

BYLAWS
of the
AMERICAN CONTRACT BRIDGE LEAGUE

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TABLE OF CONTENTS

ARTICLE I	NAME, PURPOSES AND LIMITATIONS
ARTICLE II	STRUCTURE, TERRITORIAL JURISDICTION
ARTICLE III	MEMBERSHIP AND FEES
ARTICLE IV	MEMBERSHIP MEETINGS
ARTICLE V	BOARD OF GOVERNORS
ARTICLE VI	ACBL BOARD OF DIRECTORS
ARTICLE VII	OFFICERS OF THE ACBL
ARTICLE VIII	COMMITTEES OF THE BOARD OF DIRECTORS
ARTICLE IX	ELECTION PROCEDURES
ARTICLE X	AMENDMENT OF THE BYLAWS
ARTICLE XI	MISCELLANEOUS

ARTICLE I

NAME, PURPOSES, AND LIMITATIONS

- 1.1 **Name** The name of this organization is the American Contract Bridge League, Inc.(hereinafter called ACBL). The ACBL is incorporated under the Not-For Profit Corporation laws of the State of New York.
- 1.2 **Purposes** The purposes of the ACBL are as follows:
- 1.2.1 To develop, promote and support programs that encourage participation in the game of bridge.
 - 1.2.2 To promote membership in the ACBL.
 - 1.2.3 To provide organized bridge activities and services to satisfy the social, recreational, educational, and competitive needs of the ACBL membership.
 - 1.2.4 To develop and maintain standards of membership, conduct and ethical behavior.
 - 1.2.5 To develop relationships with other bridge and non-bridge organizations which will benefit the ACBL, its members or the game of bridge.
 - 1.2.6 To preserve and record the history of bridge.
 - 1.2.7 To carry out such other activities as are consistent with the purposes of the ACBL and its Certificate of Incorporation.
- 1.3 **Limitations**
- 1.3.1 The ACBL is permitted to engage in any other activity permitted to be engaged in by Corporations: (a) exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code (IRC) of 1986, as the same may be amended or supplemented; and (b) formed under the New York Not-for-Profit Corporation Act, as the same may be amended or supplemented (the "Act").
 - 1.3.2 Notwithstanding any other provision of these Bylaws, the ACBL shall not engage in activities not authorized for a Corporation exempt from federal income tax under Internal Revenue Code Section 501(c)(4), or a Corporation formed under the Act, as the same may be amended or supplemented.
 - 1.3.3 No part of the net earnings or other assets of the ACBL shall inure to the benefit of, be distributed to or among, or revert to any director, officer, contributor or other private individual having, directly or indirectly, any personal or private interest in the activities of the ACBL, except that the ACBL may pay reasonable compensation for services rendered and may make payment and distributions in furtherance of the non-profit purposes stated in the Certificate of Incorporation.
 - 1.3.4 No rule or regulation adopted by the ACBL shall be inconsistent with the Certificate of Incorporation or in contravention of the Act. These bylaws shall not be altered or amended in derogation of the provisions of this Section.

ARTICLE II

STRUCTURE, TERRITORIAL JURISDICTION

- 2.1 **Countries** The territory under the ACBL's jurisdiction includes the countries of Bermuda, Canada, Mexico, and the USA and all their military and diplomatic posts throughout the world.
- 2.2 **Districts** The territory under the ACBL's jurisdiction, with the exception of military and diplomatic posts outside the countries of Bermuda, Canada, Mexico, and the USA, shall be divided into as many geographical areas, to be known as districts, as the Board of Directors, with the approval of the Board of Governors, shall designate.
- 2.2.1 A District shall have a governing body empowered to act on and implement ACBL's and the District's rules and regulations.

