside Colorado, as the Board of Directors (“Board”, each member of the Board a “Director”) may designate or as the affairs of USATT may require from time to time.

Section 2.2. Registered Office.

The registered office of USATT shall be maintained in Illinois. The registered office may be changed from time to time by the Board or by the officers of USATT, or to the extent permitted by Illinois statute by the registered agent of USATT. The registered office may be, but not need be, the same as the principal office.

ARTICLE III MISSION

Section 3.1. Mission.

The mission of USATT is to support, grow and inspire the table tennis community, and to provide resources that enable athletes to achieve sustained competitive excellence and pursue international Olympic and Paralympic success.¹

¹ Bylaw 3.1 was amended 2019-02-11 (M-2). The previous Bylaw 3.1 read as follows:
The Mission of the USATT shall be to enable United States athletes to achieve sustained competitive excellence in Olympic/Paralympic, Pan American or Para Pan American Games, and other international competitions, and to promote and grow the sport of Table Tennis in the United States, while creating a lasting value for our members.

ARTICLE IV RECOGNITION AS NATIONAL GOVERNING BODY

Section 4.1. Recognition as a National Governing Body.

USATT shall seek and attempt to maintain recognition by the United States Olympic and Paralympic Committee (“USOPC”) as the National Governing Body (“NGB”) for the sport of table tennis in the United States. In furtherance of that purpose, USATT shall comply with the requirements for recognition as an NGB as set forth in the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. § 220501 et seq. (the “Ted Stevens Act”) and as mandated by the USOPC as such requirements are promulgated or revised from time to time. The following events qualify as Operation Gold Competition, as defined by USOPC: Summer Olympics, Summer Paralympics, World Championships, Para World Championships, Pan American Games, and Para Pan American Games.

In fulfilling those requirements, USATT shall:

- a. Be a member of only one (1) international sports federation, which is recognized by the International Olympic Committee as the worldwide governing body for the sport of table tennis;
- b. Be autonomous in the governance of the sport of table tennis by independently determining and controlling all matters central to such governance, by not delegating any of that determination or control, and by being free from outside restraint;
- c. Maintain the managerial and financial competence and capability to establish national goals for table tennis relating to the development and wellbeing of the sport, to implement and administer a plan for the attainment of those goals, and to execute its obligations as the NGB for the sport of table tennis;
- d. Provide for individual and organizational membership;
- e. Ensure that its Board and any other governance body has established criteria and election procedures for, and maintains among its voting members, individuals who are actively engaged in or who have represented the United States as athletes in Operation Gold Competition in table tennis within the preceding ten (10) years (“Elite Athletes”), and: 1) ensure that the voting power held by those individuals is not less than twenty percent (20%) of the voting power held in its Board²; and, 2) ensure that the voting power held by the combination Elite Athletes and individuals who have represented the United States as athletes in Operation Gold Competition in table tennis more than ten (10) years since the completion of competition (“10+ Year Elite Athletes”) is not less than thirty three and a third percent (33.3%) of the voting power held in its Board.
- f. Ensure that, for any other governance body, the voting power held by the combination of Elite Athletes and 10+ Year Elite Athletes is not less than thirty three

² [Revision proposed [●], 2021. The previous language read “...voting power held by those individuals is not less than twenty (20) percent of the voting power...”]

- and a third (33 1/3) percent of the voting power held by such governance body, and that for USATT Committees designated in these Bylaws not less than fifty percent (50%) of such voting power is held by Elite Athletes;
- g. Provide for reasonable direct representation on its Board for any amateur sports organization which, in the sport of table tennis, conducts a national program on a level of proficiency appropriate for selection of amateur athletes to represent the United States in international amateur athletic competition, or regular national amateur athletic competition, and ensure that representation reflects the nature, scope, quality, and strength of the programs and competitions of that amateur sports organization in relation to all other of those programs and competitions in the sport of table tennis in the United States;
 - h. Be governed by a Board whose members are selected without regard to race, color, religion, age, gender, sexual orientation, or national origin, except that, in sports where there are separate programs for men and women, it provides for reasonable representation of both men and women on the Board or other governing board;
 - i. Provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in table tennis competitions without discrimination on the basis of race, color, religion, age, gender, sexual orientation, or national origin;
 - j. Not have an officer who is also an officer of another amateur sports organization that is recognized by the USOPC as an NGB;
 - k. Provide procedures for the prompt and equitable resolution of grievances of its general members and employees;
 - l. Provide fair notice, including the charges in the complaint, and an opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator, or official before declaring such individual ineligible to participate;³
 - m. Agree to remedy any controversy involving: (i) its recognition as an NGB, or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition in Table Tennis, upon demand of the USOPC or any aggrieved amateur athlete, coach, trainer, manager, administrator, or official, as modified pursuant to the Ted Stevens Act. Both parties shall follow process outlined under Section 9.13 (Ethics and Grievance Committee) and Section 10 (Complaint Procedure). In the event USATT has exhausted all avenues to remedy, then the USATT shall submit to binding arbitration conducted in accordance with the Commercial Rules of American Arbitration Association;

³ Amended 2018-09-23 (M-3). The previous text read: Provide fair notice and an opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator, or official before declaring such individual ineligible to participate.

- n. Not have eligibility criteria relating to amateur status or to participation in the Olympic or Pan American Games that are more restrictive than those of the international sports federation for the sport of table tennis recognized by the International Olympic Committee;
- o. Perform all other obligations and duties imposed by the Ted Stevens Act and by the USOPC on an NGB; and
- p. Develop one or more policies that prohibit any individual who is an employee, contractor, or agent of the national governing body from assisting a member or former member in obtaining a new job (except for the routine transmission of administrative and personnel files) if the individual knows that such member or former member violated the policies or procedures of the U.S. Center for Safe Sport related to sexual misconduct or was convicted of a crime involving sexual misconduct with a minor in violation of applicable law or the policies or procedures of the U.S. Center for Safe Sport⁴.

ARTICLE V MEMBERS

Section 5.1. Categories of Membership.

The USATT shall have individual and organization membership categories as follows:

- a. Individual Membership Categories –
 - 1. General Members. All USATT’s life members and those individuals that register as general members are General Members and are eligible for competition in USATT sanctioned events.
 - 2. Supporting Members. Supporting members may not vote or compete in USATT sanctioned events. Supporting Members are those individuals who register as supporting members (or such name as may be deemed appropriate by the CEO) and who are interested in the purpose, programs, aims and objectives of USATT. Supporting Members are eligible such rights and privileges, benefits as General Members except Supporting Members may not vote and may only compete in USATT sanctioned tournaments by purchasing a Tournament Pass.⁵
 - 3. League Members. An individual League Member is only eligible for competition in USATT Affiliated Leagues. Individual League Member may not vote or compete in USATT sanctioned tournaments.
- b. Organization Membership Categories –

⁴ [Final clause added [●], 2021.]

⁵ Amended 2015-01-21 during Board Teleconference. The previous text read: Supporting members are those individuals who register as supporting members and who are interested in the purpose, programs, aims and objectives of USATT.

1. Club Members. Club Members are those Table Tennis clubs that register as clubs and which agree to conduct their programs in accordance with and agree to be bound by the rules and regulations of USATT.
 2. National Organization Members. National Organization Members are those amateur sports organizations that register as a national organization and which conducts, on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur athlete competition, a national program or regular national amateur athletic competition in the sport of Table Tennis.
 3. Contributing Organization Members. Contributing Organization Members are those amateur sports organizations that register as contributing organizations and which conduct athletic programs or activities that further the sport of Table Tennis in the United States or which otherwise support the sport of Table Tennis in the United States.
 4. Affiliated League Members. Affiliated League Members are those leagues that register as Affiliated Leagues and which agree to conduct their programs in accordance with and agree to be bound by the rules and regulations of USATT.
- c. A member must be in good standing of USATT to participate in any USATT sanctioned competition.

Section 5.2. Voting Members.

General Members shall be entitled to vote in an election for the At Large Directors of the Board, as listed under Section 7.6(b) (3).

An individual shall be a legal resident of the United States and at least eighteen (18) years of age in order to be eligible to vote in an election. Notwithstanding these restrictions on voting, membership in USATT is open to individuals who are less than eighteen (18) years of age and to individuals who are not citizens of the United States. An individual shall be a member of USATT sixty (60) days prior to the date of the election (record date) in order to be eligible to vote in an election.

Individuals and organizations belonging to the following membership categories have no voting privileges⁶: Supporting Members, League Members, Contributing Organization Members and Affiliated League Members.

⁶ Amended November 8, 2010 by Board Teleconference.

The previous text read: Individuals and organizations belonging to the following membership categories have no voting privileges: Supporting members and Contributing Organization members.

Section 5.3. Membership Requirements and Dues.

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

Section 5.4. Suspension and Termination of Membership.

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

Section 5.5. Exhaustion of Administrative Rights.

By accepting USATT membership, a member agrees to follow its Bylaws and USATT rules and regulations, and to exhaust all administrative remedies provided therein in any controversy or grievance involving USATT activities before seeking any other form of relief outside USATT.

Section 5.6. Transfer of Membership.

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

ARTICLE VI REGIONAL DIVISIONS

Section 6.1. Regional Divisions.

The Board shall divide the United States into geographic regions as the Board determines in its sole discretion will best serve the interests of the sport of table tennis. The regions shall be an extension of USATT and not separate entities. Additionally, USATT may hold regional competitions or conduct such other regional activities that promote the mission of USATT as the Board and the Chief Executive Officer determine in their sole discretion.

ARTICLE VII BOARD OF DIRECTORS

Section 7.1. General Powers.

Except as otherwise provided in these Bylaws, the USATT Board shall exercise and have authority over all USATT corporate powers, and oversee the management of its business and affairs.

Section 7.2. Functions of the Board.

