NATIONAL COLLEGIATE TABLE TENNIS ASSOCIATION

BYLAWS

ARTICLE I

OFFICES

Section 1. Principal Office.
The principal office of the Association ("NCTTA") shall be fixed, and may from time to time be changed, by resolution of the Board.

ARTICLE II

PURPOSES

Section 1. General Purpose.
NCTTA is organized for educational and charitable purposes, including the fostering of national and international amateur sports competition, within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 2. Mission Statement.
The mission of the National Collegiate Table Tennis Association (NCTTA), the leading independent governing body for the sport in higher education, is to grow and elevate collegiate table tennis through organized competition, athlete development, scholarships, and community engagement.

Section 3. Operational Objectives.
To further its mission, the Association may:

- Organize, promote, and administer table tennis leagues, tournaments, and other events.
- Develop and support educational, leadership, and athletic opportunities for collegiate table tennis players, coaches, and administrators.
- Establish and distribute scholarships.
- Engage in other activities consistent with its tax-exempt status.

ARTICLE III

NCTTA STAFF

Section 1. Definitions.

- Executive Board (“Board”): The President, Vice President Internal, Chief Financial Officer, Human Resources Director, Vice President External, Athlete Representative, and League Director Representative. These individuals are the corporate "Directors" who hold legal fiduciary duties and voting power over the 501(c)(3).
- Operational Officers (“Officers”): Regional Directors and Division Directors. They are critical leaders who run the leagues but do not vote on corporate finances, bylaw changes, or general board resolutions.
- Advisory Council: This is a board-appointed group of people that can assist the organization with governance, sponsorship and other matters. Members are elected by the Board to serve indefinite terms and be removed at any time, with or without cause, by a majority vote.

NCTTA shall be managed by its Executive Board. The Executive Board is responsible for the overall policy and direction of the organization and may delegate responsibility for day-to-day operations to Operational Officers and/or committees.

The Executive Board shall be responsible for the purposes of the NCTTA and the duties of their office and specifically to:

a) Carry out the governance of the NCTTA
b) Take action on proposals submitted to the Executive Board
c) Prepare and/or approve a written annual report
d) Develop and/or confirm major goals, direction, and plan of action for the NCTTA in the coming year
e) Approve revisions to the NCTTA bylaws and distribute said changes to all members
f) Review the effectiveness of NCTTA personnel
g) Serve as the Jury of Appeals when needed

Section 2. Number, Term of Office and Composition of the Board.

a) In addition to the members of the Executive Board noted in Article III, Section 1, the Board may include a non-voting, ex officio member, the National Organization Representative.
b) Each Board member, with the exception of the National Organization Representative, shall have one vote.

c) All Board members, with the exception of the National Organization Representative, shall serve four-year terms and are eligible for re-election. Each Board member shall hold office until the expiration of the term for which he or she was elected and until his or her successor has been elected and qualified or until his or her death, resignation, or removal, whichever comes earlier. To maintain continuity, Board elections shall be staggered in four-year cycles. Group A Board members (President, VP Internal, HR Director, League Director Representative) shall be elected in even-numbered years divisible by four. Group B Board members (CFO, VP External, Athlete Rep) shall be elected in alternate even-numbered years following the election years of Group A. No individual can hold more than 1 position on the Board simultaneously, except for the National Organization Representative.
d) Board members and Officers shall receive no compensation for their services. They may be reimbursed for the expenses reasonably incurred in the performance of their duties.

Section 3. Qualification of Board Members.

Members of the Board must meet the following qualifications:

a) At least eighteen years of age.
b) Have NCTTA management experience, demonstrated by at least one of the following:
    i. Previously served on the NCTTA Board
    ii. Served as an NCTTA Division or Regional Director
    iii. Served on an NCTTA Committee as either a chair or committee member
    iv. Previous management or board experience as recognized by the NCTTA Nomination and Election Committee.
    v. All candidates must be approved by the Nomination and Election Committee prior to running for an NCTTA Board position
c) Have the highest personal and professional integrity; demonstrate exceptional ability and judgment; and be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of NCTTA.

The National Organization Representative must have the following qualifications:

a) Previous non-profit board experience
b) Previous leadership experience in NCTTA (e.g. Division or Regional Director, Committee chair or Board member)

The NCTTA shall not discriminate on the basis of age, color, disability, gender, national origin, race, religion, creed or sexual orientation. It is the policy of the NCTTA to refrain from discrimination in its governance policies, programs and activities based on the above.