- 2.2.2 A District shall adopt bylaws and a form of representative government that shall not contravene the Bylaws, rules and regulations of the ACBL.
- 2.2.3 A District may be censured, suspended, expelled, or otherwise disciplined in accordance with rules and regulations established by the Board of Directors.
- 2.3 **Units** Each District shall be divided into geographical areas, to be known as units, to which the ACBL shall issue a charter with powers included.
 - 2.3.1 Such charter shall be prescribed by the Board of Directors and may be altered or revoked in accordance with rules and regulations established by the Board of Directors.
 - 2.3.2 A unit shall adopt bylaws and a form of representative government that shall not contravene Bylaws, rules and regulations of the ACBL.
 - 2.3.3 A unit may be censured, suspended, expelled, or otherwise disciplined in accordance with rules and regulations established by the Board of Directors.

ARTICLE III

MEMBERSHIP AND FEES

- 3.1 **Members** The ACBL shall have members in such classes and numbers according to policies adopted by the Board of Directors.
- 3.2 **Membership and Voting Rights** The term, voting rights (if any), characteristics, qualifications, rights, limitations, and obligations attaching to each or any class of members shall be determined by the Board of Directors. Any change in voting rights shall be subject to approval by the Board of Governors. Application for membership in the ACBL shall be made pursuant to procedures established by the Board of Directors.
- 3.3 **Membership Dues and Fees** Membership status shall not be changed unless the member has failed to pay dues in accordance with rules and regulations established by the Board of Directors, or unless the member has been suspended or expelled in accordance with rules and regulations established by the Board of Directors. The Board of Directors shall fix the amount of membership dues and/or assessments for all classes of membership.
- 3.4 **Disciplinary Action** All members of the ACBL may be suspended, expelled or otherwise disciplined in accordance with rules and regulations established by the Board of Directors.
- 3.5 **Arbitration** All members of the ACBL shall be subject to binding and compulsory arbitration in cases and controversies involving the ACBL.
- 3.6 **No Ownership** The Members of the ACBL shall have no ownership rights in the assets of the Corporation, but may receive the right to enjoy the benefits of the ACBL so long as they comply with such Membership rules and regulations as may be established by the Board of Directors. A member's rights may not be transferred.
- 3.7 **Fees** No part of the membership dues or fees shall be refunded by reason of death, resignation, suspension, or any change of membership status.

ARTICLE IV

MEMBERSHIP MEETINGS

- 4.1. **Time and Place** An annual membership meeting shall be held during and at the location of the Summer North American Bridge Championships. Notice of the date, time, place and agenda of the meeting shall be published in the official publication of the ACBL not less than thirty (30) days nor more than sixty (60) days prior to the meeting.

- 4.2 **Special Meetings** Special membership meetings may be called by (i) the President, (ii) the Board of Directors, or (iii) upon the written request of no fewer than one (1) percent of all members of the ACBL. Written notice calling for a special membership meeting shall specify a date not less than two (2) months, nor more than three (3) months, from the date of such written notice. At least thirty (30) days prior to the special meeting, notice of the date, time, place, and agenda of a special meeting shall be provided to the membership by publication in the official publication of the ACBL or by mail. Business transacted at a special meeting shall be confined to the agenda furnished with the meeting notice. Special meetings shall take place at the location at which the North American Bridge Championships are held, or other site as determined by the Executive Committee of the Board of Directors.
- 4.3 **Quorum** A quorum at any meeting shall consist of the lesser of (i) at least two hundred and fifty (250) members representing a majority of Districts provided that no one District shall comprise more than twenty percent (20%) of the required minimum of two hundred and fifty (250) members, or (ii) members entitled to cast one-tenth (1/10) of the total number of votes entitled to be cast at said meeting.
- 4.4 **Record** At all meetings of the members, each member of record shall be entitled to one (1) vote. A “member of record” is a person who is a member in good standing of the ACBL as of the 15th day of the month preceding the meeting. No proxy voting shall be permitted.
- 4.5 **Voting** The act of a majority of members voting at a duly called meeting of the voting members at which a quorum is present shall be the act of the voting membership, unless the question or issue upon which the members are voting is one which, by express provision of law, the ACBL’s Certificate of Incorporation or these Bylaws, a different vote is required, in which case such express provision shall govern and control the decision of such question or issue.