The USATT Board shall represent the interests of the table tennis community for USATT in the United States and its athletes by providing USATT with policy, guidance and strategic direction. The Board shall oversee the management of USATT and its affairs, but it does not manage USATT. The Board shall select a well-qualified and ethical Chief Executive Officer and oversee the Chief Executive Officer in the management and operation of USATT. The Board shall focus on long-term objectives and impacts rather than on day-to-day management, empowering the Chief Executive Officer to manage a staff-driven organization with effective Board oversight. In addition to, but not limited to, the Board shall:

- a. Implement procedures to orient new Board members, educate all Directors on the business and governance affairs of USATT, and evaluate Board performance;
- b. Select, compensate, and evaluate the Chief Executive Officer and plans for management succession;
- c. Review and approve USATT's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
- d. Set policy and provide guidance and strategic direction to management on significant issues facing USATT;
- e. Review and approve significant corporate actions and contracts;
- f. Oversee the financial reporting process, communications with stakeholders, and USATT's legal and regulatory compliance program;
- g. Oversee effective corporate governance;
- h. Approve capital structure, financial strategies, borrowing commitments, and long-range financial planning;
- i. Review and approve financial statements, annual reports, significant contracts, audit and control policies, and, upon the recommendation of the Audit Committee, select independent auditors;
- j. Ensure that USATT's assets are being properly protected;
- k. Ensure USATT's compliance with laws and regulations and the appropriate performance of its broader responsibilities;
- l. Ensure that the Board and management are properly structured and prepared to act in case of a corporate crisis; and

- m. Ensure that athlete safety rules, policies, and procedures comply with the requirements of the USOPC and U.S. Center for SafeSport⁷.
- n. Monitor USATT’s operational and management performance. At the minimum, the following should be reviewed on an annual basis:
 - i. Key performance indicators;
 - ii. CEO performance;
 - iii. Strategic Plan;
 - iv. Investments and accounts;
 - v. Fundraising strategies and goals;
 - vi. Compliance and risk assessment indicators;
 - vii. Overall performance, including identifying strengths, weaknesses, potential opportunities, and potential challenges;
- o. Hear appeals, if any, of the Ethics and Grievance Committee’s decisions, as described in Section 10 “Complaint Procedures.”

Section 7.3. Diversity.

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

Section 7.4. Qualifications.

Each Director must be a citizen of the United States and eighteen (18) years of age or older on or before the first date of his or her term. A Director need not be a resident of Colorado.

A Director shall (i) have the highest personal and professional integrity, (ii) demonstrate 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 USATT. 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 USATT. At least one (1) of the Independent Directors (as defined below), who shall also serve on the Audit Committee shall have financial expertise.

⁷ [Addition proposed [●], 2021.]

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

Section 7.5. Number.

Until the 2024 term, the Board shall consist of at least eleven (11) and no more than twelve (12) total Directors. Three (3) shall be Independent Directors (as defined below), four (4) shall be Athlete Directors (the “Athlete Directors”), and four (4) shall be drawn from appropriate representation in the United States table tennis community, with no single constituency having been involved in selecting a majority of Directors (the “General Directors”). The General Directors shall consist of one (1) Club Director, two (2) At Large Directors and one (1) National Organization Director, as described in Section 7.6⁸. In order to ensure that the voice of the USATT AAC is represented on the Board until 2024 when such will be assured, the current Chair of the USATT AAC shall serve as an Interim Director until 2024 if necessary. Beginning in the 2024 term, the Board shall consist of twelve (12) total Directors, and the number of Independent Directors shall be increased to four (4).

Section 7.6. Election/Selection.

The USATT Board shall be elected and/or selected as follows:

- a. The Board shall be elected/selected as follows:
 1. Independent Directors: The NGC shall select, using whatever process it determines to be appropriate, the Directors from among individuals considered to be independent, as that term is defined in Section 7.7 (the “Independent Directors”).
 2. Club Director: The NGC shall select, using whatever process it determines to be appropriate, one (1) Director who represents the clubs across the nation (the “Club Director”). 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 (a “Club Representative”). 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.
 3. At-Large Directors: There shall be two (2) Directors that are elected by the USATT General Members, through a process conducted by the NGC (the “At-Large Directors”). 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,

⁸ [Revision proposed [●], 2021. The previous language read “The Board of Directors shall consist of nine (9) total directors, at least three (3) of whom shall be independent directors, at least twenty (20) percent of whom shall be athlete directors, and the rest of whom shall be drawn from appropriate representation in the United States Table Tennis community, with no single constituency having been involved in selecting a majority of Directors.”]

and obtains and submits to the NGC at least twenty-five (25) signatures of support from current USATT General Members.

The NGC 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 NGC 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 NGC.⁹

4. Athlete Directors¹⁰; There shall be four (4) Athlete Directors.

All four Athlete Directors shall be elected by a vote of all Elite Athletes. There will be a First Athlete Director, a Second Athlete Director, a Third Athlete Director, and a Fourth Athlete Director.

Any Elite Athlete or 10+ Year Elite athlete may run for election, although only Elite Athletes may vote.

Of the four Athlete Directors: 1) At least one must be a para athlete and at least one must be an able-bodied athlete; 2) one and only one must be a 10+ Year Elite Athlete.

The First and Second Athlete Directors will be the Elite Athletes who receive the most votes in a specific election that will also determine who will serve on the USOPC AAC.

The First Athlete Director will be the Elite Athlete who receives the most votes in this election, and will serve as the Primary Athlete Representative on the USOPC AAC.

The Second Athlete Director will be the Elite Athlete who receives the second most votes in this election, and will serve as the Alternate Athlete Representative on the USOPC AAC.

There will be a separate election that will take place a reasonable time after the election for First and Second Athlete Directors to determine who will

⁹ This paragraph was amended July 22, 2020 to reduce number of signatures from 150 to 50 and to authorize NGC to determine procedures.

¹⁰ [Revision proposed [●], 2021. The previous language read “There shall be two (2) Athlete Directors, First and a Second Athlete, that are elected by athletes that meet the standards of “Elite Athlete” pursuant to Section 11.2 of these Bylaws. Pursuant to Section 11.3 of these Bylaws, the USATT Athletes’ Advisory Council shall elect from among its seven (7) members, two (2) USATT Athlete Directors to the Board.”]

serve as Third and Fourth Athlete Directors. Any eligible Elite Athlete, including anyone who ran in the election for First and Second Athlete Director, may run for election for Third Athlete Director.

The Third Athlete Director will be the Elite Athlete who receives the most votes in this election, subject to the following: First, to the extent possible, there shall be at least one para athlete and at least one able-bodied athlete among the First, Second and Third Athlete Directors. If, for example, the First and Second Athlete Directors are both able-bodied, the Third Athlete Director shall be, to the extent possible, a para athlete. Conversely, if the First and Second Athlete Directors are both para athletes, the Third Athlete Director shall be, to the extent possible, an able-bodied athlete. If one of the first two Athlete Directors is a para athlete and one is an able-bodied athlete, the Third Athlete Director will be the Elite Athlete who receives the most votes in this election. Second, beginning in 2024, anyone running for Third Athlete Director must be willing to serve as the Chair of the USATT AAC pursuant to Article XI below.

The Fourth Athlete Director will be the 10+ Year Elite Athlete who receives the most votes in the election. In the event that no 10+ Year Elite Athlete is a candidate, the Fourth Athlete Director will be the Elite Athlete who receives the second most votes in the election for the Third Athlete Director.

5. National Organization Director: If there is no National Organization Member, then the National Organization Board Director seat shall be vacant. If there is one (1) National Organization Member, then that organization shall select a qualified individual to serve as the National Organization Director. If there is more than one (1) National Organization member, then the National Organizations as a group shall nominate by majority vote Directors to the NGC. The NGC shall then select a qualified individual to serve as the National Organization Director who shall represent the cumulative voting strength of the National Organization membership group.
 - b. The initial Chair of the Board must be an Independent Director. For other than an initial term, the Board shall select, by majority vote, the Chair from any of the Directors.
 - c. With the exception of the initial Board, the NGC shall publish all procedures, dates, and requirements for the selection and election of USATT Board at least 90 days prior to record or selection date. For the initial Board, the NGC shall publish all procedures, dates, and requirements for the selection and election at least 45 days prior to record or selection date (whichever comes later).
 - d. The Board shall be selected without regard to race, color, religion, creed, national origin, or sexual orientation.

Section 7.7. Independence.

The Board, through its NGC, shall affirmatively make a determination as to the independence of each Independent Director, and disclose those determinations. Under the definition of “Independence” adopted by the Board, an Independent Director shall be determined to have no material relationship with USATT, either directly or through an organization that has a Material relationship with USATT. A relationship is “Material” if, in the judgment of the NGC, it would interfere with the Director’s independent judgment. The Director must maintain an Independent perspective by maintaining the requirements above for their entire term and any successive term with the exception of holding any governance position with the National Governing Board or International Table Tennis Federation (“ITTF”) and reimbursement of expenses related thereto.¹¹ To assist it in determining whether a Director is Independent, the Board shall adopt the guidelines set forth below, which shall be applied on a case by case basis by the NGC.

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

- a. The Director, or his or her immediate family member, was employed by or held any governance position (whether a paid or volunteer) with USATT, the ITTF, the international regional sport entity of table tennis, or any sport family entity of table tennis;
- b. The Director, or his or her immediate family member, was affiliated with or employed by USATT’s outside auditor or outside counsel;
- c. The Director was a member of USATT’s Athletes Advisory Council or any constituent group with representation on the Board;
- d. The Director receives any compensation from USATT, directly or indirectly;
- e. The Director is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USATT;
- f. The Director was both a member of USATT and was involved in an active role or identified with any constituent group; or
- g. The Director is an immediate family member of an Elite Athlete or National Team Member.

Serving in the capacity of an Independent Director or Independent Committee member does not negate the Independent status for consideration in a consecutive subsequent term. Where the guidelines above do not address a particular relationship, the determination of whether the relationship is Material, and whether a Director is Independent, shall be made by the NGC.

¹¹ [Clause proposed for addition [●], 2021.]

Section 7.8. Tenure.

The term of office for a Director shall be four (4) years. A Director shall hold office until the Director's successor is elected and qualified, or until the Director's earlier resignation, removal, incapacity, or death. The 2025 Board, as elected by special election in 2024, shall be elected under the "Staggered Board" subsection (7.9).¹²

Section 7.9. Staggered Board.

The current term for all Directors ends December 31, 2024. In order to restore a staggered Board structure, there shall be a special election at the end of 2024 to elect new Directors.

The Board shall be divided into two classes of Directors (respectively, "Class A" and "Class B"):

- a. Class A Directors: The Class A Directors shall consist of one At Large Director, the Club Director, the National Organization Director, and two Independent Directors.
- b. Class B Directors: The Class B Directors shall consist of the First and Second Athlete Director, two At Large Athlete Directors, one At Large Director, and one Independent Director.

All Directors shall be selected in accordance with Section 7.6.

