

WILLAMETTE TABLE TENNIS CLUB
BYLAWS

Adopted: February 24, 2006

ARTICLE 1. OFFICE

The registered office shall be located in Oregon at such place as determined by the Officers. The corporation may also have offices at such other places, either within or without the State of Oregon, as the Officers may from time to time determine or as the business of the corporation may require.

ARTICLE 2. PURPOSES

This corporation is organized for the purposes stated in the **Articles of Incorporation**.

ARTICLE 3. MEMBERS

SECTION 1. ATHLETIC MEMBERS

- (a) Eligible Individuals. Any individual who meets the criteria established by the Officers, willing to uphold Willamette Table Tennis Club (WTTC) Bylaws and rules, adhere to United States of America Table Tennis (USTTA) rules and regulations regarding play, and whose application for membership is approved by the Officers shall be an Athletic Member upon payment of the membership fee described in Article 3, Section 1, Subsection (b). Any Athletic 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. WTTC 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.
- (b) Membership Dues. The Board may determine from time to time the amount of initiation fee, if any, and monthly or longer period dues payable to the corporation by Athletic Members. No Athletic Member whose dues are in arrears may vote or be elected to office or to a Board position.
- (c) Voting Rights. Athletic Members must be in good standing for at least 45 days prior to any vote in order to participate. Such members shall be entitled to one vote on each matter submitted to a vote of the Members. Athletic Members may exercise any powers vested in Members by these Bylaws, the **Articles of Incorporation**, a resolution of the Board, the Oregon Nonprofit Corporation Act, or Federal Law. Voting shall be in person or by proxy. Any such proxy must be in writing, signed by the person granting the proxy.

(d) Nontransferability of Membership. Membership in the corporation is not transferable or assignable.

(e) Removal of Members. Membership in the corporation may be terminated upon 100 percent vote of the Board; when a member is 60 days behind in his dues; for any action by the member that is detrimental to the best interests of the corporation; or for failure to actively support corporate purposes or actively participate in corporate activities. If such termination is contemplated, the Board shall provide at least 15 days written notice to the member of the reasons for the proposed action and of the time and place of the meeting of the officers at which termination is to be considered. At the meeting, the accused member shall be entitled to respond to the stated reasons. The dismissed person may have recourse through USTTA. Club members will defer to the officers in the operation of the club and any rights concerning club members. Any termination decision shall not be effective prior to the 16th day after the meeting.

(f) Meetings of Members

(1) Annual Meeting. The Annual meeting of the Members shall be held at such time and at such place within the State of Oregon as set by the Board for the purpose of electing Officers and for the transaction of such other business as may properly come before the meeting.

(2) Special Meeting. Special meetings of the Members shall take place if: the President calls for such a meeting; the Board calls for such a meeting; or Members having 50 percent of the votes entitled to be cast at such meeting request such meeting in a writing delivered to the President or a meeting of the Board.

(3) Notice. Written notice of any meeting of Members shall be delivered personally, by mail, or by email to each Member entitled to vote at such meeting at least 10 days but no more than 50 days before each meeting of the Members.

(4) Quorum. A quorum for the transaction of business at any membership meeting shall consist of the actual or represented presence of one-half (1/2) of the Athletic Members.

(5) Action. At any meeting at which there is a quorum, the act of a majority vote of the Members present or represented shall be the act of the membership, unless otherwise provided in these Bylaws, the **Articles of Incorporation**, the Oregon Nonprofit Corporation Act or Federal Law.

SECTION 2. NON-ATHLETIC MEMBERS

The Board may establish categories of Non-Athletic members, with the same rights and responsibilities as an Athletic Member.

(1) Club Coach. The Board may designate one or more Club Coaches, who are entitled to Athletic Member privileges while substantially participating in coaching activities. Such Coaches are entitled to the same the rights and responsibilities as an Athletic Member.

SECTION 3. ATHLETIC VISITORS

Players who visit the club, or who participate in club activities, without enrolling in monthly or longer membership, shall be considered visitors and not members. Visiting the club over an extended period of time, with or without interruption, shall not entitle a visitor to membership or voting rights, nor shall contribute to membership standing.

ARTICLE 4. BOARD OF DIRECTORS.

The Officers of the Willamette Table Tennis Club (WTTC) shall comprise the Board of Directors.

