

[October 3, 2007]

BYLAWS
OF
UNITED STATES TABLE TENNIS ASSOCIATION, INC.
d/b/a
USA TABLE TENNIS

Revised by Governance Reform Committee
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Drafted by Ashu Jain

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 and from time to time change the location of its principal office. USATT may have such other offices, either within or outside Colorado, as the Board of Directors 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 Colorado. The registered office may be changed from time to time by the Board of Directors 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 principle office.

ARTICLE III

MISSION

Section 3.1. Mission.

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 competition 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 Committee as the National Governing Body for the sport of Table Tennis in the United States. In furtherance of that purpose, USATT shall comply with the requirements for recognition as a National Governing Body as set forth in the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. § 220501 et seq. and as mandated by the United States Olympic Committee as such requirements are promulgated or revised from time to time. 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 well being of the sport, to implement and administer a plan for the attainment of those goals, and to execute its obligations as the National Governing Body for the sport of Table Tennis;
- d. Provide for individual and organizational membership;
- e. Ensure that its Board of Directors, and any other governance body, has established criteria and election procedures for, and maintains among its voting members, individuals who are actively engaged in amateur athletic competition in Table Tennis or who have represented the United States in an Operation Gold competition in Table Tennis within the preceding ten (10) years, and ensures that the voting power held by those individuals is not less than twenty (20) percent of the voting power held in its Board of Directors or other governance body;
- f. Provide for reasonable direct representation on its Board of Directors for any amateur sports organization which, in the sport of Table Tennis, conducts on a level of proficiency appropriate for selection of amateur athletes to represent the United States in international amateur athletic competition, a national program, 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;

- g. Be governed by a Board of Directors whose members are selected without regard to race, color, religion, national origin, age, or gender;
- h. 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, or national origin;
- i. Not have an officer who is also an officer of another amateur sports organization that is recognized by the USOC as a National Governing Body;
- j. Provide procedures for the prompt and equitable resolution of grievances of its general members and employees;
- k. 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;
- l. agree to submit to binding arbitration in any controversy involving: (i) its recognition as a National Governing Body, 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 USOC or any aggrieved amateur athlete, coach, trainer, manager, administrator, or official, conducted in accordance with the Commercial Rules of the American Arbitration Association or as modified pursuant to the Ted Stevens Olympic and Amateur Sports Act;
- m. 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;
- n. Perform all other obligations and duties imposed by the Ted Stevens Olympic and Amateur Sports Act and by the USOC on a National Governing Body.

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 paying and life members are general members and are eligible for competition in USATT sanctioned events.
 2. Coach members. Coach members are those General Members who are certified as coaches by the USATT,
 3. Official members. Official members are those general members who are certified as umpires and/or referees by USATT.
 4. Supporting members. Supporting members are those individuals who register as supporting members and who are interested in the purpose, programs, aims and objectives of USATT. Supporting members may have limited rights to vote and compete in USATT Sanctioned events.

- b. Organization Membership Categories –
 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.

- c. An athlete must be a member in good standing of USATT to participate in any USATT sanctioned competition. This provision shall also apply equally to any table tennis coach, trainer, manager, administrator or other official.

Section 5.2. Voting Members.

Individuals belonging to the following membership categories shall be entitled to vote in an election for directors of the Board: General Members, Coach Members, and Official members. When applicable, organizations belonging to the following membership categories shall be entitled to vote in an election for directors of the Board: Club members and National Organization members. No other voting privileges are conferred upon these members.

An individual may belong to more than one (1) of the above-mentioned membership categories. However, an individual is only eligible to vote in one (1) membership category. Any individual who is a member of more than one (1) membership category shall designate the membership category in which he or she shall vote.

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 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 of Directors 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 proration 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 the Board of Directors. A member shall have the right to a hearing prior to termination. A member may only resign if the member has paid all dues then payable.

Section 5.5. 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 of Directors 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 Board may only change the geographic region division once every four (4) years after the initial division. 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, all corporate powers shall be exercised by or under the authority of, and the business and affairs of USATT shall be managed by, its Board of Directors.

Section 7.2. Function of the Board.