The term of the Class A Directors elected in 2024 expires December 31, 2026. The term of the Class B Directors elected in 2024 expires August 31, 2028. Beginning in 2026 with the election of Class A Directors, one class of Directors shall be elected every two years to succeed the Directors of the class whose term expires around the election.

Excluding the special Class A two-year term ending December 31, 2026, all Directors shall serve a four year term.

All candidates for election to the Board in the 2024 special election, including current Directors wishing to run for re-election, shall indicate in the nominating process whether they are running for a Class A or Class B seat, if applicable.

Section 7.10. Term Limits.

With the exception of the special terms as noted in section 7.9, all Director terms will be four (4) years. Any tenure that extends two (2) years or more constitutes as a term served. Further, no Director of the Board shall serve more than two (2) consecutive terms. Thus, if a Director serves for two (2) or more years, he/she may serve only one additional term. Whereas, if a Director has served for less than two (2) years, then he/she is eligible to serve two consecutive terms.

¹² [Clause revised [●], 2021.]

No individual shall serve as the chair for more than two consecutive terms, or for more than three terms in any eight (8) year period. In the event the chair serves a partial term, any term served more than one (1) year shall constitute as a full term.

The entire Board was asked to resign from the Board in 2019 by the USOPC. Three (3) new Independent Directors were selected by the NGC, one (1) serving Athlete Director was asked to continue serving and one (1) new Athlete Director was selected by the Athlete Advisory Council in February 2020 to fill the vacancies created by these resignations on an interim basis. The Athlete Directors were asked to serve through 2020. The Independent Directors were initially asked to serve a 90 day term. The Independent Directors were subsequently asked and agreed to serve until the end of 2020. At the end of 2020, the Directors were selected in accordance with these Bylaws and all Directors (other than the NCTTA representative director) began their four (4) year terms on January 1, 2021. Following agreement in February 2021 with the NCTTA on a procedure for NCTTA to select representatives to the World University Games, NCTTA was deemed to satisfy the requirements of a “National Organization” and representative from NCTTA was appointed to the Board.¹³

Section 7.11. Director Attendance.

Directors shall be expected to attend in person (or in the case of video conference meetings, by video) all regularly scheduled Board meetings, though for exigent circumstances a Director may participate in a meeting by telephone. Directors shall be required to attend a minimum of one-half (1/2) of all regularly scheduled Board meetings in a calendar year in person (or in the case of video conference meetings, by video). If any Director fails to attend more than one-half (1/2) of all regularly scheduled meetings, the Board shall evaluate the circumstances that caused the individual to fail to attend, and accordingly vote whether or not to remove the individual from the Board, as pursuant to Section 7.13. USATT will cover travel costs, if any, for the Athlete Directors to attend Board meetings.¹⁴

Section 7.12. Director Access to Management and Outside Advisors.

USATT’s senior management team shall attend Board meetings on a regular basis, both to make special presentations and as a discussion resource, and shall be available to Directors outside of meetings. All Director contact with members of the USATT’s management team, other than the Chief Executive Officer, outside of Board meetings, shall be directed through the Chief Executive Officer, though this requirement is not intended to curtail the ability of the auditor or legal counsel to advise the Board (as opposed to individual Directors) directly of appropriate matters.

Section 7.13. Resignation, Removal and Vacancies¹⁵.

A Director’s position on the Board shall be declared vacant upon the Director’s resignation, removal, incapacity, or death. Any Director may resign at any time by giving written notice to the Chair of USATT, except the Chair’s resignation shall be given to either the CEO of USATT

¹³ [Final clause added [●], 2021.]

¹⁴ [Final clause added [●], 2021.]

¹⁵ [Revision proposed [●], 2021.]

or to 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.

Unless otherwise restricted by law, by the articles of incorporation or by these Bylaws, any Director or the entire Board may be removed, with or without cause. With respect to any At-Large or Club Director who are elected by a class of Members, such Director may be removed only by the same class of Members entitled to vote for that Director. Any Independent Director or the National Organization Director may be removed only by the affirmative vote of two-thirds of the Full Board. No Director shall be removed, and no process to remove any Director or Directors shall be initiated, at a Board meeting unless the written notice of such meeting is delivered to all Board members entitled to vote on such removal or process to remove such Director or Directors. Such notice shall state that a purpose of the meeting is to vote upon the removal of or the initiating of a process to remove one or more Directors named in the notice. Only the named Director or Directors may be removed or such process initiated at such meeting.

Any vacancy occurring in the Board shall be filled as set forth for the election/selection of the Director of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office.

No Director shall be subject to removal or to not being re-nominated based on how they vote as a Director, unless such voting is part of a violation of USATT's Code of Ethics.

These rules shall apply to resignations, removals, and vacancies in the office of Chair.

Section 7.14. Regular and Special Meetings.

USATT's Board shall meet at regularly scheduled meetings at least three (3) times per year, or with such other frequency as is appropriate for the Board to meet given the circumstances, and such meetings shall be spaced throughout the year. Special meetings of the Board shall be held upon the call of the Chair or upon the written request of not less than fifty (50) percent of the Board.

Section 7.15. Notice of Meetings.

Notice of each meeting of the Board stating the date, time and place of the meeting, and in the case of a special meeting the purpose for which the meeting is called, shall be given to each Director by or at the direction of the Chair of the Board. 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. The notice for a regularly called meeting shall be delivered no fewer than thirty (30) 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. A specially called meeting, or an urgent meeting, only

requires five (5) days advance notice. The method of notice need not be the same for each Director.

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 7.16. Quorum.

The presence of a majority of the Directors at the time of any meeting shall constitute a quorum for the transaction of business. The act of a majority of a quorum of the Board at a duly called meeting shall constitute the act of the Board, unless a vote of the Full Board is required under these Bylaws.

Section 7.17. Voting by Proxy.

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

Section 7.18. 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 such Director's dissent shall be entered in the minutes of the meeting or unless the Director shall file a written dissent to such action with the individual acting as the Secretary of the Board before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Board immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 7.19. 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 in writing votes for such action.

Section 7.20. 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, if in the judgment of the Chair of the Board the urgency of the case requires such action.

Section 7.21. Agenda.

The Chair, in consultation with the Chief Executive Officer, shall determine the agenda for Board meetings. An Item shall be included on the agenda if a majority of the Board requests it in writing prior to the start of Board meeting.

At the beginning of each Board Meeting, each Director shall disclose any conflict of interest with items on the Agenda.

Section 7.22. Questions of Order and Board Meeting Leadership.

Questions of order shall be decided by the Chair of the Board, in accordance with Roberts Rules of Order, unless otherwise provided in advance by the Board. The Chair shall lead meetings of the Board. If the Chair is absent from any meeting of the Board, then the Chair shall designate in writing in advance one (1) other member of the Board to preside. If the Chair 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 7.23. Effectiveness of Actions.

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

Section 7.24. Open and Executive Meeting Sessions.

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

Section 7.25. Minutes of Meetings.

Approved minutes of all meetings shall be published on USATT's website. Minutes of all meetings shall state high-level topics discussed in executive session and when individuals recuse themselves due to a conflict of interest.¹⁶ Minutes of all meetings shall be approved prior to or during the following meeting. The approved motions from each meeting shall be published as soon as possible.^{17 18}

Section 7.26. Compensation.

Directors shall not receive compensation for their services as Directors, although the reasonable expenses of Directors may be paid or reimbursed in accordance with USATT's policies.

¹⁶ [Sentence proposed for addition [●], 2021.]

¹⁷ The draft minutes of all meetings of the Board of Directors shall be published on USATT's website within thirty (30) days of completion of the meeting. Thereafter, the board shall review and/or modify the draft minutes, and approve in an expedited manner.

¹⁸ Section 7.25 was amended 2014-12-16. The previous version read: The draft minutes of all meetings of the Board of Directors shall be published on USATT's website within thirty (30) days of completion of the meeting. Thereafter, the board shall review and/or modify the draft minutes, and approve in an expedited manner.

ARTICLE VIII OFFICERS AND CHAIR OF THE BOARD

Section 8.1. Designation.

The officers of USATT shall be the Chief Executive Officer and Secretary and such other officers as shall be recommended by the Chief Executive Officer and appointed by the Board.

The Chair of the Board shall not be deemed an officer.

Section 8.2. Election/Selection.

The Chair of the Board shall be elected by the Board, as the first order of business at the Board meeting following expiration, removal, or resignation, incapacity, or death of the previous Chair. The Chair may exercise ceremonial or representational functions in the international context, but the Chief Executive Officer, serving as Secretary General, shall remain responsible for all operational aspects of relations with international and other organizations, including, but not limited to, the ITTF, the International Regional Federation of Table Tennis, and the USOPC.

The Chief Executive Officer shall designate one member of the staff to serve as USATT's corporate secretary to handle the ministerial functions usually required by that position under corporate law and take minutes at Board meetings.

Section 8.3. Tenure.

The term of office of the Chair of the Board shall be two (2) years. The Chair shall hold office until the Chair's successor is elected and qualified, or until the Chair's earlier resignation, removal, incapacity, or death.

The Secretary or the Assistant Secretary, if any, shall serve at the pleasure of the Chief Executive Officer. In any circumstance in which the Chief Executive Officer has not designated an employee to serve as Secretary, the Board may select a Director or another individual employed by USATT to serve as Secretary.

Section 8.4. Authority and Duties of Officers.

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

- a. Chief Executive Officer. The Chief Executive Officer shall have the powers and duties set forth in Article XIV of these Bylaws.
- b. Secretary. The Secretary 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 custodian of the corporate records; (iv) perform all duties incident to the office of Secretary; and (v) perform such other duties as from

time to time may be assigned to the Secretary by the Chief Executive Officer or by the Board.

- c. Assistant Secretary. An Assistant Secretary, if any, shall have the same duties and powers as the Secretary, and shall act as Secretary when the Secretary is unavailable or when assigned to do so by the Chief Executive Officer or by the Board.

The Chair of the Board shall: (i) set all meeting and meeting agendas pursuant to Section 7.21, and (ii) in the event of the resignation, removal, incapacity, or death of the Chair, the remaining Directors shall elect a new Chair or shall wait until after the Nominating and Governance Committee selects a replacement Director to fill out the Board before selecting a new Chair.

Section 8.5. Term Limits.

No individual shall serve as the chair for more than two consecutive terms, or for more than three terms in any eight (8) year period. In the event the chair serves a partial term, any term served more than one (1) year shall constitute as a full term.

