

**AMENDED BYLAWS
OF
WILLAMETTE TABLE TENNIS CLUB, INC.**

SECTION 1. RESTATEMENT

The Willamette Table Tennis Club, Inc., (hereafter the "Club") was originally created and Articles of Incorporation filed with the Oregon State Corporation Division on June 23, 2006. The Corporation has learned that it can qualify as a tax exempt corporation under Internal Revenue Code Section 501(c). The Corporation hereby wishes to restate its Bylaws to be consistent with Federal and Oregon state law.

SECTION 2. PURPOSE

This Club shall be organized and operated exclusively to:

- (a) To promote, support, and develop amateur table tennis athletes for national and international sports competitions.
- (b) To develop, promote, and teach table tennis to youths.
- (c) To promulgate official rules and standards of play.
- (d) To charter, coach, and supervise table tennis teams.
- (e) To provide coaching, equipment, and facilities.
- (f) To sponsor an active program conducting and sanctioning local tournaments, and measuring and certifying equipment and scores.
- (g) To organize inter-team competitions, and promote and advertise the sport of table tennis.
- (h) To pursue any and all charitable activities related to the foregoing specific purposes.

Notwithstanding any other provision of the Articles of Incorporation, these Restated Bylaws, or State or Federal law, the Club shall not undertake or carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State Internal Revenue Law).

No part of any Club earnings, profit, or income whatsoever shall inure to the benefit of any private member, officer or board of director.

Of all the activities stated herein, subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit.

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SECTION 3. MEMBERS

3.1 Designation and Admission. The corporation will have one class of voting members. The number of members will be unlimited. Additional members may be admitted from time to time by joining the Club, paying dues, and reviewing and agreeing to be bound by any rules promulgated and effect at any time.

If at any time there are no members, the board of directors may admit any number of members that it deems to be in the best interests of the corporation. No person may be admitted as a member without his or her consent, express or implied.

3.2 Eligibility for Membership. A person may be eligible for membership if:

- (a) Any individual who meets the criteria established by the Officers;
- (b) Is 18 years or older;
 - a. Any member who has not reached the age of majority shall exercise the membership rights through the member's parent or guardian, who may exercise all rights of membership including without limitation the right to cast the membership vote and to hold office as the member.
- (c) Is willing to uphold Willamette Table Tennis Club (WTTC) Bylaws and rules,
- (d) Adhere to United States of America Table Tennis (USTTA) rules and regulations regarding play; and
- (e) Whose application for membership is approved by the Officers; and
- (f) Pays the required fee as set by the board of directors.

The Club will provide an equal opportunity to all members in good standing to participate in competition and other activities without discrimination on the basis of race, color, religion, age, sex, national origin, or sexual preference.

3.3 Other Membership. The board of directors may establish other categories of membership, with the same rights and responsibilities as a regular member.

3.4 Membership Dues. The board of directors may determine from time to time the amount initiation fee, if any, and monthly or longer period dues payable to the Club by a member. Failure to pay required dues shall strip the Member of the right to vote until said dues are current.

3.5 Transfers. Memberships are nontransferable and will terminate on the death, resignation, or removal of the member.

3.6 Resignation. A member may resign at any time by delivering written notice to the president or the secretary. A resignation is effective when notice is effective under ORS 65.034 unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the members.

3.7 Termination, Expulsion, or Suspension. A member may be expelled or suspended, and membership in the Club may be terminated or suspended, by the vote of 2/3rds of the board of directors. The board will give the member ten (10) days written notice of the expulsion and reason for doing so.

3.8 Annual Meetings. An annual meeting of members will be held on the first Tuesday in May of each year at 6:30 p.m., unless a different date or time is fixed by the board of directors and stated in the notice of the meeting. The failure to hold an annual meeting on the stated date will not affect the validity of any corporate action. At the annual meeting, the president, and any other officer or person whom the president may designate, will report on the activities and financial condition of the corporation, and the members will consider and act on other matters that may be raised consistent with the notice requirements of ORS 65.214.

3.9 Special Meetings. A special meeting of members must be held (a) on the call of the board of directors or (b) if the holders of at least 33% of the members sign, date, and deliver to the secretary one or more written demands for the meeting, describing the purpose or purposes for which it is to be held. Only matters within the purpose or purposes described in the meeting notice may be conducted at a special meeting of members.

3.10 Place of Meetings. Meetings of the members may be held at any place in or out of Oregon designated by the board of directors. If a meeting place is not designated by the board of directors, the meeting will be held at the corporation's principal office.