The USATT Board of Directors 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. The paramount duty of the Board shall be to select a well-qualified and ethical Chief Executive Officer and to oversee the Chief Executive Officer in the operation of USATT. In addition to, but not limited to, the Board:

- a. implements procedures to orient new Board members, educates all directors on the business and governance affairs of USATT, and evaluate Board performance.
- b. selects, compensates, and evaluates the Chief Executive Officer and plans for management succession;
- c. reviews and approves USATT's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
- d. sets policy and provides guidance and strategic direction to management on significant issues facing USATT;
- e. reviews and approves significant corporate actions and contracts;
- f. oversees the financial reporting process, communications with stakeholders, and USATT's legal and regulatory compliance program;
- g. oversees effective corporate governance;
- h. approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;

- i. reviews and approves financial statements, annual reports, significant contracts, audit and control policies, and, upon the recommendation of the Audit Committee, selects independent auditors;
- j. monitors to determine whether USATT's assets are being properly protected;
- k. monitors USATT's compliance with laws and regulations and the performance of its broader responsibilities; and
- l. ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis.
- m. No member of the USATT Board has the responsibility or authority to participate in the management or operation of USATT. The Chief Executive Officer is the only legal representative of USATT.
- n. Annually monitor USATT's operational and management performance. At the minimum, the following should be done on an annual basis:
 - a. Establish and review key performance indicators
 - b. Written CEO performance review
 - c. Strategic Plan review
 - d. Investment Management review
 - e. Fundraising review
 - f. Risk Assessment
 - g. Analyze Strengths, Weaknesses, Opportunities, and Threats.

Section 7.3. Diversity of Discussion.

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

Section 7.4. Qualifications.

Each director of the Board of Directors 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. Directors shall have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, and sport. At least one (1) of the independent directors, who shall also serve on the Audit Committee, shall have financial expertise.

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

For the initial Board, no Board member who served on the Board in 2001-2007 is eligible to run or to be either nominated or selected. The only exception is for USATT's USOC Athletes Advisory Council Representative who shall serve out the remainder of his or her term and therefore remain on the Board.

Section 7.5. Number.

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. Upon election to the Board, directors shall resign from any affiliations they may have, with any NGB constituent groups, though they may retain their membership in the NGB.

Section 7.6. Election/Selection.

The USATT Board of Directors shall be elected/selected s follows:

- a. The initial Board of Directors shall be elected/Selected per the provision outlined under "Staggered Board", Section 7.9;
- b. The Board of Directors thereafter shall serve a 4 year term;
- c. The Initial as well as all future Directors should be elected/selected as follows:
 1. Independent Directors: The Nominating and Governance Committee shall select, using whatever process the Nominating and Governance Committee determines to be appropriate, three (3) Board directors from among individuals considered to be independent, as that term is defined in Section 7.7.
 2. Athlete Directors. Two (2) Athlete directors on the Board shall be elected by athletes. Pursuant to Section 11.3 of these Bylaws, the USATT Athletes' Advisory Council shall elect from among its seven (7) members, by majority vote, a USATT Athletes' Advisory Council member, who shall be an athlete director to the Board. The other Athlete director shall be

USATT's representative to the USOC Athletes' Advisory Council, elected pursuant to Section 11.3. of these Bylaws. If for some reason USATT's representative to the USOC Athletes' Advisory Council is unable or unwilling to serve, then USATT's alternate representative to the USOC Athletes' Advisory Council, also elected pursuant to Section 11.3 of these Bylaws, shall serve as an athlete director to the Board.

3. Club Director: The Nominating and Governance Committee shall select, using whatever process the NGC determines appropriate, one (1) Board Director that represents the local clubs across the nation. Any individual eligible for this position must be (i) Board of Director of a club, or (ii) a Trustee of a club, or (iii) Officer of a club that is 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.
4. At Large Director: There shall be two (2) At-Large Directors that are elected by the USATT General Members, through a process conducted by the Nominating and Governance Committee. Any individual may be eligible for an At-Large Director, provided he/she is a General Member at least 60 days before the record date, and obtains and submits to the Nominating and Governance Committee, at least twenty-five (25) signatures of support from current USATT General Members.

The Nominating and Governance Committee shall evaluate all candidates for At Large Director and nominate at least two (2) individuals per seat to the USATT General Membership for election.

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 select Directors to the Nominating and Governance committee. The Nominating and Governance Committee 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.
- d. The Chair of the Board must be an Independent Director. The Board shall select the Chair.
 - e. With the exception of the first Board, the Nominating and Governance Committee shall publish all procedures, dates, and requirements for the selection and election of USATT Board of Directors at least 90 days prior to record or selection date. For the first Board, the Nominating and Governance Committee shall publish all

procedures, dates, and requirements for the selection and election at least 45 days prior to record or selection date. (Which ever comes later)

Section 7.7. Independence.

The Board, through its Nominating and Governance Committee, 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 Nominating and Governance Committee, it would interfere with the director's independent judgment. 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 Nominating Committee.