ARTICLE 5. OFFICERS

SECTION 1. GENERAL POWERS

The affairs of the corporation shall be managed by its Board, which may exercise all such powers of the corporation and do all such lawful acts and things as are consistent with these Bylaws or the **Articles of Incorporation.**

SECTION 2. OFFICERS, NUMBER and QUALIFICATIONS

The Officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, and a Director of Public Relations, all of whom must be members of the corporation. The number of elected Officers shall only be five, corresponding to these five officers. The elected officers, and only those elected by club members or by the Board to fill a vacancy, shall have voting rights in carrying on the business of the corporation with the President's vote as the tie-breaker if need be. In addition to elected officers, a non-elected Vice President may be an individual from the community who need not be a member, and will be appointed by a quorum of the Board in an advisory role without voting privileges.

SECTION 3. ELECTION

The Board shall be elected annually by the affirmative vote of the Members to perform all functions of the corporation. During the Annual meeting, the Members shall elect persons to fill vacancies of the Board created by expiring terms and to fill any directorship resulting from an increase in the number of Officers. A minimum of two weeks prior notice of time and place will be mailed or emailed to each club member. Elections will be by plurality vote, and the use of written ballots will be used to ensure confidentiality. Any member in good standing for 60 days prior to the election may run for office; however, in order for a member to be on the ballot, such member must provide written notice to an Officer at least 30 days in advance of the election. Written notice is waived if the member is nominated by the Officers. A member may run for two offices, one of which must be Vice President. If elected to both, the member cannot be a Vice President.

SECTION 4. TERM OF OFFICE

Each Director shall hold office for a term of one (1) year and until his/her successor shall have been duly elected and shall have qualified.

SECTION 5. VACANCIES

- (a) Any vacancy occurring on the Board due to death, removal or resignation of an Officer will be filled by special election by the Board within 45 days of vacated office, though less than a quorum of the Board, at any meeting of the Board where notice of filling such vacancy has been given. An Officer so elected shall serve for the unexpired portion of the term of his/her predecessor in office.
- (b) Upon death or incapacitation of 50 percent or more of the officers, a special election will be held with notification given to all members and an election held within two weeks of said notification.

SECTION 6. RESPONSIBILITIES OF OFFICERS

- (a) President. The President shall be the chief executive officer of the corporation; shall preside at all meetings of the Board; may sign any legal instruments which the Board has authorized to be executed; shall perform such other duties as may be prescribed by the Board from time to time; shall establish operation directors for various activities as deemed necessary by the President.
- (b) Vice President(s). The Vice President(s) shall assist the President and in the absence of the President, a Vice President shall be appointed by the Board to perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

- (c) Treasurer. The Treasurer shall keep a fiscal record and provide a report at all regular meetings of the Board; handle all funds and securities of the corporation; oversee all fund raising activities; prepare an annual financial statement for the Board; and file all necessary financial reports to filed with any government agency; deposit all such monies in the name of the corporation; disburse the funds of the corporation making proper vouchers, checks, or drafts for such disbursements; and from time to time may be assigned other duties as assigned by the President or by the Board. In the event of resignation, retirement, or removal from office, the Treasurer shall return to the corporation or turn over to his/her successor all monies, securities, vouchers, books, paper, and property of every kind and description in his/her possession or under his/her control belonging to the corporation.

- (d) Secretary. The Secretary shall record minutes of the meetings of the Board and read said minutes at Board meetings; be the custodian of the corporation's non-financial records and keep the same available for inspection; provide notification of the time and place of all meetings of the Board and see that all notices are duly given in accordance with the provisions of these Bylaws and as required by the Oregon Nonprofit Corporation Act; perform such other duties as from time to time may be assigned by the President or by the Board.

- (e) 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.

SECTION 7. MEETINGS

- (a) Time and Place. Any meeting of the Board may be held at any place, either within or without Oregon, and at any time as set by the Board.

- (b) Meetings. The meetings of the Board shall be held four (4) times a year at such time and such place (within or without Oregon) as set by the Board for the transaction of such business as may properly come before the meeting.

- (c) Special Meetings. Special meetings of the Board may be called by the President or by any two (2) Officers who direct the President to call a meeting. If two (2) or more directors direct the President to call a meeting, such meeting must be scheduled within forty-five (45) days after the President receives two (2) requests. Written notice of a special meeting shall be given in person, by mail, or by email to each officer no less than seven (7) days prior to the date of such special meeting.
- (d) Quorum. A quorum for the transaction of business at any meeting of the Board shall consist of a majority of the number of Officers. Once a quorum is established at a meeting, a quorum shall be deemed to exist until adjournment of the meeting.
- (e) Action. At any meeting at which a quorum is present the act of the majority of officers present at such meeting shall be the act of the Board, unless otherwise provided in these Bylaws, the **Articles of Incorporation**, or the Oregon Nonprofit Corporation Act. Voting shall be in person or by proxy.