3.11 Video Conferencing and/or Telephonic Participation. The members may permit any or all of the members to participate in a regular or special meeting by, or to conduct the meeting through, the use of any means of communication by which either (a) all members participating may simultaneously hear or read each other's communications during the meeting or (b) all communications during the meeting are immediately transmitted to each participating member, and each participating director is able to immediately send messages to all other participating directors.

3.12 Proxies. Members may participate in a meeting by written proxy duly executed and filed with the secretary. No proxy will be valid after two (2) months from the date of its execution unless otherwise provided in the proxy.

3.13 Action Without Meeting by Unanimous Written Consent. Any action required or permitted to be taken at a members' meeting may be taken without a meeting if the action is taken by 2/3rds of the members entitled to vote on the matter. The action must be evidenced by one or more written consents describing the action taken, signed by each member entitled to vote on the action, and delivered to the corporation for inclusion in the minutes or filing with the corporate records reflecting the action taken. Unless the consent specifies an earlier or later effective date, action taken under this section is effective when the last member entitled to vote on the matter signs the consent. A consent under this section has the effect of a meeting vote and may be described as such in any document.

3.14 Action by Written Ballot. Any action that may be taken at a members' meeting may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter. A written ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot will be valid only when the number of votes cast by ballot equals or exceeds a quorum of the members, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast is the same as the number of votes cast by ballot. All solicitations for votes by written ballot must (a) indicate the number of responses needed to meet the quorum requirements, (b) state the percentage of approvals necessary to approve each matter other than election of directors, and (c) specify a reasonable time by which a ballot must be received by the corporation in order to be counted. Once delivered, a written ballot may not be revoked.

3.15 Notice of Meetings. The corporation must notify its members of the place, date, and time of each annual and special meeting of members no fewer than seven (7) days before the meeting or, if notice is mailed by other than first-class or registered mail, no fewer than 30 nor more than 60 days before the meeting. Notice must be sent to each member entitled to vote at the meeting at the member's last address as set forth in the corporate records. Notice of an annual meeting must describe any matter or matters that must be approved by members under ORS 65.361, 65.404, 65.414(1)(a), 65.437, 65.464, 65.487, 65.534, or 65.624. Notice of a special meeting must describe the purpose or purposes for which the meeting is called.

3.16 Waiver of Notice. A member may, at any time, waive any notice required by these bylaws. Except as provided in the following sentence, any waiver must be in writing, be signed by the member entitled to the notice, specify the meeting for which the notice is waived, and be delivered to the corporation for inclusion in the minutes or filing with the corporate records. A member's attendance at or participation in a meeting, either in person or by proxy, waives any required notice to the member of the meeting unless the member, at the beginning of the meeting, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

3.17 Record Date. The record date to determine the members entitled to notice of a members' meeting, to demand a special meeting, to vote, or to take any other lawful action, will be as follows:

- (a) The record date to determine the members entitled to notice of a members' meeting will be three (3) business days before the day that notice is first mailed or otherwise transmitted to members in accordance with ORS 65.034, or, if notice is waived, then two (2) business days before the day on which the meeting is held;
- (b) The record date to determine the members entitled to demand a special meeting will be the date the first member signs the demand;
- (c) The record date to determine the members entitled to take action without a meeting will be the date the first member signs the consent to such action;
- (d) The record date to determine the members entitled to vote at a members' meeting will be one (1) business day before the date of the meeting;
- (e) The record date to determine the members entitled to exercise any rights with respect to any other lawful action will be the day on which the board of directors

adopts the resolution relating thereto or the 60th day before the date of such other action, whichever is later.

3.18 Quorum and Voting. A quorum of the members will consist of those votes represented at a meeting of members. If a quorum is present when a vote is taken, the affirmative vote of a majority of the votes represented and voting when the action is taken will be the act of the members except to the extent that the articles of incorporation, these bylaws, or applicable law requires the vote of a greater number of members.

SECTION 4. BOARD OF DIRECTORS

4.1 Powers. All corporate powers will be exercised by or under the authority of, and the affairs of the corporation will be managed under the direction of, the board of directors.

4.2 Qualifications. All directors must be individuals who are 18 years of age or older. Directors need to be residents or citizens of Oregon or of the United States of America. Directors must be members of the corporation and in good standing for at least two (2) years before election.

4.4 Number. The board of directors will consist of at least five (5) persons but no more than a maximum of nine (9). The number of directors may be fixed or changed periodically, within the minimum and the maximum, by the members.