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

1. The director was employed by or held any governance position (whether a paid or volunteer position) with USATT, the ITTF, the international regional sport entity of Table Tennis, or any sport family entity of Table Tennis;
2. An immediate family member of the director was employed by or held any governance position (whether a paid or volunteer position) with USATT, the international federation of Table Tennis, any international; regional federation of Table Tennis, or any sport family entity of Table Tennis;
- 3 The director was affiliated with or employed by USATT's outside auditor or outside counsel;
- 4 An immediate family member of the director was affiliated with or employed by the USATT's outside auditor or outside counsel as a partner, principal or manager;
5. The director was a member of USATT’s Athletes’ Advisory Council or any constituent group with representation on the Board ;
6. The director receives any compensation from USATT, directly or indirectly; or
7. The director is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USATT.
8. The director was a member of USATT and was involved in an active role or identified with any constituent group.
9. The director is an immediate family member of an Elite Athlete or National Team Member.

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 Nominating and Governance Committee.

Section 7.8. Tenure.

The term of office for a director of the Board of Directors 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, disability or death. The initial board, as elected by December 17th, 2007, shall be elected as under the "Staggered Board" subsection (7.9).

Section 7.9. Staggered Board.

The Initial Board, as elected by December 17th, 2007, shall be selected under special circumstances. The initial terms of this Board shall be as follows:

1. Athlete Director:
 - a. One Athlete Director, who serves as the USOC Athlete Advisory Council, elected as of January 2005, shall complete the 4-year term through the end of 2008, until his/her successor has been selected
 - b. The second athlete representative on the Board, who shall be elected by the USATT Athlete Advisory Council per section 7.6, shall be selected to serve one initial three(3) year term, expiring December 31st, 2010 or until his or her successor has been selected.
2. Independent Directors:
 - a. Two (2) Independent Directors shall be selected to an initial five (5) year term, expiring December 31st, 2012, or until his/her successor has been selected (which ever comes later.)
 - b. One (1) Independent Director shall be selected to an initial three (3) year term, expiring December 31st, 2010, or until his/her successor has been selected (which ever comes later.)
3. At Large Directors:
 - a. One (1) At Large Director shall be selected to an initial five (5) year term, expiring December 31st, 2012, or until his/her successor has been selected (which ever comes later.)
 - b. One (1) At Large Director shall be selected to an initial three (3) year term, December 31st, 2010, or until his/her successor has been selected (which ever comes later.)
4. Clubs Director:
 - a. The Clubs Director shall be selected for an initial three (3) year term, expiring December 31st, 2010, or until his/her successor has been selected (which ever comes later.)
5. National Organization Director:
 - a. If there is a National Organization Director, he or she shall be selected for one initial five(5) year term, expiring December 31st, 2012 or until his or her successor is elected.

With above staggering, one (1) athlete director, one (1) independent director, one (1) at large director's, and the clubs director's term will expire December 31st, 2010, or until his/her successor has been selected (which ever comes later.) Alternatively, one (1) athlete directors' two (2) at large directors, and one (1) independent director's and the national organization director's term will expire December 31st, 2012, or until his/her successor has been selected (which ever comes later.)

Section 7.10. Term Limits.

With the exception of the initial 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 of Directors 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.

The term of the Chair of the Board shall be two (2) years. 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 7.11. Director Attendance.

Directors of the Board of Directors shall be expected to attend in person all regularly scheduled Board meetings, though for exigent circumstances a director may participate in a meeting by telephone. Directors shall be required to attend no less than one half (1/2) of all regularly scheduled Board meetings in person. If any Director fails to attend more than one half (1/2) of all regularly called 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.

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 Board directors outside of meetings. All Board director contact with members of the USATT's management team, other than the Chief Executive Officer, outside of Board meetings shall be directed to 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 Board directors) directly of appropriate matters.

Section 7.13. Resignation, Removal and Vacancies.

A director's position on the Board of Directors shall be declared vacant upon the director's resignation, removal, incapacity, disability or death. Any director shall 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 or to the Board of Directors. 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. Directors may be removed by the Board if they fail to attend in person more than one half (1/2) of the regular meetings of the Board during any calendar year, unless they are able to demonstrate to the other directors of the Board that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent directors shall be removed by the affirmative vote of two thirds (2/3) majority of the voting power of the Board (not including the voting power of the absent director). Directors shall also be removed for cause at any duly noticed meeting of the Board, and after being provided an opportunity for the directors to be heard by the Board, upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the director in question). Directors shall also be removed without cause at any duly noticed meeting of the Board, upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question). Any vacancy occurring in the Board shall be filled as set forth for the election 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 the USATT's Code of Ethics.

Similar 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 of Directors 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 of the Board 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 as to 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 of the Board of Directors at the time of any meeting shall constitute a quorum for the transaction of business, and the act of a majority of directors on the Board shall constitute the act of the Board.

Section 7.17 Consent

The Board shall act by the unanimous written consent of all directors.

Section 7.18. Voting by Proxy.

No director may vote or act by proxy at any meeting of directors.