SECTION 8. REMOVAL

An officer may be removed with or without cause, at a meeting of the Board upon an affirmative vote of 100 percent of the remaining officers. Any number of officers may be removed at one meeting.

SECTION 9. COMPENSATION

All officers of the corporation shall serve without compensation. However, officers are eligible to be paid employees of the corporation, and to receive partial or complete expense reimbursement for attending a meeting, provided that funds are available and sufficient to compensate all officers attending such meeting.

ARTICLE 6. NOTICES, INFORMAL ACTION BY MEMBERS/OFFICERS

SECTION 1. NOTICE

Whenever, under a provision of these Bylaws, the **Articles of Incorporation**, or the Oregon Nonprofit Corporation Act, notice is required to be given to any member or officer, it shall not be construed to require personal notice, but such notice may be given in writing, by mail or email. Neither the business to be transacted at nor the purpose of any annual, regular, or special meeting of the Members or Board need be specified in the notice or waiver of notice of such meeting unless required by these Bylaws, the **Articles of Incorporation**, or the Oregon Nonprofit Corporation Act.

SECTION 2. WAIVER OF NOTICE

Whenever any notice is required to be given to any member or officer under the provisions of the Bylaws, the **Articles of Incorporation**, or the Oregon Nonprofit Corporation Act, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated for the giving of notice, shall be deemed equivalent to the giving of such notice. Attendance of a member or officer at any meeting shall constitute a waiver of notice of such meeting, except where a member or officer attends a meeting for the express purpose of objecting to transaction of any business because the meeting is not lawfully called or convened.

SECTION 3. APPROVAL OF ACTIONS

If the notice, or waiver of notice, provisions required in these Bylaws are not complied with, action taken at a meeting of the members or officers shall be valid only if each of the members or officers serving at that time, but not present at such meeting, signs a written approval of the minutes of such meeting.

SECTION 4. ACTION TAKEN WITHOUT A MEETING

Any action required by the Oregon Nonprofit Corporation Act to be taken at a meeting of the members or officers or any other action which may be taken at a meeting of the members or officers, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the members or officers entitled to vote with respect to the subject matter thereof. The action shall be effective on the date on which the last signature is placed on the consent, or at such earlier time as set forth therein.

ARTICLE 7. COMMITTEES

The Board may from time to time designate committees, which shall consist of any number of officers for purposes as set forth by the Board. The Board can delegate such powers as are necessary and proper. All matters transacted by any committee in the name of the corporation shall be submitted to and shall be subject to ratification by the Board at its next regular meeting or at a special meeting called for the purpose.

ARTICLE 8. GENERAL PROVISIONS

SECTION 1. CHECKS

All checks or demands for money and notes of the corporation shall be signed by the Treasurer and such other persons as appointed by a majority of the total Board.

SECTION 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 WTTC affairs. No loans will be approved to any club member. Allocation of resources and compensations will not exceed those allowable by law.

SECTION 3. ACCOUNTING YEAR

The accounting year of the corporation shall end on December 31.

SECTION 4. ARTICLES GOVERN

In the event any provisions of these Bylaws are inconsistent with the **Articles of Incorporation**, the **Articles of Incorporation** shall govern.

SECTION 5. GENDER

References in these Bylaws to the masculine gender shall be construed to include the feminine or neuter gender or both as appropriate.

SECTION 7. USTTA MEMBERSHIP

The Board shall assure that the WTTC is a member of the USTTA at all times, and shall obey the rules and directives of the USTTA.

SECTION 6. INSURANCE

The Board is responsible for providing liability insurance coverage in the event of disassociation with the USTTA. WTTC shall carry at all times liability insurance for protection of members and public while engaged in club activities.

SECTION 7. INDEMNIFICATION

The corporation shall indemnify to the fullest extent permitted by the Oregon Nonprofit Corporation Act any person who has been made, or is threatened to be made, a party to a legal proceeding, whether civil, criminal, administrative, or otherwise (including a proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as director or as an officer, or as fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust, or other enterprise.

SECTION 8. RULES OF PLAY

WTTC will have a Code of Rules. All play in the club will be determined by a Code of Rules that can only be amended by the Board. The Code of Rules will be posted for all viewers. The Code of Rules will be binding.

ARTICLE 9. AMENDMENTS

The Bylaws of the corporation may be amended by the affirmative vote of the Board. Amendments of these Bylaws may be offered for consideration at any regular meeting of the Board and shall be voted on at such meeting or at any succeeding regular meeting or a special meeting called for that purpose. At least two (2) days notice shall be provided to directors/officers of such meeting and that a purpose of the meeting is to consider specified amendments to the Bylaws.