

UNITED STATES BRIDGE FEDERATION BYLAWS**I. Organization**

A. Name. The name of this corporation is the United States Bridge Federation ("USBF" or the "corporation").

B. Principal Office. The Board of Directors shall specify the location of the principal office for the transaction of the activities and affairs of the corporation.

C. Other Offices. The board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

D. Purposes.

- 1. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Act for public and charitable purposes.**
- 2. The purposes of this corporation are charitable in nature and are to advance the interests of the United States in international bridge competition, including the selection and support of United States bridge teams and players in international and Olympic bridge competition.**
- 3. In furtherance of such purposes, United States Bridge Federation shall:**
 - a. Support United States participation in Olympic games and world and zonal bridge championships.**
 - b. Support bridge participants in all age groups who qualify for such games and championships.**
 - c. Support only participants who are of Olympic and world championship caliber and who possess the highest talent and achievement as determined by trial competition and training.**
 - d. Support only such a group of participants who can achieve the**

quality of Olympic and world championship competition.

- e. **Make every effort to become a member of the United States Olympic Committee ("USOC") recognizing that once organized the corporation is eligible to be an "Associate Member" of the USOC.**

II. Membership

A member may be qualified as follows:

A. A person who is a citizen of the United States of America (USA) and who is a member in good standing of the American Contract Bridge League (ACBL) or the American Bridge Association (ABA) is automatically a member in the United States Bridge Federation (USBF); or

B. A person who is a citizen of the USA may upon payment of such dues and assessments as may from time to time be established be admitted to membership in the USBF. Membership in the USBF may be refused, removed or suspended for cause by a majority vote of the Board of Directors.

III. Directors

A. Powers.

- 1. General Corporate Powers. Subject to the provisions and limitations of the applicable laws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the board.**
- 2. Specific Powers. Without prejudice to the general powers set forth in Section 1 of Paragraph III.A.1. of these Bylaws, the Directors shall have the power to:**
 - a. Appoint and remove, at the pleasure of the Board, all of the corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with law, with the corporation's articles of incorporation, and with these bylaws; and fix the compensation, if any, of consultants and employees and require from them security for faithful performances of their duties.**
 - b. Change the principal office or the principal business office from one location to another; and cause the corporation to be qualified to conduct its activities in any state, territory, dependency, or country.**
 - c. Adopt and use a corporate seal; and alter the forms of the seal**

and certificates.

- d. **Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidence of debt and securities.**

B. Numbers and Election.

1. **Authorized Number of Directors. The Board of Directors shall consist of nine (9) persons until changed by amendment to these Bylaws.**
2. **Selection of Directors. The initial members of the Board of Directors shall be selected as follows:**
 - a. **Six members shall be selected by the ACBL President and confirmed by those members of the ACBL Board of Directors who are eligible for membership in the USBF. Of those six members, two shall be persons who have attained the ACBL rank of Grand Life Master, two shall be members of the ACBL Board of Directors and two shall be at large members of the ACBL. Each such member shall be a citizen of the United States.**
 - b. **Two (2) members, who shall be U.S. citizens, shall be selected by the ABA Board of Directors.**
 - c. **The Chief Executive Officer of the USBF shall be an ex officio member with vote.**

In the event that the ABA declines to appoint member(s) to the USBF Board of Directors, such position(s) shall remain vacant.

3. **Election of Directors Commencing 2003. During the year 2002, Directors shall be elected to replace the initial directors appointed pursuant to Paragraph III, Section B.2., above. The term of such Directors shall be for three years, commencing January 1, 2003, provided that in the first three years such terms shall be staggered in a manner provided by resolution of the Board of Directors so as to ensure election of a portion of the Directors each year. They shall be elected as follows:**
 - a. **Four Directors who are members of the ACBL shall be elected from the membership of the USBF.**
 - b. **Two Directors who are members of the ABA shall be elected from the membership of the USBF.**

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- c. **Two Directors who have participated in international team competition by qualifying through a trial sanctioned by the USBF or the ACBL shall be elected from the membership of the USBF.**
- d. **The Chief Executive Officer shall be an ex officio member with vote.**

The Board of Directors shall adopt such procedures as is necessary for the nomination and election of its Directors, consistent with this Section III.B.3.