Section 8.6. Resignation, Removal and Vacancies.

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

The Chair may be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the Full Board (excluding the voting power of the Director in question). The Chair may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the Full Board (excluding the voting power of the Director in question). The Secretary or Assistant Secretary, if any, may be removed by the Chief Executive Officer, with or without cause.

Any vacancy occurring in the Chair shall be filled by the Board, by majority vote. A Chair elected to fill a vacancy shall be elected for the unexpired term of such Chair's predecessor in office. A vacancy in the office of Secretary, or Assistant Secretary, if any, shall be filled by the Chief Executive Officer.

Section 8.7. Compensation.

The Chair of the Board shall not receive compensation for his or her service as Chair, although the reasonable expenses of the Chair may be paid or reimbursed in accordance with USATT's policies. The Chair is disqualified from receiving compensation for services rendered to or for the benefit of USATT in any other capacity. All anticipated or scheduled expenses for Board Members should be presented in the budget and approved by the entire Board. All expenses and compensations received by Board members should be made known to the entire Board.

ARTICLE IX COMMITTEES

Section 9.1. Designation.

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

USATT shall have at least the following standing committees:

Audit Committee, Ethics and Grievance Committee, Compensation Committee, the NGC, and the High Performance Committee.

The Board shall appoint such task forces or committees as the Board believes appropriate, and shall define narrowly the mission and deliverables of such task forces or committees.¹⁹ The decision to appoint or not appoint and to terminate such a task force or committee shall be exclusively at the Board’s discretion.

Section 9.2. Assignments.

Committee assignments, including the designation of committee Chairs, shall be made biennially by the Board, and at any other time to fill a vacancy.²⁰ Assignments shall be made based on a combination of factors including each individual member’s expertise and the needs of USATT, and these Bylaws. Committee agendas shall be developed by the Committee Chair in consultation with the appropriate members of management and with the input of other Directors. Committee members shall be expected to attend in person all regularly scheduled committee meetings. Participation by telephone shall be permitted in exigent circumstances. Each Committee Chair shall make an annual report on committee matters to the Board upon the Board’s or the CEO’s request.

Except as stated elsewhere in this Chapter, voting membership on any USATT Committee is open to any natural person who is not prohibited from Committee membership by Section 19.3, Conflicts of Interest, of these Bylaws.²¹

Section 9.3. Number.

All committees and advisory task forces shall have at least thirty-three and one-third percent (33 1/3%) Elite Athlete and/or 10+ Year Elite Athlete representation, defined consistently with the

¹⁹ This sentence was amended 2015-08-22 (M-7). The previous sentence read, “The Board shall appoint such advisory task forces or committees as the Board believes appropriate, and shall define narrowly the mission and deliverables of such task forces or committees.”

²⁰ This sentence was amended 2014-12-17. The previous sentence read, “Committee assignments, including the designation of standing committee Chairs, shall be made annually by the Board.”

²¹ This second paragraph added 2011-04-18.

USOPC's requirements.²² Membership on all committees and task forces, other than for the High Performance Committee and Para High Performance Committee, shall normally not exceed five (5) individuals.²³ The High Performance Committee and Para High Performance Committee²⁴ may have between five (5) and seven (7) members. USATT committees shall be of the minimum number possible to permit both conduct of the sport and appropriate board governance.

Section 9.4. Tenure.

The term for all standing and other committee members shall be two (2) years, beginning March 1st of the applicable calendar year.²⁵ 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, or death.

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

Section 9.5. Term Limits.

No committee member shall serve for more than three (3) consecutive terms, or four (4) consecutive terms for the High Performance Committee and Para High Performance Committee.²⁶

Section 9.6. Committee Member Attendance.

Committee and task force members are expected to attend in person (or in the case of video conference meetings, by video) all regularly scheduled committee and task force meetings of which they are a member. For exigent circumstances, a committee or task force member may participate in a meeting by telephone. Each committee or task force member must attend a minimum of at least one-half (1/2) of the committee or task force meetings of which they are a member in any calendar year.

Section 9.7. Resignation, Removal and Vacancies.

A committee or task force member's position on a committee or task force shall be declared vacant upon the committee member's resignation, removal, incapacity, or death. A committee member may resign at any time by giving written notice to the Board. Such resignation shall

²² [Revision proposed [●], 2021. The previous language read "All committees and advisory task forces shall have at least twenty (20) percent Elite athlete representation defined consistently with the USOPC's requirements and Ted Stevens Olympic and Amateur Sports Act."]

²³ This sentence was amended 2015-08-22 (M-8). The previous sentence read, "Membership on all committees and task forces, other than for the High Performance Committee, shall not exceed five (5) individuals."

²⁴ The string "and Para High Performance Committee" was added in two locations on 2018-12-16 (M-6).

²⁵ The phrase "beginning March 1st of the applicable calendar year" was added 2017-06-12 (M-3).

²⁶ The clause "or four (4) consecutive terms for the High Performance Committee and Para High Performance Committee" was added 2018-12-16 (M-6). Two sentences were deleted at the same time. They read: For a committee member whose term expires December 31st, 2008, his or her time of service shall constitute as a full two (2) year term. That committee member would be eligible to serve two (2) additional two-year terms immediately following his or her initial term.

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.

Committee or task force members may be removed by the Board if they fail to attend in person more than one-half (1/2) of the regular committee or task force meetings during any calendar year unless they are able to demonstrate to the Directors, that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent committee or task force member shall be removed upon the affirmative vote of a majority of the full Board (not including the voting power of the absent committee member in question, if also a Director.) Committee members may also be removed with or without cause upon the affirmative vote of at least two-thirds (2/3) of the Full Board (excluding the voting power of the committee member in question, if also a Director.)

A committee or task force member appointed to fill a vacancy shall be appointed for the unexpired term of such committee or task force member's predecessor in office.

Section 9.8. Procedures.

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

Section 9.9. Open and Executive Meeting Sessions.

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

Section 9.10. Minutes of Meetings.

Each committee and task force shall take minutes of its meetings. The approved minutes must be published within thirty (30) days of completion of the meeting.

Section 9.11. Compensation.

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

Section 9.12. Audit and Finance Committee.²⁷

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

- a. The Board shall appoint the members of the Audit and Finance Committee and its chair, all of whom shall be Directors. An Independent Director of the Board with financial experience shall be on the Audit and Finance Committee.
- b. The Audit and Finance Committee shall:
 1. Recommend the independent auditors of USATT, review the report of the independent auditors and management letter, and recommend action as needed;
 2. Investigate matters of fiscal controls and disclosure and such other matter as directed by the Board;
 3. Perform an internal audit of staff operations and compliance with the Board adopted budget and policies on an annual basis;
 4. Review, provide input and make recommendations for financial statements, financial reports, budgets, variance reports, accounting, record keeping, cash management, service providers and other financial matters, and control policies and procedures as the Committee reasonably determines;
 5. Convene in meetings as reasonably determined by the Committee to ensure quality control and adherence to best financial and governance practices; and,
 6. Perform such other duties as assigned by the Board.

Section 9.13. Ethics and Grievance Committee.

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

- a. The Board shall appoint the members of the Ethics and Grievance Committee and its chair. At least two members of the Ethics and Grievance Committee, one of whom shall be the chair, shall satisfy the standards of independence for Independent Directors as set forth in these Bylaws. No Director of the Board shall serve on the Ethics and Grievance Committee.

²⁷ Amended 2019-12-16 (M-1), replacing all occurrences of “Audit Committee” in Bylaw section 9.12 with “Audit and Finance Committee,” and inserting the following between Bylaw section 9.12(b)(3) and 9.12(b)(4) and re-designate accordingly: (4) review, provide input and make recommendations for financial statements, financial reports, budgets, variance reports, accounting, record keeping, cash management, service providers and other financial matters, control policies and procedures as the Committee reasonably determines, and (5) participate in meetings as reasonably determined by the Committee to ensure quality control and adherence to best financial and governance practices

- b. The Ethics and Grievance Committee shall:
1. Oversee implementation of, and compliance with, the Code of Ethics;
 2. Report to the Board annually on all ethical issues and matters that came before the committee;
 3. Develop, and review on an annual basis, a Code of Ethics for the Board, officers, committee and task force members, volunteers, staff and member organizations for adoption by the Board;
 4. Investigate, hear and render written decisions on matters of ethical impropriety, administrative or member grievances and disciplinary matters, right to compete matters filed with USATT pursuant to Article X of these Bylaws and consistent with the standards of conduct, fair play and good sportsmanship;
 5. Promulgate procedures in addition to those set forth in these Bylaws if such is necessary for the effective administration of complaints filed with USATT, and shall be responsible for ensuring that all complaints are heard in a timely, fair and impartial manner;
 6. Review and provide guidance on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and USATT members;
 7. Identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels (they need not be members of USATT or involved in the sport of table tennis); and,
 8. Perform such other duties as assigned by the Board.

Section 9.14. Compensation Committee.

- a. The Compensation Committee shall consist of at least three (3) and not more than five (5) members, all of whom shall be members of the Board.
- b. The Board shall appoint the members of the Compensation Committee and its chair in consultation with the NGC.
- c. The Compensation Committee shall:
 1. Assist the Board in developing and evaluating potential candidates for the CEO position, and to oversee the development of executive succession plans;
 2. Review and approve on an annual basis the CEO's compensation in light of the Board's expectations, goals, and objectives. The Compensation Committee shall evaluate at least once a year the CEO's performance in light

of these established goals and objectives and based upon these evaluations shall set the CEO's annual compensation, including salary, bonus, incentive, and any other compensation;

3. Review and approve on an annual basis the evaluation process and compensation structure for USATT's senior executive management. The Compensation Committee shall also provide oversight of management's decisions concerning the performance and compensation of other USATT executives, and USATT's policies concerning benefits, retirement plans and contributions thereto, relocation benefits, and all other forms of benefits offered to USATT's employees;
4. Review USATT's incentive compensation and other compensation plans and recommend changes to such plans to the Board as necessary. The Compensation Committee shall have and shall exercise the authority of the Board with respect to the administration of such plans;
5. Conduct periodic review of the reasonableness of the compensation of USATT's executives using relevant market benchmarks and survey data;
6. Review regularly management succession planning;
7. Maintain regular contact with the executive leadership of USATT; and,
8. Prepare and publish an executive compensation report in USATT's annual report and other documents.

Section 9.15. Nominating and Governance Committee.