Section 4. Selection of Board Members.

Selection of members for the Board, (except for National Organization Representative), will occur via elections governed by the following procedures:

To select the President, VP External, VP Internal, and Chief Financial Officer:

a) Voting shall be conducted electronically via email and sent to the Nomination and Election Committee for counting.
b) Those interested in a position on the Board must submit an election statement before the election.
c) Elections shall be completed by June 30 of that year, with newly elected officers in place by July 1st.
d) Each voting member of the Board shall have one vote per vacancy. Should a candidate be unopposed, that candidate shall be automatically elected.
e) A candidate is elected if he/she wins a two-thirds majority of the votes cast.
f) If there is a tie between candidates where a tie-breaking vote would result in a two-thirds majority, the President shall break the tie. If the President's position is the vacancy being filled, the VP Internal shall break the tie.
g) If more than two candidates are running for a position and none wins a majority of votes cast, then the person with the fewest votes is dropped from the ballot and the votes are recast.

To select the Athlete Representative:

a) Voting shall be conducted electronically via email and sent to the Nomination and Election Committee for counting.
b) Those interested in a position on the Board must submit an election statement before the election.
c) Elections shall be completed by June 30 of that year, with newly elected officers in place by July 1st.
d) Each NCTTA full or transitional member school is allowed one vote. Each member school's table tennis club president or table tennis program director has the authority to vote on behalf of the school.
e) Should a candidate be unopposed, that candidate shall be automatically elected.
f) A candidate is elected if he/she wins a majority of the votes cast.
g) If there is a tie between candidates where a tie-breaking vote would result in a majority, the President shall break the tie.
h) If more than two candidates are running for a position and none wins a majority of votes cast, then the person with the fewest votes is dropped from the ballot and the votes are recast.

To select the League Director Representative:

a) Voting shall be conducted electronically via email and sent to the Nomination and Election Committee for counting.
b) Those interested in a position on the Board must submit an election statement before the election.
c) Elections shall be completed by June 30 of that year, with newly elected officers in place by July 1st.
d) Each active Division and Region shall receive exactly one vote. If a Division or Region has more than one Director, they shall jointly cast a single vote to represent their Division or Region. In the event of a tie or disagreement between co-directors of a single Division or Region, that Division or Region's vote shall be marked as an “abstain”. If a single person simultaneously occupies more than one Division or Regional Director seat, that person may only cast one vote.

Prospective National Organization Representatives will submit a statement of intent to the Nominations and Elections Committee to be considered. Candidates will meet with the Board for an interview prior to the final vote to approve. The National Organization Representative may be approved by a simple majority vote of the Board of Directors. If there is a tie, then the Advisory Council will break the tie.

Section 5. Conduct of Business

a) Communication
    i. NCTTA business may be conducted in person, by telephone, teleconference, or electronically by email or other communication platforms.
b) Board Actions
    i. The Board may take action by majority vote either at a Board meeting, or electronically by email or other messaging application approved by the Board.
c) Rules of Order
    i. Meetings will be held according to Robert’s Rules of Order.
d) Meetings
    i. The Board will meet at least once a month online or via teleconference or as frequently as the Board determines necessary. Board members are required to participate in these meetings. Minutes of any meeting of the Board must be approved by a majority vote of the Board prior to the start of the next time the Board meets.
    ii. Special meetings of the Board shall be called upon the request of the President or one-third of the Board. Notices of special meetings shall be sent to each Board member via email at least 24 hours in advance, or as soon as practicable, and shall state the purposes, time, and place of the meeting. If notice is given verbally, in person or

by telephone, it shall be given not less than one day before the meeting.

iii. The President shall chair each meeting of the Board of Directors. If the President is absent, the Board of Directors shall choose another member of the Board to serve as the chair. The chair shall appoint one of the Board members present at the meeting to record the minutes.

iv. A quorum will exist by a majority of the Board members being present in order for motions to be made or passed, or votes to be taken. Failure to attain quorum shall not prevent meetings or discussions among the Board from occurring.