- 4. **The Board of Directors shall consist of individuals who are selected without regard to race, color, religion, national origin, sex or sexual orientation.**
- 5. **Removal. A director may be removed with cause, by the Board upon a vote of two-thirds (2/3rds) of the Board Members acting at a duly called meeting.**
- 6. **Vacancies on Board.**
 - a. **Events Causing Vacancy - a vacancy or vacancies on the a board shall exist on the occurrence of the following:**
 - (1) **the death or resignation of any director;**
 - (2) **the declaration by resolution of the board of a vacancy in the office of a director who has been declared of unsound mind by order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under [State law];**
 - (3) **the vote of the Board to remove any director(s); or**
 - (4) **the increase of the authorized number of directors.**
 - b. **Resignation - A USBF Board member may resign at any time by giving written notice to any member of the USBF Board. A USBF Board member who fails to attend (2) consecutive Board meetings is deemed to have resigned as though written notice were given except if failure was for good cause as determined by a majority vote of the remaining members of the Board.**
 - c. **Filling Vacancies - Vacancies on the Board shall be filled by vote of the Board; such appointment shall remain until the next regularly**

scheduled election of Board members.

C. Directors Meetings.

1. **Place of Meetings.** Meetings of the board shall be held at any place that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.
2. **Meetings by Telephone or Other Device.** Any meeting may be held by telephone conference or similar communication equipment, as long as all directors participating in the meeting can communicate with one another. All such directors shall be deemed to be present in person at such a meeting.
3. **Annual Meeting.** Each year, the Board shall hold an annual meeting for purposes of organization, election of officers, and transaction of other business.
4. **Other Regular Meetings.** Other regular meetings of the Board may be held at such time and place as the Board may fix from time to time by resolution.
5. **Special Meetings.** Special Meetings of the Board for any purpose may be called at any time by the President, or by any five (5) directors.
6. **Notice.**
 - a. **Manner of Giving Notice -** Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, postage prepaid; (c) by telephone, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; (d) by telegram, charges prepaid; or (e) by e-mail. All such notices shall be given or sent to the director's address or telephone number, or e-mail address as shown on the records of the corporation.
 - b. **Time Requirements -** Notices sent by first-class mail shall be deposited in the United States mail at least fourteen (14) days before the time set for the meeting. Notices given by personal delivery, telephone, telegraph or e-mail shall be delivered, telephoned, given to the telegraph company or e-mailed at least 48 hours before the time set for the meeting.
 - c. **Notice Contents -** The notice shall state the time of the meeting, and

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the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

7. **Quorum.** A majority of the authorized number of directors then in office shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present shall be the act of the board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.
8. **Waiver of Notice.** Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.
9. **Adjournment.** A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.
10. **Notice of Adjourned Meeting.** Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were present at the time of the adjournment.
11. **Action Without a Meeting.** Any action that the board is required or permitted to take may be taken without a meeting if all members of the board consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.
12. **Compensation and Reimbursement.** Directors shall serve without compensation.

D. **Committees.**

1. **Committees of the Board.** The Board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more committees, each consisting of one (1) or more directors, to serve at the pleasure of the board. Appointments to

committees of the board shall be by majority vote of the authorized number of directors. The board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the board resolution, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- a. Fill vacancies on the board or on any committee that has the authority of the board;**
- b. Amend or repeal bylaws or adopt new bylaws;**
- c. Amend or repeal any resolution of the board that by its express terms is not so amendable or repealable;**
- d. Create any other committees of the board or appoint the members of committees of the board;**
- e. Expend corporate funds to support a nominee for director after more people have been nominated for director than can be elected; or**
- f. Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest.**

2. Meetings and Action of Committees. Meetings and actions of committees of the board shall be governed by, held, and taken in accordance with the provisions of these bylaws concerning meetings and other board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by board resolution or, if there is none, by resolution of the committee of the board. Minutes of each meeting of any committee of the board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee, provided they are consistent with these bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

3. Standing Committees. The following shall be standing committees of the board:

- a. Executive Committee - The Executive Committee shall consist of the President, Vice President and Chief Executive Officer of the Corporation. The Executive Committee shall meet from time to time on the call of the President. The Executive Committee shall**

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act on behalf of the board consistent with Section III.D.1. of these Bylaws.