- a. The Nominating and Governance Committee shall be elected and/or selected as follows:
 1. Two (2) individuals who are independent as that term is defined in these Bylaws and who are selected by the previous NGC;
 2. Two (2) athletes as elected by the athlete members of USATT and who shall otherwise qualify as an athlete in accordance with the USOPC's standards²⁸; and,
 3. Two (2) individuals who shall be selected by the Board from USATT members in good standing.²⁹

²⁸ [Proposed change from one (1) to two (2) athletes [●], 2021.]

²⁹ Paragraph 9.15(a) was deleted and paragraph 9.15(b) was amended 2014-12-17. The previous paragraphs read:

- a. The initial Nominating and Governance Committee shall be comprised of:
 1. Four (4) individuals selected by the USOPC, one of whom shall be chair;
 2. One (1) athlete as selected by the current athletes on the Board of Directors.

- b. No individual shall be eligible to be a member of the NGC as well as a member of the Board. Members of the NGC shall be precluded from serving as a Director or in any other USATT capacity, whether governance or on staff, while serving as a member of the NGC and for a period of one (1) year after their service on the NGC ends.³⁰
- c. The Nominating and Governance Committee shall:
 - 1. Identify and evaluate prospective candidates for the Board;
 - 2. Select individuals to serve on the Board as provided in these Bylaws;
 - 3. Recommend as requested by the Board individuals to serve on various committees and task forces;
 - 4. Consult with the Ethics and Grievance Committee with respect to vetting all nominations for potential conflict of interest or other problematic background issues;
 - 5. Develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and committees and task forces;
 - 6. Develop prerequisites for becoming a Board member, which shall encourage experience serving on a corporate or not for profit board for at least one (1) year for all non-athlete Board members; and,
 - 7. Perform such other duties as assigned by the Board.
- d. In considering a candidate for nomination to the Board, the NGC shall take the following into consideration:
 - 1. The candidate's contribution to the effective functioning of the USATT;

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- b. Each subsequent Nominating and Governance Committees shall be selected as follows:
 - 1. one (1) individual elected by the previous Nominating and Governance Committee from that Committee, who shall be the Chair;
 - 2. one (1) individual who is independent as that term is defined in these Bylaws and who is selected by the previous Nominating and Governance Committee;
 - 3. one (1) athlete as elected by the athlete members of USATT and who shall otherwise qualify as an athlete in accordance with the USOPC's standards; and
 - 4. two (2) individuals who shall be selected by the Board from other appropriate USATT membership groups as defined by USATT.

³⁰ Paragraph 9.15(c)-(d) were redesignated on 2014-12-17 as paragraphs 9.15(b)-(c). The previous paragraph 9.15(c) read:

No individual shall be eligible to be a member of the Nominating and Governance Committee as well as a member of the Board of Directors. Members of the Nominating and Governance Committee shall be precluded from serving as a Board director or in any other USATT capacity, whether governance or on staff, for a period of one (1) year after their service on the Nominating and Governance Committee ends.

2. Any potential or impending change in the candidate’s principal area of responsibility with his or her company or in his or her employment;
3. Whether the candidate continues to bring relevant experience to the Board;
4. Whether the candidate has the ability to attend meetings and fully participate in the activities of the Board;
5. The candidate’s personal integrity and commitment to ethical conduct; and,
6. Whether the candidate has developed any relationships with another organization, or other circumstances have arisen, that might make it inappropriate for the Director to continue serving on the Board.

Section 9.16. High Performance Committee and Para High Performance Committee:³¹

- a. The High Performance Committee shall consist of at least five (5) and not more than seven (7) members. The Para High Performance Committee shall consist of at least five (5) and not more than seven (7) members, of which at least three (3) members must have substantial experience with athletes with disabilities as a high-level competitor or coach.
- b. The Board shall appoint the members of the High Performance Committee and Para High Performance Committee, and their chairs, in consultation with the CEO. Members, including the chair, can serve on both committees at the same time, subject to the term limits applicable to them with regard to each committee.
- c. The responsibilities of the High Performance Committee and Para High Performance Committees shall be as follows, with regard to High Performance Program activities serving able-bodied athletes and athletes with disabilities (respectively):
 1. Approve selection Procedures or other policies as needed for national teams and international events, or the operation of the High Performance Program; *

³¹ The previous Section 9.16 was replaced 2018-12-16 (M-6). The previous version was titled “High Performance Committee” and read:

- a. The High Performance Committee shall consist of at least five and not more than seven members, of which, at least one member must have represented the Paralympic Community as a Disabled Body National Level Coach, Disabled Body National Team Member, or the Team Leader of a Disabled Body National Team.
- b. The Board shall appoint the members of the High Performance Committee and its chair in consultation with the CEO.
- c. The responsibilities of the High Performance Committee shall be as follows:
 1. Develop Selection Procedures as needed for international events;
 2. Review and update existing Athlete Letter of Agreements on an annual basis;
 3. Review and update existing Athlete Code of Conduct on an annual basis;
 4. Consult with the Coaching and Juniors Advisory Committee on shared issues;
 5. Oversee and implement the Selection Procedures for international competition;
 6. Develop and implement the USATT High Performance Plan;
 7. perform such other duties as assigned by the Board.

Note that Selection criteria for individuals and teams shall be (i) fair, as determined by the USOPC in consultation with the USATT, the AAC, and USOPA, (ii) clearly articulated in writing and properly communicated to athletes in a timely manner, and (iii) consistently applied, using objective and subjective criteria appropriate for table tennis.

2. Review and update existing Athlete Letter of Agreements on an annual basis;
3. Review and update existing Athlete Code of Conduct on an annual basis;
4. Consult with the Coaching and Juniors Advisory Committee on shared issues;
5. Oversee the operation of the High Performance Program, and provide any recommendations for improvement to the High Performance Director, the CEO, or the Board as appropriate;
6. Advise the High Performance Director on the development and implementation of the USATT High Performance Plan; and,
7. Perform such other duties as assigned by the Board.

Section 9.17. Board Overview and Committee Liaison.

Except for the provisions of Sections 9.13 (Ethics and Grievance Committee) and 9.15 (Nominating and Governance Committee), and Section 10 (Complaint Procedures) the Board may override or modify any decision of any committee, or direct any committee to take some action.

Except for the Ethics and Grievance Committee and the Nominating and Governance Committee, the Board may appoint any Director, member of USATT paid staff, or USATT volunteer to act as a liaison between the Board and any committee. The person serving in a liaison capacity shall not have voting power on the committee, and is not considered a member of the committee.³²

ARTICLE X COMPLAINT PROCEDURES

Section 10.1. Designation of Complaints.

The following kinds of complaints may be filed with USATT:

- a. Administrative Grievance. The USATT or any member of USATT may file a complaint pertaining to any matter within the cognizance of USATT, including but not limited to any alleged violation of or grievance concerning: (i) any USATT rule

³² New paragraph added 2011-04-18. The previous paragraph read:

Except for the Ethics and Grievance Committee and the Nominating and Governance Committee, the Board may appoint any director to act as a liaison to any committee who shall not have voting power on the committee.

or regulation, (ii) any provision of USATT's Bylaws, or (iii) any provision of the Ted Stevens Act relating to USATT's recognition as an NGB;

- b. Right to Compete. Any athlete, coach, trainer, manager, administrator or official may file a complaint pertaining to any alleged denial, or alleged threat to deny, of that individual's opportunity to compete in a USATT sanctioned competition;
- c. Employee Grievances. The CEO shall handle all USATT employee grievances. If an employee has filed a grievance against the CEO, that grievance should go directly to the Board Chair. The CEO shall not be able to terminate or otherwise punish the employee without written permission of the Chairman of the USATT Board. The Chairman of USATT Board shall be responsible for making recommendations to the USATT full Board if he or she feels action needs to be taken to address an employee grievance against the CEO.
- d. Complaint brought by or involving members of the Board. In the event that a complaint or grievance is brought by or involves members of the Board in their individual capacity (i.e., not a complaint or grievance brought against the Board as USATT's governing board under Article VII), the complaint or grievance shall be processed in accordance with this Article X.³³

Section 10.2. Manner of Filing.

The complainant shall file the complaint with the Ethics and Grievance Committee. The complaint shall set forth in clear and concise language, preferably in numbered paragraphs: (i) the alleged violation, grievance, denial or threat to deny, (ii) the remedy requested, (iii) evidence supporting the complaint. The complainant shall sign the complaint.

Section 10.3. Filing Fee.

A complaint filed by an individual shall be accompanied with a \$250.00 filing fee, except for an employee grievance, which requires no fee. A complaint filed by an organization shall be accompanied with a \$500.00 filing fee, except that USATT is not required to pay a filing fee. The complainant may request that the filing fee be reduced or waived for reasons of significant financial hardship. If such request is made, the Ethics and Grievance Committee shall determine whether or not to reduce or waive the filing fee. If the complaint is upheld by the Ethics and Grievance Committee and through any subsequent appeals, the filing fees shall be refunded in full.

Section 10.4. Statute of Limitations.

A complaint filed under these Bylaws shall be filed within ninety (90) days of the occurrence of the alleged violation, grievance, denial or threat to deny.

³³ Subparagraph d added July 22, 2020

Section 10.5. Field of Play Decisions.

The final decision of a referee during a competition regarding a field of play decision (a matter set forth in the rules of the competition to be within the discretion of the referee) shall not be reviewed through the procedures in this Article 10 unless the decision is: (i) outside the authority of the referee to make, or (ii) the product of fraud, corruption, partiality or other misconduct of the referee. For purposes of this Section, the term “referee” shall include any individual with discretion to make field of play decisions.

Section 10.6. Hearing Panel.

Upon the filing of a complaint, the members of the Ethics and Grievance Committee shall review the complaint, and any member with a conflict of interest shall self-recuse from the matter. If the chair has a conflict, the USATT General Counsel shall appoint another member as the acting chair for the matter in question. Then, the chair/acting chair of the Ethics and Grievance Committee, after consultation with the other Committee members, shall examine the complaint, along with the General Counsel, to determine if the complaint has merit. If it is determined to be with merit, the Ethics and Grievance Committee shall appoint a hearing panel consisting of three individuals, none of whom have a conflict of interest, to hear the complaint. At least one member of the panel shall satisfy the standards of independence for Independent Directors as set forth in these Bylaws, and at least one member shall be an Elite Athlete. The Committee shall also appoint a chair of the hearing panel. Ethics and Grievance Committee members may be appointed to and serve on the hearing panel as well as other individuals who have been identified pursuant to Section 9.13(b)(7).³⁴

Section 10.7. Conduct of the Proceeding.