ARTICLE V

BOARD OF GOVERNORS

- 5.1 **Purposes** The purposes of the Board of Governors are:
- 5.1.1 To serve as a liaison between the membership and the Board of Directors.
 - 5.1.2 To act as a forum for the expression of membership opinion.
 - 5.1.3 To act as a forum to identify issues and concerns in regard to bridge and ACBL management matters.
 - 5.1.4 To improve communication and coordination among the various Districts, Units, and the Board of Directors.
 - 5.1.5 To ratify decisions of the Board of Directors as specified elsewhere in these bylaws.
- 5.2 **Duties** In furtherance of these purposes, the duties of the Board of Governors are:
- 5.2.1 To review the resolutions voted on by the Board of Directors.
 - 5.2.2 To forward selected resolutions decided by the Board of Directors back to that body for reconsideration.
 - 5.2.3 To propose new or revised resolutions for consideration by the Board of Directors; and receive reports from the Board of Directors on the status of such resolutions.
 - 5.2.4 To initiate or ratify Bylaw amendments as specified in Article X.
 - 5.2.5 To ratify proposed changes in the Districting of the ACBL.
 - 5.2.6 To recognize new ACBL Life Masters.
 - 5.2.7 To perform other duties as may be specified elsewhere in these Bylaws or as may be assigned by the Board of Directors.
- 5.3 **Categories of Membership** The following are members of the Board of Governors:
- 5.3.1 Three (3) Representatives from each District who shall be elected pursuant to Article IX of these Bylaws. The Representatives shall have a term of office of three (3) years. The term shall commence one (1) year after the start of the term of office of the First and Second Alternate Directors of their District.

- 5.3.2 First Alternate Director and Second Alternate Director of each District; who shall be elected pursuant to Article IX of these Bylaws.
- 5.3.3 All past presidents of the ACBL and all chairmen, past and current, of the Board of Governors, who are not concurrently serving on the Board of Directors. These members shall be referred to as members-at-large.
- 5.4 **Voting Privileges** Each Board of Governors member shall have one vote except that no person shall be a voting member of the Board of Governors while serving as a voting member of the Board of Directors.
- 5.5 **Qualifications** Each nominee for election to the Board of Governors:
- 5.5.1 Shall maintain residence within the geographical boundaries of the District from which he would be elected.
- 5.5.2 Shall be a member in good standing of the ACBL.
- 5.6 **Attendance at Meetings**
- 5.6.1 Any Representative who does not attend at least one (1) regular meeting in any calendar year, either in person or by personally appointed proxy, shall be automatically deemed to have vacated the position of Representative. This provision does not apply to First Alternate Director, Second Alternate Director, or Member-at-Large.
- 5.6.2 Any First Alternate Director or Second Alternate Director, who does not attend at least one (1) regular meeting in any calendar year either in person or by personally appointed proxy, shall lose his voting privileges until such privileges are reinstated by the Board of Governors.
- 5.6.3 Vacancies on the Board of Governors shall exist (a) on the death or resignation of any Representative, First Alternate Director or Second Alternate Director (b) automatically upon the loss of the status of "ACBL Member in Good Standing" by any Representative, First Alternate Director, Second Alternate Director, or Member-at-Large, or (c) on the failure by a Representative, First Alternate Director or Second Alternate Director to maintain residence within the geographical boundaries of his District.
- 5.6.4 A vacancy in the position of Representative shall be filled by the appropriate District Organization in accordance with its rules and regulations within sixty (60) days of the occurrence of the vacancy. Should the vacancy not be filled within the required time frame, the Chairman of the Board of Governors shall appoint a member of that District to fill the position for the unexpired remainder of the term until the District organization fills the position or until the end of the unexpired term, whichever comes first.
- 5.6.5 A vacancy in the position of First Alternate Director or Second Alternate Director shall be filled as specified in Article VI of these Bylaws.
- 5.7. **Officer Elections**
- 5.7.1 At its Fall meeting in even-numbered years, the Board of Governors shall elect one of its members to the position of Chairman and one of its members to the position of Vice-Chairman, both of whom shall serve a term of two (2) years. The Chairman may serve a maximum of two (2) consecutive two-year terms. Any term greater than one year shall be deemed to be a two-year term for the purposes of eligibility for re-election. The term of office shall begin on January 1 of the year following the election.
- 5.7.2 A vacancy in the office of Chairman shall be filled by the Vice-Chairman for the unexpired remainder of the term. A new Vice-Chairman shall be elected at the next regular meeting of the Board of Governors for the unexpired remainder of his term. If a vacancy occurs in any office other than Chairman, it shall be filled for the remainder of the term by the Board of Governors at its next regular meeting provided that 30 days notice of the election is sent to each member.