Section 7.19. Presumption of Assent.

A director who is present at a meeting of the Board of Directors 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 7.20. Action Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if each and every member of the Board or committee in writing either: (i) votes for such action; (ii) votes against such action; or (iii) abstains from voting. Each director who delivers a writing described in this Section 7.20. to the corporation shall be deemed to have waived the right to demand that action not be taken without a meeting.

Section 7.21. Transacting Business by Mail, Electronic Mail, Telephone or Facsimile.

The Board of Directors 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 7.22. Agenda.

The Chair, in consultation with the Chief Executive Officer , shall determine the agenda for Board meetings. Board directors shall be permitted to request items for inclusion on the agenda for Board meetings.

Section 7.23. Questions of Order and Board Meeting Leadership.

Questions of order shall be decided by the Chair of the Board unless otherwise provided in advance by the Board of Directors. 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 7.24. Effectiveness of Actions.

Actions taken at a meeting of the Board of Directors 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 7.25. Open and Executive Meeting Sessions.

Ordinarily, all meetings of the Board of Directors shall be open to members, and where appropriate, non-members. However, in the event the Chair of the Board, with the consent of a majority of the directors of the Board 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 matter, then the Chair may specifically designate and call an executive session.

Section 7.26. Minutes of Meetings.

The minutes of all meetings of the Board of Directors shall be published on USATT's website. The minutes of the meeting must be published within thirty (30) days of completion of the meeting.

Section 7.27. Compensation.

Directors of the Board of 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. Directors are disqualified from receiving compensation for services rendered to or for the benefit of USATT in any other capacity.

ARTICLE VIII

OFFICERS

Section 8.1. Designation.

The only officers of USATT shall be the Chair of the Board and Secretary.

Section 8.2. Election/Selection.

The Chair of the Board must be an Independent Director. 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 of the previous Chair. Recognizing the significance of the Chair in international matters, the Chair shall 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 international federation of Table Tennis, the international regional federation of Table Tennis, and the USOC.

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, disability or death.

The term of the person who functions as the Secretary, or the Assistant Secretary, if any, is unlimited. The Secretary shall serve as Secretary until his or her employment by the USATT ends, when the Chief Executive Officer designates a different individual to serve as Secretary or until the Secretary's earlier resignation, removal by the Chief Executive Officer, incapacity, disability or death. The Assistant Secretary, if any, shall hold office until his or her employment by the USATT ends, when the Chief Executive Officer selects a different individual to serve as Secretary or until the Secretary's earlier resignation, removal by the Chief Executive Officer, incapacity, disability or death. In any circumstance in which the Chief Executive Officer has not designated an employee to serve as Secretary, the Board of Directors may select a Director of the Board or another individual employed by the 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 Directors 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. Chair of the Board. The Chair shall: (i) set all meeting and meeting agendas, and (ii) in the event of the resignation, removal, incapacity, or death of the Chair, the remaining directors of the Board shall elect a new Chair or shall wait until after the Nominating and Governance Committee selects a replacement Board director to fill-out the Board before selecting a new Chair.
- 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.

Section 8.5. Restrictions.

Officers of USATT shall perform their functions with due care. No individual may serve simultaneously as an officer of USATT and as an officer of an organization holding membership in USATT or as an officer of another amateur sports organization that is recognized by the USOC as a National Governing Body.

Section 8.6. Term Limits.

The term of the Chair of the Board shall be two (2) years. 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.

When a Chair is elected to fill a vacancy because of the Chair's resignation, removal, incapacity, disability or death, and the remaining term served is more than half of the full term, such term shall constitute a full term.

Section 8.7. Resignation, Removal and Vacancies.

An officer's position with USATT may be declared vacant upon the officer's resignation, removal, incapacity, disability or death. The Chair of the Board may resign at any time by giving written notice to the Board of Directors or the CEO of USATT. The Secretary or Assistant Secretary, if any, may resign at any time by giving written notice to the Chief Executive Officer. 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 total voting power of the 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 total voting power of the 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. Any individual selected to fill a vacancy in the office of Secretary, or Assistant Secretary, if any, shall be approved by the Board.

Section 8.8. 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). This requirement, however, is not intended to detract from the ability of the members or some parts thereof to nominate individuals to serve on the Board.

USATT shall have at least the following standing committees:

Audit Committee, Ethics Committee, Compensation Committee, and the Nominating and Governance Committee.

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

Section 9.2. Assignments.

Committee assignments, including the designation of standing committee Chairs, shall be made annually by the Board. 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 a report on committee matters to the Board at the next regularly scheduled Board meeting, or upon the CEO’s request.

Section 9.3. Number.