- a. Prior to the conduct of any proceedings under this Article, the Respondent shall be given fair notice, including written charges as asserted in the Complaint, and an opportunity to prepare and present a defense in accordance with hearing procedures that reflect due process.³⁵
- b. The Ethics and Grievance Committee shall rule on all pre-hearing motions and matters raised. This portion of the proceedings is complete when the complaint, answers, and other responses are forwarded to the Hearing Panel for their consideration.
- c. The Hearing Panel shall rule on all motions and other matters raised after all responses are received by the panel. If the complaint is not dismissed, the hearing

³⁴ Amended 2018-09-23 (M-5). The previous text read: Upon the filing of a complaint, the chair of the Ethics and Grievance Committee, after consultation with the other Committee members, shall appoint a hearing panel consisting of three individuals to hear the complaint. At least one member of the panel shall satisfy the standards of independence for “independent directors” as set forth in these Bylaws, and at least one member shall be an Elite Athlete. The Committee shall also appoint a chair of the hearing panel. Ethics and Grievance Committee members may be appointed to and serve on the hearing panel as well as other individuals who have been identified pursuant to Section 9.13(b)(7)

³⁵ Amended 2019-10-06 (M-2). A new paragraph (a) was added, and the remaining paragraphs were designated as paragraphs (b)-(f).

panel shall hold a hearing on the complaint. The hearing panel shall set such timelines and other rules regarding the proceeding and the conduct of the hearing as it deems necessary. The hearing shall be informal.

- d. The hearing may be conducted by teleconference, or other electronic medium,³⁶ if necessary or convenient to the parties. Each party shall have the right to appear personally or through a legal representative. All parties shall be given a reasonable opportunity to present and examine evidence, cross-examine witnesses and to present argument. Members of the hearing panel shall have the right to question witnesses or the parties to the proceeding at any time.
- e. 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.
- f. The Hearing Panel, at its sole discretion, may mandate the appearance of non-parties deemed to have information helpful to the finding of facts relevant to the matter. The Hearing Panel, at its sole discretion, also may determine that such non-parties may participate in the hearing via telephone or other electronic medium.³⁷

Section 10.8. Expedited Procedures.

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

Section 10.9. 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 if any must receive notice of the complaint. The complainant shall then be responsible for providing appropriate notice to these individuals. Any individual so notified then has 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 though the individual chose not to participate as a party.

³⁶ The phrase “or other electronic medium” was added 2017-06-12 (M-2).

³⁷ This paragraph was added 2017-06-12 (M-2).

Section 10.10. 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.

Section 10.11. Appeal of Decisions of Ethics and Grievance Committee to the Board.

Within 30 days after the mailing of a written decision of the Ethics and Grievance Committee, the person penalized or the person who filed the grievance may appeal the Committee's decision by mailing a written request to the CEO of USATT in Colorado Springs for review by the Board. Absent good cause shown, appeals not mailed within 30 days are barred. If the matter involves the CEO, the appeal shall be mailed to the Chair of the Board.

In lieu of a hearing before the Full Board, the Chair of the Board may appoint a special committee of not less than three Board members to hear an appeal. The Board or special committee shall thereupon review the findings of fact and the decision of the Ethics and Grievance Committee. The Board or special committee may make its decision on the basis of the written submissions or may hear further testimony and receive further evidence as it deems appropriate. Following its review, the Board or special committee may affirm, modify, or reject the decision of the Ethics and Grievance Committee.

Section 10.12. Arbitration.

Any party may appeal a decision of the Board made under Section 10.11 for a final ruling under binding arbitration in accordance with the Commercial Rules of the American Arbitration Association.³⁸

Section 10.13. Whistleblower and Anti-Retaliation Policy.³⁹

“Protected Individual” means, as defined by the Ted Stevens Act, any amateur athlete, coach, trainer, manager, administrator or official associated with the USOPC or an NGB.

“Retaliation” means, as defined by the Ted Stevens Act, any adverse or discriminatory action, or the threat of an adverse or discriminatory action, including removal from a training facility, reduced coaching or training, reduced meals or housing, and removal from competition, carried out against a protected individual as a result of any communication, including the filing of a formal complaint, by the protected individual or a parent or legal guardian of the protected individual relating to the allegation of physical abuse, sexual harassment, or emotional abuse, with the United States Center for SafeSport; a coach, trainer, manager, administrator, or official associated with the USOPC; the United States Attorney General; a federal or state law enforcement authority; the Equal Opportunity Employment Commission; or Congress.

Retaliation against any Protected Individual who communicates or files a complaint relating to an allegation of physical abuse, sexual harassment, or emotional abuse by any officer, employee,

³⁸ Amended 2019-10-06 (M-3). The previous version read, “Any party may appeal a decision of the Board made under Section 10.11 to the American Arbitration Association.”

³⁹ [Proposed for addition [●], 2021

contractor, subcontractor, or agent of the USATT is prohibited. If USATT learns that an employee has retaliated against a protected individual, that employee must be immediately terminated or suspended without pay.

The Board shall adopt a Whistleblower and Anti-Retaliation Policy applicable to all USATT employees, and Directors, committee members, and volunteers.

ARTICLE X-A SAFESPORT

Section 10-A.1. Submission to Jurisdiction of U.S. Center for SafeSport.⁴⁰

Each person defined as a “Covered Individual” agrees that he/she shall be:

- a. Designated by the USATT Athlete Protection Officer as SafeSport compliant either:
 - i. Prior to having frequent contact with athletes; or,
 - ii. Within 60 days of assuming a role that does not have frequent contact with athletes;⁴¹
- b. Subject to the jurisdiction of the U.S. Center for SafeSport (“USCSS”) with respect to the investigation and resolution of any allegations that such Covered Individual may have violated:
 - i. The sexual abuse and misconduct policies as referenced in the USA Table Tennis;
 - ii. SafeSport Program Handbook and defined by the USCSS; or,
 - iii. Allegations of violations of USA Table Tennis’s SafeSport Policies that are reasonably related to and accompany a report or allegation of sexual abuse or misconduct;
- c. Subject to any action taken by the USCSS as a result of such allegations, including without limitation, suspension, permanent suspension, and/or referral to law enforcement authorities, all as set forth in the USCSS Policies & Procedures.

Section 10-A.2. Definitions.

“Covered Individual” shall, for the purposes of Article X-A, mean and refer to:

1. All persons serving as a member of the Board, a committee, or in any other similar positions appointed by USATT;
2. All members of USATT certified as coaches;

⁴⁰ Article X-A was approved 2017-04-23 (M-3).

⁴¹ A new Bylaw section 10-A.1(a) was approved and inserted 2018-09-23 (M-6).

3. All members of USATT approved as Referees or Umpires;
4. All owners and officers of USATT member clubs;
5. All Tournament Directors, League Directors, and Event Organizers of USATT sanctioned tournaments and leagues;
6. All USATT national staff; and,
7. Any person that is elected or appointed by USATT or a USATT member club to:
 - i. A position of authority over table tennis athletes; or,
 - ii. A position with frequent contact with table tennis athletes.

“USOPC” shall, for the purposes of Article X-A, mean and refer to the United States Olympic and Paralympic Committee.

“USCSS” shall, for the purposes of Article X-A, mean and refer to the U.S. Center for SafeSport (or any successor or otherwise named entity recognized by the USOPC).

Section 10-A.3. Allegations Regarding Sexual Abuse or Misconduct.

- a. Reporting. In the event that any Covered Individual under the jurisdiction of the U.S. Center for SafeSport (“USCSS”) is alleged to have violated the USATT SafeSport Policy prohibiting sexual abuse or misconduct, or in the event that USATT or any USATT member club receives a report that is required by the USOPC to be referred to the USCSS, USATT or the USATT member club shall immediately report and refer such matter to USCSS. **The duty to report to USCSS and USCSS’s jurisdiction to investigate shall not supersede any local, state, or federal reporting requirements or jurisdiction, and shall not affect or impair the ability of any person that reports to the USCSS from also reporting to the appropriate local, state or federal authorities.**
- b. Investigation/Discipline/Adjudication. The USCSS shall have jurisdiction and authority to investigate allegations or reports of sexual abuse or misconduct and of any allegations of violations of USATT’s SafeSport Policies that are reasonably related to and accompany a report of allegations of sexual abuse or misconduct, to issue any interim suspension or measures pending conclusion of the investigation, to make recommendations of sanctions or disciplinary action as a result of such investigation, and to adjudicate such matter according to the USCSS procedures for adjudication. During the pendency of the investigation by USCSS, neither USATT nor any USATT member club shall engage in its own investigation or disciplinary process related to any allegations or reports that are within the jurisdiction of USCSS. However, USATT, or a USATT member club, may issue a Summary Suspension which shall be effective until such time as USCSS has exercised jurisdiction over the matter and made a determination related to a person’s eligibility pending the

investigation and adjudication process. Irrespective of any final decision or determination of USCSS, USATT, or a USATT member club, may pursue further remedy under local, state, or federal law.

- c. Appeals. There shall be no appeals of any decisions adjudicated by USCSS except through arbitration with the applicable arbitration body in conformance with the Supplementary Rules for U.S. Olympic SafeSport Hearings or other applicable USCSS or USOPC governing documents in effect at such time.
- d. Enforcement of USCSS Sanctions. Upon the issuance by USCSS of any interim or permanent suspension, disciplinary action, sanction or other measures, after conclusion of the adjudicative process or by agreement with a Covered Individual subject to suspension or other sanction, USATT and its member clubs shall enforce such suspension, measures or other sanctions throughout USATT programs. USATT and its member clubs shall enforce any suspension or other sanction issued by the USCSS even if arising from allegations outside of USATT programs.

Section 10-A.4. Related SafeSport Violations.

- a. The delegation of authority and jurisdiction to USCSS as set forth above, and the restriction on USATT and USATT member clubs, shall also include the investigation and issuance of sanctions related to allegations of other violations of USATT SafeSport Policies (*e.g.*, physical abuse, emotional abuse, bullying, harassment and hazing) that are reasonably related to and which accompany an allegation that involves sexual abuse or misconduct.
- b. If USCSS declines jurisdiction over any reported violation, jurisdiction shall lie with USATT and its SafeSport Policies, as they may be amended from time to time.