5.7.3 The Chairman shall attend all regular and special meetings of the ACBL Board of Directors with voice but without vote and with the same compensation and reimbursement of expenses as a Director. In the absence of the Chairman, the Vice-Chairman shall act on the Chairman's behalf in representing the Board of Governors and shall be entitled to the same rights and privileges as the Chairman.

5.8 **Meetings**

5.8.1 The Board of Governors shall hold regular meetings in conjunction with the North American Bridge Championships. Notice of regular meetings shall be given by ACBL headquarters to members of the Board of Governors at least thirty (30) days prior to the meeting.

5.8.2 A quorum at a meeting of the Board of Governors shall consist of forty (40) voting members of the Board of Governors representing a majority of ACBL Districts either in person or by proxy delegate.

5.8.3. Proxy delegate voting shall be allowed subject to the limitation that no member of the Board of Directors may act as proxy at any Board of Governors meeting. A Representative, First Alternate Director or Second Alternate Director may appoint any other ACBL member in good standing from his District other than another voting member of the Board of Governors to serve as his proxy at any meeting. A Member-at-Large may appoint any other ACBL member in good standing other than another voting member of the Board of Governors to serve as his proxy at any meeting. A person shall be allowed only one vote whether by right or as a proxy delegate. Absentee ballots are not permitted.

ARTICLE VI

ACBL BOARD OF DIRECTORS

6.1. **Authority** There shall be a Board of Directors of the ACBL that shall supervise and regulate the business, property and affairs of the ACBL, except as otherwise expressly provided by law, the Certificate of Incorporation or these Bylaws. The Board shall dedicate the organization's resources to its purposes as set forth in Article I.. The Board shall employ a Chief Executive Officer to manage and conduct ACBL business in accordance with policies and rules and regulations established by the Board of Directors.

6.2 **Composition** The Board of Directors shall be composed of one (1) member from each District of the ACBL. There shall be only one (1) vote per District which shall be cast by the District Director, or in his absence, by the First Alternate Director, or in his absence, by the Second Alternate Director.

6.3 **Election** A Director shall be elected for a term of three (3) years or until a successor is elected. As a result of redistricting, the ACBL Board of Directors may establish special election conditions in any District or Districts affected by the redistricting. No decrease in the number of Districts shall shorten the term of an incumbent director.

6.3.1 Elections shall be held according to Article IX of these Bylaws.

6.3.2 The term of office shall commence January 1 of the year following the election.

6.4 **Vacancy** A vacancy in the office of District Director shall be filled by the First Alternate Director for the unexpired remainder of the term of the District Director. A vacancy in the office of First Alternate Director shall be filled by the Second Alternate Director for the remainder of the term of First Alternate Director. A vacancy in the office of Second Alternate Director shall be filled in accordance with rules and regulations established by the affected District Organization.

6.5 **Resignation** A Director may resign at any time by delivering written notice to the Board of Directors or to the President. Such resignation shall take effect upon receipt if no resignation date is specified or at a

later date specified therein. Receipt of the resignation shall be acknowledged, however, the acceptance of such resignation shall not be necessary to make it effective.

6.6 **Removal** A member of the Board of Directors may be removed at any time.

6.6.1 **Call for Removal of a District Director:**

6.6.1.1 The call for removal without cause of a District Director can be made by: (i) a majority vote of the District Board; (ii) a majority vote of a majority of the Unit Boards; or (iii) twenty (20) % of the District members by petition.