All committees and advisory task forces shall have at least twenty (20) percent Elite athlete representation defined consistently with the USOC’s requirements in this area. Membership on standing committees shall not exceed five (5) individuals. USATT committees shall be of the minimum number possible to permit both conduct of the sport and appropriate board governance. Membership on other committees and task forces shall not exceed five (5) individuals.

Section 9.4. Athlete Representation.

All committees and task forces shall have at least twenty (20) percent Elite athlete representation so as to comply with the Ted Stevens Olympic and Amateur Sports Act and the USOC Bylaws.

Section 9.5. Tenure.

The term for all standing and other committee members shall be two (2) years. A committee member shall remain on the committee until the committee member's successor is appointed, or until the committee member's earlier resignation, removal, incapacity, disability or death.

The term for 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 9.6. Term Limits.

No committee member shall serve for more than three (3) consecutive terms. 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.

Section 9.7. Committee Member Attendance.

Committee and task force members are expected to attend in person all regularly scheduled committee and task force meetings of which they are a member. 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 during any twelve (12)-month period.

Section 9.8. Resignation, Removal and Vacancies.

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

Committee or task force members may be removed by the Board of Directors if they fail to attend in person more than one half (1/2) of the regular committee or task force meetings during any twelve (12)-month period, unless they are able to demonstrate to the directors of the Board, or to the Chief Executive Officer, if appointed by the Chief Executive Officer, 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 voting power of the Board (not including the voting power of the absent committee member in question, if also a director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer. Committee members may also be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board

(excluding the voting power of the committee member in question, if also a director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer. Committee members may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question, if also a director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer.

Any vacancy occurring in a committee or task force shall be filled as set forth for the appointment of that committee or task force member. 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 9.9. Procedures.

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

Section 9.10. Open and Executive Meeting Sessions.

Ordinarily, all committee and task force meetings shall be open to 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 matter, then the chair may specifically designate and call an executive session.

Section 9.11. Minutes of Meetings.

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

Section 9.12. 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 of the Board may receive compensation for services rendered to or for the benefit of USATT in any other capacity, provided the Board gives explicit approval.

Section 9.13. Audit Committee.

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

- a. The Board of Directors shall appoint the members of the Audit Committee and its chair, all of whom shall be directors of the Board. An independent director of the Board with financial experience shall be on the Audit Committee.
- b. The Audit 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. annually perform an internal audit of staff operations and compliance with the Board adopted budget and policies;
 4. perform such other duties as assigned by the Board.

Section 9.14. Ethics Committee.

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

- a. The Board of Directors shall appoint the members of the Ethics Committee and its chair. Members of the Ethics Committee shall satisfy the standards of independence for “independent directors” as set forth in these Bylaws. No director of the Board shall be appointed to the Ethics Committee.
- b. The Ethics Committee shall –
 1. oversee implementation of, and compliance with, the Code of Ethics.
 2. report to the Board on all ethical issues;
 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. generally administer and oversee compliance with the Code of Ethics;
 5. review and investigate matters of ethical impropriety and make recommendations on such matters to the Board;
 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. generally administer and oversee all administrative grievances and right to compete matters filed with USATT.

8. identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels;
9. hear and render a decision, or appoint a panel to hear and render a decision, on grievances and disciplinary matters;
10. perform such other duties as assigned by the Board.

Section 9.16. Compensation Committee.

- a. The Compensation Committee shall consist of at least three and not more than five 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 Nominating and Governance Committee.
- c. The Compensation Committee shall include at least one member who is a member of the Board and was selected from among individuals nominated by the AAC.
- d. The responsibilities of the Compensation Committee shall be as follows –

1. to assist the Board in developing and evaluating potential candidates for the CEO position, and to oversee the development of executive succession plans;
2. to 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. to review and approve on an annual basis the evaluation process and compensation structure for the corporation's senior executive management. The Compensation Committee shall also provide oversight of management's decisions concerning the performance and compensation of other corporation executives, and the corporation's policies concerning benefits, retirement plans and contributions thereto, relocation benefits, and all other forms of benefits offered to the corporation's employees;
4. to review the corporation'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. to conduct periodic review of the reasonableness of the compensation of the corporation's executives using relevant market benchmarks and survey data;
6. to review regularly management succession planning;

7. to maintain regular contact with the executive leadership of the corporation; and
8. to prepare and publish an executive compensation report in the corporation's annual report and other documents.

Section 9.17. Nominating and Governance Committee.

