

February 16, 2024

Dear Board,

First, I'd like to give my best wishes to Will in his recovery from his recent stroke. Get better, Will!
Also, good luck to Nikhil at the Worlds!

Other than responding to others, I do not expect to email the Board on this issue again. Three things:

1) With all due respect, I would like to respond now to something that was raised earlier. In my email discussion with the USATT attorney, Brian Moran, he asserted that, "However, there is nothing in the minutes that supports Larry's contention that Richard was elected/appointed to serve the remainder of the prior Chair's term."

Actually, *it's the bylaws* that say what happens when a chair resigns. See Bylaw 8.6: "A Chair elected to fill a vacancy shall be elected for the unexpired term of such Chair's predecessor in office." In this case, the entire Board had resigned – including the chair – creating *exactly* the vacancy Bylaw 8.6 refers to. Bringing in a new Board doesn't change that unless you change the bylaws regarding the chair. So, Char should have served from June 1, 2020, until the end of his predecessor's term, which ended seven months later on Jan. 1, 2021, at which point there should have been a new election for chair at the next Board meeting. There wasn't, despite numerous reminders.

However, let's assume that Moran is correct and Char was *not* finishing out his predecessor's term. Char was elected chair of the Board on June 1, 2020. The motion says, "That Richard Char is hereby appointed as Chair of the Board, to serve until his successor is duly qualified."

Bylaw 8.3 says: "The term of office of the Chair of the Board shall be two (2) years. The Chair shall hold office until the Chair's successor is elected and qualified, or until the Chair's earlier resignation, removal, incapacity, or death."

That means Char would have been elected to a *two-year term*, from June 1, 2020, to June 1, 2022, since chairs are elected to two-year terms, according to Bylaw 8.3. So, if Char were not finishing out the previous chair's term, then *why would there have been an election on Jan. 1, Dec. 6, or anytime in 2021?* Why would Moran have written, "The Board likely should have held an election for Chair in early 2021"?

It makes no sense – unless you realize that Char was, in fact, finishing out the term of his predecessor, as per the bylaws, which Board members generally acknowledged when they finally held the belated election in December. The chair just "forgot" to hold the election for eleven months, despite reminders, and then chose to hold it just before the election for four player reps.

2) The continuing assertions that Char's first term started on Jan. 1, 2021 do not make sense. He was elected chair on June 1, 2020. Again, the motion said, "That Richard Char is hereby appointed as Chair of the Board, to serve until his successor is duly qualified."

Let's move to seven months later, Jan. 1, 2021, where some claim his term started. Had his successor been duly qualified? No. Did someone with precognition speak up and say, "Eleven months from now he's going to be re-elected retroactively to this date, so he's now duly qualified." Of course not. He continued as chair for another eleven months. As of June 1, 2021, one year after he took office,

the Bylaws say he had served a full term, and that was true every day through Dec. 6, 2021. To change that would require changing the bylaws, and you can't do that by simply voting to retroactively make his election effective eleven months before when no election was held at that time. Instead, he was re-elected on Dec. 6, 2021, which is when his second term thereby started, since he had been elected to *continue in office* until his successor was "elected and qualified" (from Bylaw 8.3) or until "his successor is duly qualified" (from the June 1, 2020 vote). Either way, he continued until his successor (himself) was elected – which took place after 18 months in office, on Dec. 6, 2021, when he was re-elected to his second term. You don't need a lawyer to understand this – it's plain English.

Let's look at the twisted logic that the Board can vote to change the dates of a term *already served*. Based on that, term limits are meaningless. You just vote to retroactively change the dates of previous terms, and so the chair (and other committee positions) become eligible for life. That's what you get when you believe you can magically vote to change history. (Remember in my previous email I pointed out that based on this logic, the US Congress could vote to allow Bush or Obama to turn for a third term by simply voting to change the "effective" dates of their inaugurations?)

When they chose to hold another election on Feb. 6, 2023, he had already served over a year in that second term, making it a full term, and therefore not eligible to run for a third consecutive term. (If they had not held that election, then Char's second term would have ended on Dec. 6, 2023, over two months ago. But they did, and so he was not eligible for the Feb. 6, 2023 election for chair.)

3) Some of you are probably thinking, "So what? Who cares who is chair?" (That's a direct quote from a Board member.) The chair of the Board is a powerful position. I could put together a long list of consequential reasons, but I'd be going off topic and massively increase the length of this email. Isn't it enough that the governing body for USATT *should follow its own rules*?

The problem here, of course, is that Board members' eyes may glaze over when they read these things from the bylaws, and prefer to take the easy route and let the lawyer handle it. But the lawyer inevitably argues the case for the current chair and CEO rather than doing a strict interpretation of the bylaws. If I were 100% correct in my arguments, could you imagine Moran ruling against the wishes of the CEO who brought him in, and saying Char has to resign? A defense attorney makes the best defense he can for his client, but that doesn't mean we should assume his arguments and conclusions about his client are correct. (I'm guessing the lawyer has asked you not to respond, which is exactly what a lawyer would say if it helps his client. It's pretty easy arguing against me when I'm not there!)

I know these are hard facts to face, but they are facts, and as Board members, you have to deal with these facts. I do not envy you; Board members sometimes have to make tough decisions. As I wrote, it's likely that some Board members did not understand the implications of the wording at the time, i.e., that making a vote retroactive would allow the chair to argue that the full term he had already served was no longer a full term, thereby allowing him an extra (illegal) term in office. But now you do.

Please remember this when you discuss this in closed or privileged sessions where my arguments may be twisted, changed, or taken out of context, and where I may be disparaged, directly or indirectly, by people who don't have a fraction of the investment I have in this sport, all for the

terrible crime of *pointing out the truth*. (It's not just me making these arguments – I'm just the writer putting these facts and arguments down in writing.)

Here's my suggestion. The lawyer has had his say. The CEO has had her say. (IMHO, it was inappropriate for the CEO to get involved in who is on or chairs the Board *she reports to*.) The Board should now meet (probably after the Worlds), just them, nobody else. Let Char have his say. Then he too should be excused and the Board can then discuss the issue candidly. Alas, my expectation is nothing will happen – which, if true, would be indicative of an even greater problem than having an illegal chair.

Now comes perhaps the most important part of this email. Here's a simple test: Imagine you have to argue your side to a USATT member or team member (past or present), or someone from USOPC. Do you really want to try explaining to them how a chair can stay chair by having an election be retroactively effective eleven months before it was held, thereby changing what was already a full term to less than a full term, thereby allowing a chair to run for an extra term? Is this *really* the argument you want to make?

No action means that you *are* making that argument.

Sincerely,

-Larry Hodges

USATT member since 1976

Two-time USATT Board Member

Member, US Table Tennis Hall of Fame

2018 Lifetime Achievement Award Winner