6.6.1.2 The call for removal for cause of a District Director can be made by five (5) District Directors. Cause shall include but is not limited to: (i) missing three (3) or more Board of Directors meetings in one term; (ii) failing to maintain residence eligibility; or (iii) conduct unbecoming a Board member which prejudices the

purposes of the ACBL.

Removal of a District Director:

6.6.2.1 Removal without cause of a District Director shall be voted on by the Unit Board members of that District. It shall require a three-quarters (3/4) vote of the Unit Board members voting as per Article IX.

6.6.2.2 Removal for cause of a District Director shall require three-quarters (3/4) vote of the Board of Director members present and voting at a duly called meeting. At least thirty (30) and no more than ninety (90) days written notice of such meeting shall be given to the full Board and the Director subject to removal.

6.6.2.3 The Director subject to removal may not vote on the question of his removal.

Board of Director Meetings

6.7.1 The Board of Directors shall hold regular meetings each year in accordance with rules and regulations established by the Board of Directors. Notice of regular meetings shall be given by Management to members of the Board of Directors at least thirty (30) days prior to the meeting.

6.7.2 Special meetings may be called by the President of the Board of Directors and must be called upon the written request of a majority of the members of the Board of Directors. Notice of the date, time, place, and agenda of special meetings shall be given to each Director at least ten (10) days prior to the meeting. Business transacted at special meetings shall be confined to the agenda furnished with the meeting notice.

6.7.3 A quorum at meetings of the Board of Directors shall consist of a majority of the members.

ARTICLE VII

OFFICERS OF THE ACBL

ACBL Officers of the Board of Directors

7.1.1 **President** The Board of Directors shall elect from among its members a President of the ACBL to serve for the following calendar year or until a successor is elected. The President may complete his term of office if he is not reelected to the Board of Directors. The President shall be entitled to vote provided the President is a Director.

7.1.2 **Chairman** The Chairman of the Board of Directors shall be the immediate past President of the ACBL. The Chairman shall serve for a period of one (1) year beginning at the expiration of the term of office as President or until his successor shall take office. The Chairman may complete his term of office if he is not reelected to the Board of Directors. The Chairman shall be entitled to vote provided the Chairman is an elected Director.

- 7.1.3 **Treasurer** The Board of Directors shall elect a Treasurer from its members to serve for one year beginning on May 1 following the election, or until a successor is elected. The Treasurer may complete his term of office if he is not reelected to the Board of Directors.
- 7.1.4 **Removal** Any officer elected or appointed by the Board of Directors may be removed from office with a two-thirds (2/3) vote of the Board of Directors whenever, in its judgment, the best interest of ACBL would be served thereby.
- 7.1.5 **Vacancy** A vacancy in the office of President or Treasurer because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of such Officer's term from among the members of the Board of Directors in accordance with regulations of the Board of Directors.

7.2 **Duties of the ACBL Officers**

- 7.2.1 **President** The President shall:
 - 7.2.1.1 Preside at membership meetings and at meetings of the Board of Directors.
 - 7.2.1.2 Appoint members to all standing, permanent and special committees.
 - 7.2.1.3 Be a member of all standing, permanent and special committees except Appeals and Charges and Audit committees.
 - 7.2.1.4 Chair the Executive Committee.
 - 7.2.1.5 Present a report at each regular meeting of the Board of Governors.
 - 7.2.1.6 Preside at the annual membership meeting and provide such reports as required.
 - 7.2.1.7 Perform such other duties as may be prescribed by the Board of Directors or which are incidental to the office.
- 7.2.2 **Chairman** The Chairman of the Board of Directors shall:
 - 7.2.2.1 Perform the duties of the President during the absence, incapacity or vacancy of the President.
 - 7.2.2.2 Have such other duties as the Board of Directors or the President may assign.
 - 7.2.2.3 Be a member of all standing, permanent and special committees except Appeals and Charges and Audit committees.
- 7.2.3 **Treasurer** The Treasurer shall:
 - 7.2.3.1 Present a report in writing at each regular meeting of the Board of Governors.
 - 7.2.3.2 Ensure that the annual audited financial statement and the Treasurer's report is provided to the Board of Directors, to the Board of Governors and at the annual membership meeting.
 - 7.2.3.3 Ensure that a summary of the annual audited financial statement and the Treasurer's report is published in the principal publication of the ACBL.
 - 7.2.3.4 Have such other duties as may be assigned to the office by the Board of Directors.