The Nominating and Governance Committee shall be elected/selected as follows:

- a. The initial Nominating and Governance Committee shall be comprised of:
 1. Four (4) individuals selected by the USOC, one of whom shall be chair;
 2. One (1) athlete as selected by the current athletes on the BoDs.
- 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 USOC's standards; and
 4. two (2) individuals who shall be selected from the other appropriate USATT membership groups as defined by the USATT.
- b. The members of the Nominating and Governance Committee shall serve for terms of four (4) years or less. An individual shall not serve on the Nominating and Governance Committee for more than two (2) consecutive terms.
- c. No individual shall be eligible to be a member of the Nominating and Governance Committee if that individual is a current director. No individual who serves on the Nominating and Governance Committee may serve or be eligible to serve on 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.
- d. 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 forces;
 4. consult with the Ethics 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 and 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;
 7. perform such other duties as assigned by the Board
- e. In considering a candidate for nomination to the Board, the Nominating and Governance Committee takes into consideration:
1. the candidate's contribution to the effective functioning of the USATT;
 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 reputation for 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 9.19 Carry Over:

All Committees, as in existence and operation as of December 16th, 2007, shall remain intact, unspoiled, and operative until further reviewed and/or modified by the Board. The Board of Directors shall review and revise, and bring to conformity with the Bylaws, all existing committees by December 31st, 2008. The exception to above clause is the Audit Committee. The Board of Director must establish a new Audit Committee by January 31st, 2008.

ARTICLE X

ANNUAL USA Table Tennis ASSEMBLY

Section 10.1. 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 gather and provide input to the Board on important issues confronting the organization. At USATT's Assembly, the Board of Directors 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 10.2. Place.

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.

Section 10.3. 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 XI

ATHLETES' ADVISORY COUNCIL

Section 11.1. Designation.

The USATT shall have an Athletes' Advisory Council consisting of seven (7) individuals.

Section 11.2. Qualifications.

Those individuals: (i) who have represented the United States as athletes in the Olympic Games, the Pan American Games, World Championships or other major international competitions in the sport of Table Tennis within the ten (10) years since the completion of competition, or (ii) who have competed in and finished in the top half of USATT's National Team within the two (2) years since the completion of competition shall be eligible to run for election to the Athletes' Advisory Council. Additionally, in order to be eligible to run for election, an individual shall be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held.

Section 11.3. Election/Selection.

Five (5) individuals shall be elected to USATT's Athletes' Advisory Council as follows.

1. An individual who wishes to run for election to USATT's Athletes' Advisory Council and to be placed on the ballot shall obtain at least ten (10) signatures of support from individuals entitled to vote in the election. Those individuals: (a) who have represented the United States as athletes in the Olympic Games, World Championships or other major international competitions in the sports of table tennis within the ten (10) year period prior to December 31 of the year in which the election is held, or (b) who have competed in USATT's National Championships as athletes within the two (2) year period prior to December 31 of the year in which the election is held shall be eligible to vote in the election. Additionally, in order to be eligible to vote in an election, an individual must be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held. Further, an individual must 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 the election. The election shall take place after conclusion of the Olympic Games, but prior to January 1 of the year following the Olympic Games.
2. Based upon the following, Five (5) individuals shall be elected to USATT's Athletes' Advisory Council by the Athlete members of USATT:
 - a. Regardless of gender the highest two individual in the overall vote total;
 - b. After the two individuals described in Section 11.3(a) of these Bylaws, if the two individuals are of the same gender then the next highest individual of the opposite

gender in the overall vote total that have competed for the United States as a table tennis athlete. If the individuals described in Section 11.3(a) of the Bylaws are of opposite gender then the individual with the next highest vote regardless of gender shall be elected.

3. The sixth and seventh position on the Athletes' Advisory Council shall be filled by USATT's representative and alternate representative to the USOC Athletes' Advisory Council elected pursuant to Section 12.3 of these Bylaws.

Section 11.4. Tenure.

The term for the initial members of the Athlete Advisory Council shall be five (5) years expiring on December 31, 2012 or until successors are elected.

Subsequently, the term for members of the Athletes' Advisory Council shall be for four (4) years. A member shall remain on the Athletes' Advisory Council until the member's successor is elected and qualified, or until the member's earlier resignation, removal, incapacity, disability or death.

Section 11.5. Term Limits.

No Athletes Advisory Council member shall serve for more than two (2) consecutive terms.

Section 11.6. Chair.

The Athletes' Advisory Council shall elect from among its members, by majority vote, a chair. The term of office of the chair shall be four years. 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, disability or death.

Section 11.8. Procedures.

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

Section 11.9. Open and Executive Meeting Sessions.

Ordinarily, all Athlete Advisory Council meetings shall be open to members, and where appropriate, non-members. However, in the event the Athletes Advisory Council chair, with the consent of a majority of the Athletes Advisory Council 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 matter, then the chair may specifically designate and call an executive session.

Section 11.10. Compensation.