4.5 Election and Tenure of Office. The term of office for directors shall be one (1) year or until his/her replacement is elected. A director may be reelected without limitation on the number of terms s/he may serve. The board shall be elected by its own members, except that a director shall not vote on that member's own position. A director shall also serve as an officer.

4.6 Removal. A director may be removed at any time, with or without cause, by vote of two-thirds (2/3rds) of the members.

4.7 Vacancies. Vacancies on the board of directors and newly created board positions will be filled by a majority vote of the directors then on the board of directors.

4.6 Quorum and Action. A quorum at a board meeting shall be a majority of the number of directors prescribed by the board, or if no number is prescribed, a majority of the number in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the directors present, except as otherwise provided by these Bylaws. Where the law requires a majority vote of the directors in office to establish committees to exercise board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, or for other matters, such action is taken by that majority as required by law.

4.7 Regular Meeting. Regular meetings of the board of directors shall be held four (4) times per year. The time and place to be determined by the board of directors. A meeting

may also be scheduled upon written notice to the President by two or more board members. If said meeting is requested, then the meeting shall be held within 45 days of receipt of the written notice. No other notice of the date, time, place, or purpose of these meetings is required, except as otherwise provided by these Bylaws.

4.8 Special Meetings. Special meetings of the board of directors shall be held at the time and place to be determined by the board of directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each director personally, by email, by telephone or by mail not less than four (4) days prior to the special meeting. Written notice, if mailed, postpaid and correctly addressed to the director at the address shown in the corporate records, is effective when mailed.

4.9 Video Conferencing and/or Telephonic Participation. The board of directors may permit any or all of the directors to participate in a regular or special meeting by, or to conduct the meeting through, the use of any means of communication by which either (a) all directors participating may simultaneously hear or read each other's communications during the meeting or (b) all communications during the meeting are immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors.

4.10 Action by Consent. Any action required or permitted by law to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the directors. A written communication includes a communication that is transmitted or received by electronic means. Signing includes an electronic signature that is executed or adopted by a director with the intent to sign.

4.11 Action without Meeting by Unanimous Written Consent. Any action required or permitted to be taken at a board of directors' meeting may be taken without a meeting if the action is taken by a 2/3rds majority of the board of directors. The action must be evidenced by one or more written consents describing the action taken, be signed by each director, and be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date.

4.12 Email Policy. Any action that may be taken at by the Board at a regular or special board meeting may be done via email if the following criteria are met: (1) The Board action is by unanimous consent; (2) President has determined that the matter is appropriate for discussion and decision by email; (3) The action proposed is of routine or general business in nature; (4) The proposed action is drafted and emailed to all Directors; (5) the Directors shall promptly review and respond within five (5) days with a definitive response; (6) The secretary shall tabulate and confirm consensus; (7) all votes shall be printed and put in the Club's minute book; and (8) If approved, then the matter shall be ratified at the next meeting.

4.13 Call and Notice of Meetings. The annual meeting and regular meetings of the board of directors may be held without notice of the date, time, place, or purpose of the meeting. Special meetings of the board of directors must be preceded by at least ten (10) days notice, if

given by first-class mail, or 48 hours' notice, if delivered personally or given by telephone, e-mail, or fax, to each director of the date, time, and place of the meeting. Except as specifically provided in these bylaws or applicable law, the notice need not describe the purposes of any meeting. The president or 50% of the directors then in office may call and give notice of a meeting of the board.

4.14 Compensation. Directors and members of committees may be reimbursed for any expenses that are determined by resolution of the board of directors to be just and reasonable. Directors will not otherwise be compensated for service in their capacity as directors.

4.15 Waiver of Notice. A director may at any time waive any notice required by these bylaws. Any waiver must be in writing, must be signed by the director entitled to the notice, must specify the meeting for which the notice is waived, and must be filed with the minutes or the corporate records. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director, at the beginning of the meeting or promptly on the director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

4.16 Presumption of Assent. A director who is present at a meeting of the board of directors when corporate action is taken is deemed to have assented to the action taken unless:

- (a) At the beginning of the meeting or promptly on the director's arrival, the director objects to holding the meeting or transacting the business at the meeting;
- (b) The director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- (c) The director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

4.17 Board Committees. The board of directors may create one or more committees of the board of directors and appoint members of the board to serve on them or designate the method of selecting committee members. Each committee must consist of two or more directors who will serve at the pleasure of the board of directors. The creation of a committee and the appointment of directors to the committee or designation of a method of selecting committee members must be approved by a majority of all directors in office when the action is taken. The provisions of these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors will apply to committees and their members as well. Committees of the board of directors may, to the extent specified by the board of directors, exercise the authority of the board of directors, but no committee of the board of directors may:

- (a) Authorize distributions, but this restriction does not apply to payment of value for property received or services performed or payment of benefits in furtherance of the corporation's purposes;
- (b) Approve or recommend dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets;

- (c) Elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; or
- (d) Adopt, amend, or repeal the articles of incorporation or bylaws.