- b. Tournament Committee - The Tournament Committee shall consist of those members of the corporation as may be appointed by the board. The Tournament Committee shall meet from time to time as may be necessary to complete its duties. The Tournament Committee shall be responsible to establish times for, set procedures and oversee those trials necessary to qualify all teams and players for international bridge competition representing the United States.**
- c. Appeals Committee - The Appeals Committee shall consist of three or more members of the Board as may be appointed by the Board. The Appeals Committee shall meet from time to time as may be necessary to complete its duties. The Appeals Committee shall: (i) hear appeals of disciplinary and conduct decisions made by duly authorized committees at USBF tournaments; and (ii) make decisions and recommendations on matters as directed by the Board. When acting as an appellate committee, the Appeals Committee's decision shall be the final decision of the USBF in the matter heard.**

IV. Officers

A. Election. The officers of the USBF shall consist of a President and a Vice President, who shall be members of the Board, and a Treasurer and Secretary. The officers shall be elected by the Board of Directors for two (2) year terms. Such officers shall hold office until their successors are elected.

B. Election of Officers. The officers of the corporation shall be chosen every two years by the Board and shall serve at the pleasure of the board, subject to the rights, if any, of any officer under any contract of employment.

C. Resignation of Officers. Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

D. Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

E. Duties of Officers.

1. **President.** The President shall have, subject to approval of the Board of Directors, the general supervision of the affairs of the corporation, and shall act as the chair of meetings of the Board of Directors.
2. **Vice-President.** The Vice-President shall, in the absence of the President, preside at meetings of the corporation's Board of Directors and shall perform such other acts and duties as may be delegated by the President from time to time.
3. **Secretary.** The Secretary shall keep the records, minutes and property of the corporation and give notice of all meetings.
4. **Treasurer.** The Treasurer shall be responsible for the collection and receipt of all monies due or owing the corporation, and for the payment of all proper accounts thereof.

F. **Chief Executive Officer.** The Chief Executive Officer of the ACBL shall serve as the Chief Executive Officer of the USBF, provided that he or she is a USA citizen. In the event that this is not the case, the Board of Directors may appoint a Chief Executive Officer.

V. **Fiscal year**

The fiscal year of the USBF shall be from January 1 to December 31st.

VI. **Books, Records, Accounts and Reports**

A. **Maintenance of Corporate Records.** The corporation shall keep adequate and correct books and records of account and written minutes of the proceedings of its Board and committees of the Board.

B. **Inspection by Directors.** Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

C. **Annual Report.** The Chief Executive Officer shall cause an annual report to be sent to directors within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

1. **The assets and liabilities of the corporation as of the end of the fiscal year.**
2. **The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.**

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3. **The expenses or disbursements of the corporation for both general and restricted purposes.**

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

VII. Incorporation and Seal

The USBF may become incorporated in any state of the United States designated by the Board of Directors. The Board of Directors may designate an official seal for the USBF.

VIII. Indemnification

To the fullest extent permitted by law, each officer, director or employee of the USBF shall be indemnified by the USBF against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon him/her by reason of his/her being or having been an officer, director or employee at such time such was incurred except in such cases where the person is adjudged to be guilty of willful misfeasance or malfeasance in the performance of his/her duties. Provided, however, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the USBF.

IX. Insurance

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

X. Amendment to Bylaws

These Bylaws may be amended by a two-thirds (2/3rds) vote of the Board of Directors, subject to the requirement of a thirty (30) day written notice of the intent to amend being sent to each member of the Board of Directors setting forth the proposed amendment prior to the meeting at which the proposal will be considered.

Adoption

These bylaws have been approved and adopted by the Board of Directors of the USBF this _____ day of _____, 2001.

President

Secretary

Adoption

**These bylaws have been approved and adopted by the Board of Directors of the USBF
this _____ day of _____, 2001.**

President

Secretary