Athlete Advisory Council members shall not receive compensation for their services as Athlete Advisory Council members. USATT shall pay for the reasonable expenses of all members of the Athletes Advisory Council to attend Athletes Advisory Council meetings. In addition, USATT shall pay for the reasonable expenses of the two athlete Board directors to attend USATT Board meetings.

ARTICLE XII

USOC ATHLETES' ADVISORY COUNCIL

Section 12.1. Designation.

USATT shall have a representative and an alternate representative to the USOC Athletes' Advisory Council.

Section 12.2. Qualifications.

Only Active Elite athletes are eligible for the USOC AAC. Additionally, in order to be eligible to run for election, an individual shall be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held.

Section 12.3. Election/Selection.

The Primary Athlete Director, as selected by Athletes, shall be the Primary Athlete representative to USOC AAC and the Alternate representative to the USOC AAC must be of opposite gender than of the Primary Athlete; the athletes with highest cumulative votes of their gender, respectively, will be the representatives to the USOC AAC. The athletes will be elected as under Section 7.6 Athlete Directors.

Section 12.4. Tenure.

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

Section 12.5. Term Limits.

No representative to the USOC Athletes' Advisory Council shall serve for more than two (2) consecutive terms. There is no term limit restriction for the position of alternate representative.

ARTICLE XIII

USOC NATIONAL GOVERNING BODIES' COUNCIL

Section 13.1. Designation.

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

Section 13.2. Election/Selection.

The Chief Executive Officer shall be USATT's representative to the USOC National Governing Bodies' Council. The Chair of the Board of Directors shall be USATT's alternate representative to the USOC 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 voting director on 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. The Chief Executive Officer shall, either directly or by delegation, manage all staff functions; determine the size and compensation of, hire and terminate the professional staff in accordance with USATT compensation policies and guidelines (established by the Board); develop a strategy for achieving USATT's mission, goals and objectives and present the strategy for approval by the Board; be responsible for resource generation and allocation; coordinate international activities; act as USATT's spokesperson (with the Chair); prepare and submit quadrennial and annual budgets to the Board; and perform all functions as usually pertain to the office of Chief Executive Officer.

Section 14.2. Tenure.

The Chief Executive Officer shall be employed by the Board of Directors 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 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.

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 of Directors 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. either directly or by delegation manage all staff functions;
- f. be responsible for resource generation and accountable for allocation of resources;
- g. coordinate USATT's international activities;
- h. with the Chair of the Board, act as the USATT's spokesperson;
- i. perform all functions as usually pertain to the office of Chief Executive Officer;
- j. Review and gain approval from the board for all significant contracts.

ARTICLE XV
COMPLAINT PROCEDURES

Section 15.1. 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 the USATT, including but not limited to any alleged violation of or grievance concerning: (i) any USATT rule or regulation, (ii) any provision of USATT's Bylaws, or (iii) any provision of the Ted Stevens Olympic and Amateur Sports Act relating to USATT's recognition as a National Governing Body;
- 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 individuals 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.

Section 15.2. Manner of Filing.

The complainant shall file the complaint with the Ethics 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, and (ii) the remedy requested. The complainant shall sign the complaint.

Section 15.3. 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 fees. A complaint filed by an organization shall be accompanied with a \$500.00 filing fee, except that the 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 Committee shall determine whether or not to reduce or waive the filing fee. If the complaint upheld by the Ethics Committee and through any subsequent appeals, the filing fees shall be refunded in full.

Section 15.4. Statute of Limitations.

A complaint filed under these Bylaws shall be filed within one hundred and eighty (180) days of the occurrence of the alleged violation, grievance, denial or threat to deny.

Section 15.5. 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 for, or the subject of, Administrative Grievances or Right to Compete Complaints 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 15.6 Administration.

The Ethics Committee (or other appropriate committee) shall generally administer and oversee all administrative grievances and right to compete matters filed with USATT. The Ethics Committee shall be responsible to ensure that all complaints are heard in a timely, fair and impartial manner. The Ethics Committee may promulgate procedures in addition to those set forth in these Bylaws for the effective administration of complaints filed with USATT.

Section 15.7 Hearing Panel.

Upon the filing of a complaint, the chair of the Ethics Committee [or other appropriate committee], after consultation with the other Committee members, shall appoint a hearing panel consisting of three (3) individuals to hear the complaint. The Ethics Committee shall also appoint a chair of the hearing panel. Ethics Committee members may be appointed to and serve on the hearing panel. Other disinterested individuals identified by the Ethics Committee [or other appropriate committee] may also be appointed to and serve on the hearing panel. At least one (1) member of the hearing panel shall be an athlete. Members of the panel need not be members of USATT or involved in the sport of Table Tennis.

Section 15.8. Conduct of the Proceeding.

The Hearing Panel shall rule on all motions and other matters raised in the proceeding. If the complaint is not dismissed, the hearing 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, except that testimony shall be taken under oath.