Section 6. Duties of Board Members

a) The President shall act as the chief executive officer of NCTTA and shall supervise generally the management of the affairs of NCTTA subject only to the supervision of the Board. The President shall also perform such other duties as may be assigned from time to time by the Board.

b) The Chief Financial Officer shall keep and maintain the books of account and shall have charge and custody of, and be responsible for, all funds and securities of NCTTA, and deposit all such funds in the name of and to the credit of NCTTA in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

c) The Vice President Internal shall be responsible for maintaining, updating and publishing the NCTTA internal governance policies and procedures (e.g. bylaws, policies, rules etc.), and supporting the President and Alumni Committee in managing the affairs of the Board and alumni relations, respectively.

d) The Vice President External shall support the President in managing external affairs and representing NCTTA externally, including but not limited to partnerships with other organizations, sponsorships, and vendors, and partner with the Marketing Committee on external-facing documents and/or strategic campaigns, including but not limited to social media.

e) The Director of Human Resources shall be responsible for recordkeeping and onboarding for NCTTA Staff and volunteers, overseeing Staff relations, implementing staffing best practices, and managing investigations and resolutions for escalated player, Staff, or volunteer misconduct.

f) The League Director Representative represents all NCTTA Division Directors and Regional Directors at any and all Executive board meetings, and shall be responsible for training Officers in order to administer league play as per NCTTA deadlines and rules. The League Director Representative is expected to provide prompt assistance, advice, and solutions to Officers as needed.

g) The Athlete Representative shall represent the interests, welfare, and voice of college table tennis athletes in Board deliberations and facilitate athlete-focused initiatives..

Section 7. Resignations, Terminations, Absences and Vacancies of Board Members

a) Resignation from the Board must be in writing and received by the HR Director and/or President. Such resignation shall take effect at the time specified therein or, if no time is specified, then on delivery.
b) Any Board member may be removed by unanimous vote of all the other Board members.
    - A Board member being considered for removal from the Board shall receive written notice of the Board's intent to remove him/her ("Notice") and have 7 days to provide a verbal or written statement providing relevant information prior to the Board vote. The Board vote shall take place on or after the 8th day (but no later than the 10th day) following the Board's Notice.
    - Board members may be removed for reasons including but not limited to: failure to fulfill their board responsibilities, including voting on motions; misconduct; absenteeism; failure to respond to communication; etc.
c) In the event of a Board vacancy, the President will nominate a replacement, subject to the approval of 2/3 of the remainder of the Board. If the Presidency is vacant, the Vice President Internal will nominate a replacement, subject to the approval of 2/3 of the Board.
    - National Organization Representative: if the National Organization Representative seat becomes vacant, the Board will convene a special meeting to appoint a replacement. The selected individual will then be nominated to USA Table Tennis.

Section 8. Number, Term of Office and Composition of Officers.

The number of Regions and Divisions in league play and the number of Officers per Region and/or Division shall be determined at the discretion of the Board. Interested candidates for Regional and/or Division Directors shall submit a written statement of intent to the Board. Candidates receiving a majority vote of approval by the Board shall be instated for an indefinite term. Officers may resign at any time with written notice to the Board. If Officer seats are vacant, they may be filled on an interim basis at the League Director Representative's discretion. Officers may attend Board meetings, but are not eligible to vote.

Section 9. Duties of Officers.

a) Scheduling all meets among the schools in their divisions/regions. They must also make every effort to accommodate scrimmages for the junior varsity teams and any interested prospective schools.

b) Preside over each divisional/regional meet and resolve any conflict in accordance with NCTTA regulations and rules.
c) Partner with the Marketing team to create engaging content highlighting notable players/events in their divisions/regions.
d) Act as their division/region's representatives to the League Director Representative.
e) Report rules violations, including but not limited to eligibility violations, competition violations, and misconduct, to the League Director Representative immediately.
f) Assist in recruiting new schools to their division/region.

ARTICLE IV

COMMITTEES

Section 1. Formation and Scope.

The Board shall have the authority to create committees, each of which shall have such authority as the Board shall by resolution provide, except that no committee shall have authority as to the following matters:

a) The filling of vacancies in the Board or in any committee.
b) The determination of compensation or reimbursement of expenses of the directors for serving on the Board or on any committee.
c) The amendment or repeal of the bylaws, or the adoption of new bylaws.
d) The amendment or repeal of any resolution of the Board.
e) The election or removal of Officers and Board members.
f) The approval of a merger or plan of dissolution.
g) The adoption of a resolution recommending to the members action on the sale, lease, exchange or other disposition of all or substantially all the assets of NCTTA or, if there are no members entitled to vote, the authorization of such transaction.
h) Board may choose to add a Board member liaison to NCTTA Committees

Committee chairs may attend NCTTA Board meetings, but do not get a vote. Committee chair positions can be filled by Board members or non-Board members. Each chair will direct a particular committee within NCTTA and report on committee activities to the Board of Directors. The Board shall also have the authority to dissolve committees with written notice to the committee members.