4.18 Other Committees. The board of directors may create one or more other committees. Members of these committees need not be members of the board of directors, but at least one director must serve on each such committee. These committees will have no power to act on behalf of, or to exercise the authority of, the board of directors, but may make recommendations to the board of directors.

4.19 Director Conflict of Interest.

4.19.1 A conflict-of-interest transaction is a transaction with the corporation in which a director of the corporation has a direct or indirect conflict of interest.

4.19.2 For purposes of Section 2.18, a director of the corporation has an indirect interest in a transaction if (a) another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction or (b) another entity of which the director is a director, officer, or trustee is a party to the transaction, and the transaction is or should be considered by the board of directors of the corporation.

4.19.3 A conflict-of-interest transaction is neither voidable nor the basis for imposing liability on the director if the transaction is fair to the corporation when it was entered into or is approved as provided in Section 4.19.4.

4.19.4 A transaction in which a director has a conflict of interest may be approved either (a) by the vote of the board of directors or a committee of the board of directors if the material facts of the transaction and the director's interest are disclosed or known to the board of directors or committee of the board of directors or (b) by obtaining approval of (i) the Oregon Attorney General or (ii) an Oregon circuit court in an action in which the Attorney General is joined as party.

4.19.5 For purposes of clause (a) of Section 4.19.4, a conflict-of-interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the directors on the board of directors or on the committee who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved, or ratified under this section by a single director. If a majority of the directors who have no direct or indirect interest in the transaction votes to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under clause (a) of Section 2.18.4 if the transaction is otherwise approved as provided in Section 4.19.4.

SECTION 5. OFFICERS

5.1 Titles. The officers of the corporation shall be the president, vice president, secretary and treasurer.

5.2 Election. The officers will be a board of directors who will have been elected by the members. The same person may simultaneously hold more than one office, except for the offices of president and secretary.

5.3 Vacancy. A vacancy in any office shall be filled not later than the first regular meeting of the Board of directors following the vacancy.

5.4 Compensation and Term of Office.

5.4.1 The compensation, if any, and the term of office of each officer of the corporation will be fixed by the board of directors.

5.4.2 Any officer may be removed, with or without cause, at any time by action by a majority of the board of directors.

5.4.3 Any officer may resign at any time by delivering notice to the board of directors, the president, or the secretary. A resignation is effective when the notice is effective under ORS 65.034 unless the notice specifies a later effective date. If a resignation is made effective at a later date and the corporation accepts the later effective date, the board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

5.5 President. The president will preside at meetings of the board of directors, will ensure that the board of directors is advised on all significant matters of the corporation's business, will act as a principal spokesperson and representative of the corporation, will be the chief executive officer of the corporation, will have the general powers and duties of management usually vested in a chief executive officer, and will have other powers and duties that may be prescribed by the board of directors or these bylaws.

5.4 Vice President. The vice president will preside at meetings of the board of directors at which the president is absent and, in the absence of the president, will have the other powers and perform the other duties of the president. The vice president also will have other powers and perform other duties that may be prescribed by the board of directors.

5.5 Secretary. The secretary will be responsible for preparing minutes of meetings of the board of directors and for authenticating records of the corporation. The secretary will keep or cause to be kept, at the principal office or such other place as the board of directors may order, a book of minutes of all meetings of directors. The secretary will also have other powers and perform other duties that may be prescribed by the board of directors or these bylaws.

5.6 Treasurer.

5.6.1 The treasurer will be the chief financial officer of the corporation and will keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation. The treasurer will deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with those depositories that may be designated by the board of directors, will disburse or cause to be disbursed funds of the corporation as may be ordered by the board of directors, and will have other powers and perform other duties that may be prescribed by the board of directors or these bylaws.