The hearing may be conducted by teleconference, 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.

Any party may have a record made of the hearing. A court reporter may be present at the hearing at the request of a party. The court reporter shall be paid for by the party requesting the court reporter, or if mutually agreed, the cost may be equally divided. Any transcript shall be paid for by the party requesting the transcript.

Section 15.9. 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 Committee [or other appropriate 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 15.10. Complaints Involving Selection to Participate in a Competition.

Where a complaint is filed involving selection of an individual to participate in a competition, the complainant shall include with the complaint a list of all other individuals, together with their contact information, that may be adversely affected by a decision rendered on the complaint. The hearing panel shall determine which additional individuals must receive notice of the complaint. The complainant shall then be responsible for providing appropriate notice to these individuals. Any individual so notified then shall have the option to participate in the proceeding as a party. If an individual is notified of the complaint, then that individual shall be bound by the decision of the hearing panel even though the individual chose not to participate as a party.

Section 15.11. 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 15.12. Arbitration.

Any party may appeal a decision of the hearing panel to the American Arbitration Association.

ARTICLE XVI
SANCTIONING EVENTS

Section 16.1. Prompt Review of Request.

USATT shall promptly review every request submitted by an amateur 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) does not determine by clear and convincing evidence that holding or sponsoring an international or national amateur athletic competition would be detrimental to the best interest of United States Table Tennis, and (ii) confirms that the amateur 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.

An amateur sports organization or person requesting a sanction to hold an international or national amateur athletic competition in the United States shall comply with the following requirements:

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

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 comply with the following requirements:

- a. submits, in the form required by USATT, an application to hold such competition;
- b. pays to USATT the required sanctioning fee, provided that such fee shall be reasonable and nondiscriminatory;
- c. submits 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. submits 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 of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all waivers of notices of meetings of the Board of Directors.

Section 17.2. Accounting Records.

The 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 (i) its Bylaws, (ii) USATT's rules, and regulations ; (iii) its most recent annual financial statement; and (iv) 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. these Bylaws shall govern the conduct of USATT, USATT's Board and Committees and the USATT's members ;
- c. rules and regulations that govern the technical conduct of Table Tennis's events in the United States as USATT Board and Chief Executive Officer determine is appropriate in their sole discretion Table Tennis;

- d. the minutes of all meetings of the Board of Directors, and records of all action taken by the Board without a meeting, for the past three (3) years;
- e. all written communications within the past three (3) years to the members generally as 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 for periods ending during the last three (3) years;
- 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 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 of Directors, 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 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, and Directors of the Board, committee members, and volunteers. The Code shall be approved by the USOC. Each NGB employee and volunteer shall annually certify compliance with the Code.

ARTICLE XIX
FIDUCIARY MATTERS

Section 19.1. Indemnification.

USATT shall defend, indemnify and hold harmless each director of the Board and each officer from and against all claims, charges and expenses which he or she incurs as a result of any action or lawsuit brought against such director or officer arising out of the latter's performance of his or her duties with 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 of the Board 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.

If any director of the Board, officer, committee or task force member has a financial interest in any contract or transaction involving USATT, or has an interest adverse to USATT's business affairs, and that individual is in a position to influence a determination with regard to the contract, transaction or business affair, such individual shall: (i) disclose the conflict of interest, (ii) not participate in the evaluation of the contract, transaction or business affair and (iii) not vote on the contract, transaction or business affair.

- a. Determination of Conflict. 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 be accused of a Conflict shall have the right to take part in all discussions but neither shall have the right to vote on the matter.

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. There shall be a deadline selected by the Board by which the budget must be approved.

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 auditors report to the Board of Directors upon completion.

Section 20.4. Individual Liability.

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

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 USATT Foundation.

The USATT Foundation is a 501(c)(3) entity, separate from USATT, that exists for the purpose of managing current USATT Foundation assets and soliciting contributions to the USATT Foundation, and contributes a designated portion of its annual revenue solely to USATT. USATT confers on the USATT Foundation, after the fall of 2008, the right to designate a USATT 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 Principals (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 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 of the Board do not cause substantial injury to the rights of the directors, shall not invalidate the actions or proceedings of the directors at any meeting.

ARTICLE XXII

AMENDMENTS OF BYLAWS

Section 22.1. Amendments

These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a two thirds ($2/3$) majority of directors of the Board at any meeting duly called and at which a quorum is present.

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 of Directors. 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 USOC Athlete Advisory Council Representative shall remain as a Board 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 USOC 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.

Final vote by grc to accept the bylaws: taken at phone call on 10/7/: 8:45pm: in favor: ashu, Robert, sheri. Abstain: dr. wang.