ARTICLE X-B US ANTI-DOPING AGENCY

Section 10-B.1. Member Responsibilities.⁴²⁴³

It is the duty of members of USATT to comply with all anti-doping rules of the World Anti-Doping Agency (“WADA”)⁴⁴, the ITTF, the U.S. Anti-Doping Agency (“USADA”), and the USOPC including the USADA Protocol for Olympic and Paralympic Movement Testing (“USADA Protocol”), and all other policies and rules adopted by the WADA, the ITTF, USADA, and the USOPC National Anti-Doping Policy. Athlete members of USATT agree to submit to drug testing by the ITTF and/or USADA or their designees at any time and understand

⁴² Article X-B was approved 2018-09-23 (M-9).

⁴³ The previous Section 10-B.1 was replaced on 2018-12-16 (M-5). The previous Section 10-B.1 read: USATT, and by association its members, acknowledge 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 shall submit to the results management authority and processes of the US Anti-Doping Agency (“USADA”), including arbitration under the USADA Protocol, or to the results management authority of the ITTF and/or USATT, if applicable or referred by USADA.

⁴⁴ References to the WADA added [●], 2021.

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 USADA, including arbitration under the USADA Protocol, or to the results management authority of the ITTF and/or USATT, if applicable or referred by USADA.

ARTICLE XI USATT ATHLETES' ADVISORY COUNCIL⁴⁵

Section 11.1. Designation.

The USATT Athletes' Advisory Council ("AAC") means the entity established and maintained under §220504(b)(2)(A) of the Ted Stevens Act that is composed of and elected by amateur athletes to ensure communication between the USOPC and currently active amateur athletes, and serves as a source of amateur-athlete opinion and advice for policies and proposed policies of the corporation.

The AAC shall be comprised of individuals who meet the definition of Elite Athlete. The AAC shall be a standing committee that self-governs. Its first and foremost purpose shall be to protect the rights of athletes. The committee shall advise the USATT Board on any and all matters related to but not limited to: Athletes, the performance of Athletes, Competitions, Coaching, selection procedures, and other matters that the AAC collectively deems reasonable.

The AAC shall also nominate the Elite Athletes as well as the 10+ Year Elite Athletes for USATT Committees.

The AAC shall have up to ten (10) members during the current term ending as of December 31, 2021, consisting of the seven (7) individuals who are currently seated and were approved by the USOPC as well as the First, Second and Third Athlete Representatives who are elected in 2021. The current Chair of the AAC will remain Chair until 2024. Beginning in the 2024 term, the Third Athlete Representative will serve as Chair and there will be seven (7) members.

Section 11.2. Qualifications.

In order to be eligible to run for, nominate, or vote in the election for USATT AAC, one must:

- a. Meet the standards of an Elite Athlete as set forth above in Section 4.1 (e);
- b. Be a United States citizen;
- c. Have attained the age of at least eighteen (18) by the date of the first day of the term of service;

⁴⁵ [REVISIONS PROPOSED [●], 2021.]

- d. Be and remain a member in good standing of USATT ninety (90) days prior to the date of the election;⁴⁶
- e. Complete the USATT Conflict of Interest Disclosure Statement and provide the form to the USATT Chief Executive Officer or designee; and,
- f. Disclose any felony convictions, any periods of ineligibility based on anti-doping or SafeSport violations.

Section 11.3. Election/Selection.

The First, Second and Third Athlete Directors elected pursuant to Section 7.6 (a) (4) above shall be automatically seated on the USATT AAC. Beginning in 2024, the Third Athlete Director will serve as Chair.

Four (4) individuals that meet the criteria set forth in Section 11.2 shall be elected to USATT's AAC. An individual may be nominated by an Elite Athlete or self-nominate.

By seating the First Athlete Director, the Second Athlete Director, and the Third Athlete Director on the AAC, diversity between para athletes and able bodied athletes is ensured.

The AAC seated in 2021 is comprised of the seven (7) individuals who volunteered to stand for election. As there were only seven (7) candidates, no election was held. The USOPC approved of the seating of these individuals by acclimation, and they are to serve their full terms.

The AAC election will take place either concurrently with or after the election for Elite Athletes to the USATT Board of Directors.

Section 11.4. Tenure.

The term for members of the AAC shall be for four (4) 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, or death.

Section 11.5. Term Limits.

No AAC member shall serve for more than two (2) consecutive terms.

Section 11.6. Chair

The current AAC has elected a chair from among its members by majority vote who will serve through December 31, 2023. Beginning in the 2024 term, the Third Athlete Director shall serve as chair. The term of office of the chair shall be four years, or a shorter time in the event the

⁴⁶ Automatically expiring sentences were deleted February 1, 2013. Deleted sentences read: Notwithstanding the previous sentence, in order to be eligible to run or vote in the election of the AAC, with terms beginning January 1, 2013, an individual must be and remain a member in good standing of USATT from November 2, 2012 until the date of the election. This Bylaw provision will expire automatically upon the seating of a new AAC in 2013, and will be removed from these Bylaws on that date.

elected chair no longer serves on the USATT Board of Directors. The newly elected chair shall take office immediately. The chair shall hold office until the chair's successor is elected and qualified, or until the chair's earlier resignation, removal, incapacity, or death.

Section 11.7.Procedures.

The AAC shall establish procedures for conducting its business and affairs. Such procedures shall be published and available on USATT's website.

Section 11.8. Open and Executive Meeting Sessions.

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

Section 11.9. Compensation.

AAC members shall not receive compensation for their services as AAC members. USATT may pay for the reasonable expenses of all members of the AAC to attend AAC meetings.

Section 11.10. Documents Requiring Execution by the Chair.

All documents requiring execution by the Chair of the USATT AAC shall be distributed to each member of the AAC at least 24 hours before the Chair executes the document.

ARTICLE XII USOPC ATHLETES' ADVISORY COUNCIL

Section 12.1. Designation.

USATT shall have a Primary Athlete Representative and an Alternate Athlete Representative to the USOPC AAC.

Section 12.2. Qualifications and Election/Selection.

The First Athlete Director as determined by election according to Section 7.6 (a) (4) above shall serve as the Primary Athlete Representative to the USOPC AAC.

The Second Athlete Director as determined by election according to Section 7.6 (a) (4) above shall serve as the Alternate Athlete Representative to the USOPC AAC.

Section 12.3. Tenure.

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

Section 12.4. Term Limits.

No representative to the USOPC AAC shall serve for more than two (2) consecutive terms. There is no is term limit restriction for the position of Alternate Representative.

ARTICLE XIII USOPC NATIONAL GOVERNING BODIES' COUNCIL

Section 13.1. Designation.

The USATT shall have a representative and an alternate representative to the USOPC National Governing Bodies' Council.

Section 13.2. Election/Selection.

The Chief Executive Officer shall be USATT's representative to the USOPC National Governing Bodies' Council. The Chair of the Board shall be USATT's alternate representative to the USOPC National Governing Bodies' Council.

ARTICLE XIV CHIEF EXECUTIVE OFFICER

Section 14.1. Designation.

USATT shall have a Chief Executive Officer, who shall be the leader of management and vested with the authority to make decisions on behalf of management. The Chief Executive Officer shall not be a member of the Board.

The Board shall hire and oversee the Chief Executive Officer, who shall be responsible for all staff functions. The Chief Executive Officer shall oversee the hiring and firing of all staff and the staff's ethical and competent implementation of the Board's policies, guidance and strategic direction of USATT.

Section 14.2. Tenure.

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

Section 14.3. Secretary General.

The Chief Executive Officer shall serve as Secretary General of USATT and in that capacity shall represent or designate representatives for the USATT in relations with the international sports federation for Table Tennis recognized by the International Olympic Committee and at international Table Tennis functions and events.⁴⁷

⁴⁷ The phrase "or designate representatives for" was added 2014-12-17.

Section 14.4. Responsibilities.

The Chief Executive Officer shall:

- a. Set measurable goals and develop a strategy for achieving USATT's mission, goals and objectives and present the strategy to the Board for approval;
- b. Prepare and submit quadrennial and annual budgets to the Board for approval;
- c. Determine the staff needed to effectively carry out USATT's mission, goals and objectives, within USATT's budget;
- d. Oversee the hiring and termination of all staff;
- e. Manage all staff functions, either directly or by delegation;
- f. Oversee and account for resource generation and allocation of resources;
- g. Coordinate USATT's international activities;
- h. Act as the USATT's spokesperson, with the Chair of the Board as provided for herein;
- i. Perform all functions as usually pertain to the office of Chief Executive Officer;
- j. Review with and gain approval from the Board for all significant contracts; and,
- k. Perform such other duties as assigned by the Board.

ARTICLE XV ANNUAL USA TABLE TENNIS ASSEMBLY

Section 15.1. Purpose.

There shall be an annual USATT Assembly at which all individual and organization members and other USATT constituencies in the United States Table Tennis family shall be invited to gather and provide input to the Board on important issues confronting the organization. At USATT's Assembly, the Board shall provide a report on the "State of the USATT." The Chief Executive Officer shall provide a managerial report addressing issues of concern and importance to USATT. Individual and organization members and other constituencies may be permitted to pose questions to the Board and Chief Executive Officer for response. The annual USATT Assembly shall be purely advisory and shall have no rulemaking, budgetary, legislative, or other authority, though it, or some of it, may be involved in some appropriate way in the nomination of individuals to serve on the Board as otherwise set forth in these Bylaws. The Board shall determine the agenda of the annual USATT Assembly.

Section 15.2. Place.

The annual USATT Assembly shall be held in conjunction with a Board meeting. If practicable, the annual USATT Assembly meeting shall also be held in conjunction with a major USATT competition.⁴⁸

Section 15.3. Notice.

Notice of the annual USATT Assembly stating the place, date and time of the meeting shall be posted on the website of USATT no fewer than thirty (30) days before the date of the meeting.

ARTICLE XVI SANCTIONING EVENTS

Section 16.1. Prompt Review of Request.

USATT shall promptly review every request submitted by a sports organization or person for a sanction and make a determination on such request: (i) to hold an international or national amateur athletic competition in the United States, or (ii) to sponsor United States Table Tennis athletes to compete in an international athletic competition held outside the United States.

Section 16.2. Standard for Review.

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

Section 16.3. Requirements for Holding an International or National Amateur Athletic Competition in the United States.