Section 2. Meetings.

Meetings of committees, of which no notice shall be necessary, shall be held at such time and place as shall be fixed by the committee chair or by vote of a majority of all of the members of the committee.

Section 3. Quorum and Manner of Acting.

Unless otherwise provided by resolution of the Board of Directors, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the committee. The procedures and manner of acting of the committees of the Board shall be subject at all times to the directions of the Board of Directors.

Section 4. Tenure of Members of Committees.

Interested candidates for committee seats, including committee chair, shall submit a written statement of intent to the Board. Candidates receiving a majority vote of approval by the Board shall be instated as committee members. The term for each committee member shall conclude on July 31st of every even-numbered year. A committee member may resign at any time by giving written notice to the Board. Committee members may be removed with or without cause upon the affirmative vote of at least two-thirds of the Board.

Section 5. Alternate Members.

The Board of Directors may designate one or more Staff as alternate members of any committee (except the NCTTA Development Fund Committee), who may replace any absent member or members at any meeting of such committee.

Section 6. NCTTA Development Fund Committee.

Purpose: The NCTTA Development Fund Committee shall be responsible for recommending program expenditure allocations from the NCTTA Development Fund ("Development Fund"). The Development Fund shall include all funds raised as part of the 2021 Development fundraising campaign, as well as any future fundraising campaigns designated for the Development Fund. The Development Fund shall be a separately tracked and managed fund from the operational revenues of NCTTA, and expenditure of funds from the Development Fund must be approved pursuant to the procedures set forth in these Bylaws.

Composition: The NCTTA Development Fund Committee shall be composed of at least three (3) individuals, and shall generally include an odd number of committee members. The committee will be chaired by an individual appointed by majority vote of the Board. The initial committee members shall be appointed by a vote of 2/3 of the entire NCTTA Board. Thereafter, future committee members shall first be recommended by the incumbent committee members, and such recommendations are subject to ratification by the NCTTA Board via majority vote. If the incumbent committee members make no recommendations for replacements and/or the Board does not approve their recommendations, the Board shall reserve the right to appoint new members, subject to majority vote by the Board. NCTTA Development Fund Committee members shall include

individuals who are NCTTA alumni, have strong knowledge in the sport of table tennis or financial management, or have other qualities beneficial to the purposes of the NCTTA Development Fund Committee.

Governance: Any funding allocation recommendations shall be made by a majority vote of the committee, subject to ratification by the NCTTA Board. In an effort to promote transparency, all funding decisions shall be made public by NCTTA. The NCTTA Board shall submit funding allocation requests to the NCTTA Development Fund Committee from time to time. In addition, the NCTTA Development Fund Committee members may also independently make recommendations on funding allocations, at their discretion.

ARTICLE V

CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS

Section 1. Execution of Contracts.

The Board of Directors, except as in these bylaws otherwise provided, may authorize any officer or officers, agent or agents, in the name of and on behalf of NCTTA to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board of Directors, or expressly authorized by these bylaws, no officers, agent or employee shall have any power or authority to bind NCTTA by any contract or engagement or to pledge its credit or to render it liable financially in any amount for any purpose.

Section 2. Loans.

No loans shall be contracted on behalf of the NCTTA unless specifically authorized by the Board of Directors.

Section 3. Checks, Drafts, etc.

All checks, drafts and other orders for the payment of money out of the funds of NCTTA, and all notes or other evidences of indebtedness of NCTTA, shall be signed on behalf of NCTTA in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits.

All funds of NCTTA not otherwise employed shall be deposited from time to time to the credit of NCTTA in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VI

CONFLICT OF INTEREST POLICY

The Board shall adopt a conflict of interest policy, which shall define related party transactions and the circumstances that constitute a conflict of interest, as well as appropriate procedures for disclosure. The Board shall evaluate conflicts of interest in accordance with the conflict of interest policy.

ARTICLE VII

GRIEVANCES AND CONFLICT RESOLUTION

Section 1. Procedural Violations.

Violations of a procedural nature (e.g. violations of competition or league rules) shall be resolved by Officers, in consultation with the League Director Representative, in accordance with the applicable Rules and Regulations for the season in which the violation(s) occurred. Such violations at the Championship tournament shall be resolved by the Technical Delegate in accordance with the applicable Rules and Regulations of that Championship tournament. Unresolved disputes may be escalated to the Grievance Committee.The Board shall establish processes for adjudicating such matters at its discretion and reserves the right to make a final, binding ruling via simple majority vote.