5.6.2 If required by the board of directors, the treasurer must give the corporation a bond in such amount and with such surety specified by the board of directors for the faithful performance of the duties of the treasurer's office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the treasurer's possession or under the treasurer's control on the treasurer's death, resignation, retirement, or removal from office.

5.7 Public Relations Director. The Public Relations Director shall oversee and direct club interaction with the Media, and shall maintain communications channels with the club members. Such activities shall include, but are not limited to, managing the club web site and the club email mailing list, distributing notices and postings to newspapers, radio stations, television stations, or Internet web sites, and arranging and advertising public activities intended to promote the sport of table tennis or participation in the club. The Public Relations Director shall also be the primary liaison with the managers of the host facility where the club normally plays.

5.8 Assistants. The board of directors may appoint or authorize the appointment of assistants to the secretary or treasurer or both. Any such assistant may exercise the powers of the secretary or treasurer, as the case may be, and will perform those duties that are prescribed by the board of directors.

5.9 Other Officers. The board of directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the board of directors.

5.10 Compensation. The compensation, if any, and the term of office of each officer of the corporation will be fixed by the board of directors.

5.11 Removal. Any officer may be removed, with or without cause, at any time by action of the board of directors.

SECTION 6. CORPORATE INDEMNITY

This corporation will indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made, a party to an action, suit, or other proceeding, by reason

of the fact that the person is or was a director, officer, employee, volunteer, or agent of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 (or its corresponding future provisions) with respect to any employee benefit plan of the corporation. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act occur omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification – substantively, procedurally, and otherwise.

SECTION 7. NONDISCRIMINATION

The corporation will not discriminate in providing services, hiring employees, or otherwise, on the basis of gender, race, creed, marital status, sexual orientation, religion, color, age, national origin, disability, or familial status.

SECTION 8. RULES OF PLAY

The Club will follow the USATT Rules of Play. The Club reserves the right to Amend or use different rules from time to time. If any changes are made, they will be posted for all members to view and follow.

SECTION 9. GENERAL PROVISIONS

9.1 Amendment of Bylaws. The board of directors or the members may amend or repeal these bylaws or adopt new bylaws by two-thirds (2/3rds) majority vote. Whenever an amendment or a new bylaw is adopted, it will be copied in the minute book with the original bylaws in the appropriate place. If any bylaw is repealed, the fact of repeal and the date on which the repeal occurred will be stated in that book and place.

9.2 Allocation of Funds. Allocation of funds will be approved by the Board and disbursed by the Treasurer. No money may be advanced to any board member for any purpose except to satisfy a receipt or invoice concerning Club affairs.

9.3 Inspection of Books and Records. All books, records, and accounts of the corporation will be open to inspection by the directors in the manner and to the extent required by law.

9.4 Checks, Drafts, etc. All checks, drafts, and other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the corporation must be signed or endorsed by the person or persons and in such manner that may be determined from time to time by resolution of the board of directors.

9.5 Deposits. All funds of the corporation not otherwise employed must be deposited to the credit of the corporation in those banks, trust companies, or other depositories as the board

of directors or officers of the corporation designated by the board of directors select, or be invested as authorized by the board of directors.

9.6 Loans or Guarantees. The corporation may not borrow money and no evidence of indebtedness may be issued in its name unless authorized by the board of directors. This authority may be general or confined to specific instances. Except as explicitly permitted by ORS 65.364(1), the corporation may not make a loan, guarantee an obligation, or modify a preexisting loan or guarantee to or for the benefit of a director or officer of the corporation.

9.7 Execution of Documents. The board of directors may, except as otherwise provided in these bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the corporation. This authority may be general or confined to specific instances. Unless authorized by the board of directors, no officer, agent, or employee will have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

9.8 Insurance. The corporation may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a director, officer, employee, or agent of the corporation, or who, while a director, officer, employee, or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise; however, the corporation may not purchase or maintain such insurance to indemnify any director, officer, or agent of the corporation in connection with any proceeding charging improper personal benefit to the director, officer, or agent in which the director, officer, or agent was adjudged liable on the basis that personal benefit was improperly received by the director, officer, or agent.

9.9 Fiscal Year. The fiscal year of the corporation will be the calendar year, ending on December 31.

9.10 Severability. A determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective will not affect or invalidate any other provision of these bylaws.

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The foregoing restated bylaws were duly adopted by the board of directors of Willamette Table Tennis Club, Inc. on November ____, 2014.

I certify that these Bylaws are a true copy of the Bylaws of this corporation.

/s/ 
Ben Bednarz
President