A sports organization or person requesting a sanction to hold an international or national amateur athletic competition in the United States shall:

- a. Submit, in the form required by USATT, an application to hold such competition;
- b. Pay to USATT the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c. Submit to USATT, upon request, an audited or notarized financial report of similar events, if any, conducted by the organization or person; and,
- d. Demonstrate that:

⁴⁸ The annual USATT Assembly shall be held in conjunction with a Board of Director's meeting. The Board meeting shall take place after the annual USATT Assembly. If practicable, the annual USATT Assembly meeting shall also be held in conjunction with a major USATT competition.

1. Appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
2. Appropriate provision has been made for validation of records which may be established during the competition;
3. Due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
4. The competition will be conducted by qualified officials;
5. Proper medical supervision will be provided for athletes who will participate in the competition; and,
6. Proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

Section 16.4. Requirements for Sponsoring United States Table Tennis Athletes to Compete in An International Athletic Competition Held Outside the United States.

An amateur sports organization or person requesting a sanction to sponsor United States Table Tennis athletes to compete in an international athletic competition held outside the United States shall:

- a. Submit, in the form required by USATT, an application to hold such competition;
- b. Pay to USATT the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c. Upon request, submit a report of the most recent trip to a foreign country, if any, that the amateur sports organization or person sponsored for the purpose of having United States amateur athletes compete in international amateur athletic competition, and,
- d. Submit a letter from the appropriate entity that will hold the international amateur athletic competition certifying that:
 1. Appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
 2. Appropriate provision has been made for validation of records which may be established during the competition;
 3. Due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
 4. The competition will be conducted by qualified officials;

5. Proper medical supervision will be provided for athletes who will participate in the competition; and,
6. Proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

ARTICLE XVII RECORDS OF THE CORPORATION

Section 17.1. Minutes.

USATT 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 17.2. Accounting Records.

USATT shall maintain appropriate accounting records in accordance with commonly applied principles of sound business practice.

Section 17.3. Membership List.

USATT 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, by state, and by region.

Section 17.4. Records In Written Form.

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

Section 17.5. Website.

USATT shall maintain a website for the dissemination of information to its members. USATT shall publish on its website: 1) Its Bylaws, 2) its rules and regulations; 3) its most recent annual financial statement; and, 4) its most recent 990 Form filed with the Internal Revenue Service. So as to facilitate the ability of interested parties to communicate their concerns or questions, USATT shall publish on its website a mailing address of the National Office and an e-mail address for communications directly with the Board.

Section 17.6. Records Maintained at Principal Office.

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

- a. The articles of incorporation;
- b. The USATT Bylaws;
- c. Rules and regulations that govern the technical conduct of Table Tennis's events in the United States as the USATT Board and Chief Executive Officer determine is appropriate in their sole discretion;

- d. The minutes of all meetings of the Board, and records of all action taken by the Board without a meeting, in perpetuity;
- e. All written communications within the past three (3) years to the members;
- f. A list of the names and business or home addresses of the current Directors and officers;
- g. A copy of the most recent corporate report delivered to the Colorado and Illinois secretaries of state;
- h. All financial statements prepared in perpetuity;
- i. USATT's 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 USATT at its principal office under applicable law or regulation.

Section 17.7. 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.** A member shall be entitled to inspect and copy, during regular business hours at USATT's principal office, any of the records of the USATT described in Section 17.6, provided that the member gives USATT written demand at least five (5) business days before the date on which the member wishes to inspect and copy such records.
- b. **Financial Statements.** Upon the written request of any member, USATT shall mail or email 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.**
 - 1. **Preparation of Membership Voting List.** After determining the members entitled to vote in an election, USATT 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, and the individual elections in which the member is entitled to vote.
 - 2. **Right of Inspection.** A member shall be entitled to inspect and copy, during regular business hours at USATT's principal office, a list of members who are entitled to vote in an election, provided that (i) the member has been a member for at least three (3) months immediately preceding the demand to inspect or copy, (ii) the demand is made in good faith and for a proper purpose reasonably related to the member's interest as a member, (iii) the member gives USATT written demand at least five (5) business days before the date

on which the member wishes to inspect and copy such voting list, (iv) the member describes with reasonable particularity the purpose for the inspection, and (v) 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 USATT limiting the use of such list in accordance with Section 17.7.c.3.

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

d. Scope of Members' Inspection Rights.

1. Agent or Attorney. The member's duly authorized agent or attorney has the same inspection and copying rights as the member.
2. 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.
3. Reasonable Charge for Copies. USATT may impose a reasonable charge, covering the costs of copying, delivery, 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.
4. 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 USATT, or the power of a court to compel the production of corporate records for examination.

ARTICLE XVIII CODE OF ETHICS

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, Directors, committee members, task force members, hearing panel members, and volunteers. Each USATT Director, 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.⁴⁹ The Code shall be published on the USATT website.

ARTICLE XIX FIDUCIARY MATTERS

Section 19.1. Indemnification.

USATT shall defend, indemnify and hold harmless each Director 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 USATT, unless such claims, charges and expenses were caused by fraud or willful misconduct on the part of said officer or Director.

Section 19.2. Discharge of Duties.

Each Director and officer shall discharge his or her duties: (i) in good faith, (ii) with the care an ordinarily prudent individual in a like position would exercise under similar circumstances, and (iii) in a manner the Director or officer reasonably believes to be in the best interests of USATT.

Section 19.3. Conflicts of Interest.

For the avoidance of doubt, the Code is incorporated herein by reference.⁵⁰

If any Director, 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, 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 19.3.⁵¹

Determination of a Conflict of Interest: The Board 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 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's

⁴⁹ Changed July 22, 2020. Previously read: "Each NGB employee and volunteer shall annually certify compliance with the Code."

⁵⁰ [Proposed for addition [●], 2021.]

⁵¹ Last sentence added July 22, 2020.

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 with respect to such conflict of interest.⁵²

ARTICLE XX FINANCIAL MATTERS

Section 20.1. Fiscal Year.

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

Section 20.2. Budget.

USATT shall have an annual budget that is approved by the Board by December 31st of each year.

Section 20.3. Audit.

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

Section 20.4. Individual Liability.

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

Section 20.5. Irrevocable Dedication and Dissolution.

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

Section 20.6. Recognition of USTTA Foundation.

The USTTA Foundation is a 501(c)(3) entity, separate from USATT, which exists for the purpose of managing current USTTA Foundation assets and soliciting contributions to the USTTA Foundation, and contributes a designated portion of its annual revenue and/or assets to

⁵² Amended July 22, 2020. Previously read "The Board of Directors by a majority vote may determine whether a Board Member has a Conflict of Interest in the case where two or more Board Members disagree as to whether a Board Member has a Conflict of Interest. Any Board Member shall have the right to participate in the discussion as to whether he/she has a Conflict of Interest. All discussions of Conflict of Interest shall be open to the Public unless a majority of Board members vote to conduct the conversation in Executive Session. Both the person asserting Conflict and the person accused of a Conflict, if confirmed by a majority of vote, shall have the right to take part in all discussions but neither shall have the right to vote on the matter."

USATT. USATT confers on the USTTA Foundation, after the fall of 2008, the right to designate a USTTA Foundation representative to participate in USATT Board meetings with voice, but no voting privilege.

Section 20.7. Financial Reporting.

All financial reporting to the Board or any external entity shall be done in accordance with Generally Accepted Accounting Principles (GAAP)

ARTICLE XXI MISCELLANEOUS PROVISIONS

Section 21.1. Severability and Headings.

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

Section 21.2. 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 do not cause substantial injury to the rights of the Directors, shall not invalidate the actions or proceedings of the Directors at any meeting.

ARTICLE XXII AMENDMENTS OF BYLAWS

Section 22.1. Amendments.

Upon at least thirty (30) days advance notice of the proposed changes, the Bylaws may be amended, repealed, altered in whole or in part, and the new Bylaws may be adopted by a two-third (2/3) affirmative vote of the Full Board at any meeting duly called. With the unanimous vote of the Full Board, the notice provision may be waived.

ARTICLE XXIII EFFECTIVE DATE AND TRANSITION

Section 23.1. Effective Date and Election/Selection of New Board.

These Bylaws shall be effective when adopted by the current Board.

Immediately upon formation, the Nominating and Governance Committee shall initiate the process to have a new Board elected/selected pursuant to these Bylaws. The current Board shall stay intact until December 16th, 2007. The new Board shall take seat on or after December 17th, 2007. The USATT's USOPC Athlete Advisory Council Representative shall remain as a Director through the remainder of his or her term without intermission.

In the event the new Board has not been seated by December 17th, the Nominating and Governance Committee along with USOPC AAC Representative shall serve as the interim Board with full authority to conduct all affairs of USATT as set forth in these Bylaws, except to have

the ability to amend these bylaws, until the new Board is seated. The Nominating and Governance Committee may not serve as the Board for more than a period of forty-five (45) days.

Updates include revisions from:

[____ _], 2021

Amendment to § 2.2, 4.1, 7.2, 7.5, 7.6, 7.7, 7.9, 7.10, 7.11, 7.13, 7.25, 9.3, 9.15, 9.16, 10.13, 10-B.1, 11.1, 11.2, 11.3, 11.6, 11.7, 11.11, 11.13, 11.14, 12.2, and 18.1.

November 10, 2020

Amendment to § 11.3.5

November 10, 2020

Revised all references to “USOC” to “USOPC”

July 22, 2020

Amendments to Sections: 5.4, 7.6, 10.1, 18.1, and 19.3

December 15, 2019

Amendment to § 9.12

October 8, 2019

Amendments to §§ 10.7 and 10.12

March 31, 2019

Amendments to §§ 10.6 and 10.7

Addition of § 11.10

February 11, 2019

Replacement of § 3.1

December 16, 2018

Replacement of Article X-B Replacement of § 9.16

Amendments to §§ 9.3 and 9.5

September 23, 2018

Addition of § 10-A.1(a) and Article X-B Amendments to §§ 4.1(k) and 10.6

June 12, 2017

Amendments to §§ 9.4 and 10.7

April 23, 2017

Addition of Article 10-A

August 22, 2015

Amendments to §§ 9.1 and 9.3

March, 2015
Amendment to § 7.6(b)(3) January, 2015

February, 2013
Self-actuating deletion of Section 11.2

April, 2010
Bylaws Revision Taskforce
Peter Scudner Linda Leaf Chair: Ashu Jain

October, 2007
Governance Reform Committee
Robert Blackwell Sheri Pittman George Braithwaite Jiing Wang
Chair: Ashu Jain