Section 2. Misconduct.

Any violation involving misconduct must be escalated to the Board immediately, or as soon as practicable. The Board shall establish processes for investigating and adjudicating such matters at its discretion and reserves the right to make a final, binding ruling via simple majority vote. If the misconduct is committed by a member (or members) of the Board, it shall be escalated directly to the HR Director, who shall investigate and resolve at their discretion. If the HR Director is the person accused of misconduct, the matter shall be escalated and adjudicated by the President.

ARTICLE VIII

GENERAL

Section 1. Books and Records.

There shall be kept at the office of NCTTA (1) correct and complete books and records of account, (2) minutes of the proceedings of the Board of Directors, (3) a current list of the Staff of the Association and their residence addresses, (4) a copy of these bylaws, (5) a copy of NCTTA’s application for recognition of

exemption with the Internal Revenue Service, and (6) copies of the past three years' information returns to the Internal Revenue Service.

Section 2. Loans.

No loans shall be made by NCTTA to its Board members or Officers, or to any other firm, association, or other entity in which one or more of its directors or officers are Staff or hold a substantial financial interest except as allowed by law.

Section 3. Fiscal Year.

The fiscal year of NCTTA shall run from July 1st to June 30th.

Section 4. Dissolution.

Upon the dissolution of NCTTA, the Board of Directors or governing staff shall, after paying or making provision for the payment of all of the liabilities of NCTTA, dispose of all the assets of NCTTA in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization(s) under section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors of governing staff shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation or organization is then located, exclusively for such purposes as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

AMENDMENTS

Section 1. Amendments.

Amendments to these Bylaws may be made by a 2/3rds vote of the total Board of Directors at any meeting of the Board of Directors, provided that notice of the intent to amend, which notice shall include a summary of the amendments proposed, has been given to the members of the Board of Directors in the notice of the meeting.

ARTICLE X

INDEMNIFICATION

Section 1. Mandatory Indemnification.

Unless clearly prohibited by law or Section 3 of this Article, NCTTA shall indemnify any person ("Indemnified Person") made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of NCTTA, by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this Section, (a) is or was a director or officer of NCTTA, or (b) in addition is serving or served, in any capacity, at the request of NCTTA, as a director or officer of any other organization, corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided NCTTA shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

Section 2. Discretionary Indemnification.

Unless clearly prohibited by law or Section 3 of this Article , the Board of Directors may approve indemnification as set forth in Section 1 of this Article or advancement of expenses as set forth in Section 3 of this Article , to a person (or the testator or intestate of a person) who is or was employed by NCTTA or who is or was a volunteer for NCTTA, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken at the request of NCTTA for any other organization, corporation, partnership, joint venture, trust employee benefit plan or other enterprise.

Section 3. Prohibited Indemnification.

NCTTA may not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Board of Directors in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled. In determining whether and to what extent indemnification is proper, no director with a personal interest in the outcome, is related by blood or marriage to the person seeking indemnification or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in such

determination. If a quorum of disinterested directors is not obtainable, the Board of Directors shall act only after receiving the opinion in writing of independent legal counsel about whether indemnification is proper in the specific circumstances under the then-applicable law and these Bylaws.

Section 4. Advancement of Expenses.

Unless previously determined that indemnification is improper**,** NCTTA shall, on request of any Indemnified Person who is or may be entitled to be indemnified by NCTTA, pay or promptly reimburse the Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay NCTTA, with interest, for any amount advanced in connection with a claim for which it is ultimately determined that he or she is not entitled to indemnification.

Section 5. Insurance.

NCTTA may, but is not required to, purchase Directors' and Officers' liability insurance if authorized by the Board of Directors. To the extent permitted by law, such insurance may insure NCTTA for any obligation it incurs as a result of this Article or operation of law and it may insure directly the directors, officers, employees or volunteers of NCTTA for liabilities against which they are not entitled to indemnification under this Article as well as for liabilities against which they are entitled to be indemnified by NCTTA.

Section 6. Nonexclusive Rights.

The provisions of this Article shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board of Directors is authorized to enter into agreements on behalf of NCTTA with any director, officer, employee or volunteer providing them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article, subject in all cases to the limitations of Section 3 of this Article.