ARTICLE VIII

COMMITTEES OF THE BOARD OF DIRECTORS

8.1 **Executive Committee**

- 8.1.1 The function of the Executive Committee is to act on behalf of the Board of Directors between Board meetings to the extent allowable by law.
- 8.1.2 The Executive Committee shall be composed of:
 - 8.1.2.1 The President of the ACBL.
 - 8.1.2.2 The Chairman of the Board of Directors.
 - 8.1.2.3 The Treasurer
 - 8.1.2.3 Three members of the Board of Directors: The ACBL's jurisdiction shall be divided into three zones, to be determined by the Board of Directors. Each zone shall have one representative, to be elected by procedures established by Board of Directors.

- 8.1.3 An Executive Committee meeting may be called by a majority of the Executive Committee or the President.
- 8.1.4 The minutes of the Executive Committee shall be submitted to the Board of Directors within fourteen (14) days of the conclusion of the Executive Committee meeting.
- 8.2 **Other Standing Committees** There shall be the following additional standing committees of the Board of Directors:
- 8.2.1 There shall be a **Finance Committee** whose function is to recommend financial policy and regulation for the ACBL.
- 8.2.2 There shall be an **Audit Committee** whose function is to provide an independent oversight of ACBL financial matters.
- 8.2.3 There shall be an **Appeals and Charges Committee** whose function is to decide matters of discipline brought before it and to recommend disciplinary regulations.
- 8.3 **Additional Committees of the Board of Directors**
- 8.3.1 The Board of Directors, by resolution adopted by a majority of the directors or the President, may designate and appoint one or more committees of the Board, each consisting of two or more directors.
- 8.3.2 Such committees shall have the powers and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board.
- 8.4 **Procedures**
- 8.4.1 All committee member appointments shall be made by the President except that no member of the Finance Committee may be a member of the Audit Committee.
- 8.4.2 Each committee may adopt rules for its meetings which are not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.
- 8.4.3 No committee shall have the authority to amend or repeal the Bylaws, elect or remove any officer or director, adopt a plan of merger, authorize the voluntary dissolution of the ACBL, or to act as prohibited by law.
- 8.5 **Laws Commission** There shall be an ACBL Laws Commission which will prepare the Laws under which both duplicate and rubber bridge games will be governed. These Laws may be reviewed and revised periodically by the Commission. The Commission shall consist of a minimum of nine (9) members and a maximum of (15) members. The members shall be appointed by the President of the ACBL with the approval of the Board of Directors and each shall serve for a five (5) year term.

ARTICLE IX

ELECTION PROCEDURES

- 9.1 **Electors** District Directors, First Alternate Directors, Second Alternate Directors, and Representatives to the Board of Governors shall be elected by the Unit Boards of each District under the authority of the Director of Elections of ACBL.
- 9.2 **Elections** Candidates for District Director, First Alternate Director, Second Alternate Director, and Representatives to the Board of Governors shall submit a written declaration of candidacy to the Director of Elections and shall be elected in accordance with rules and regulations established by the Board of Directors compliant with the following procedures:
- 9.2.1 Each Unit Board of Directors in the District shall be allocated votes as follows:
- 9.2.1.1 The membership of each unit in the District shall be divided by one hundred (100) to determine the number of votes allocated to each unit board (“Unit Voting Power”). The unit membership shall be the number of unit members recorded by the ACBL as enrolled in each unit on a date to be determined in accordance with Election Regulations established by the ACBL Board of Directors.

- 9.2.1.2 Each Unit board member shall be entitled to vote the Unit Voting Power in his unit divided by the number of board members in such unit and voting at the election meeting or by mail (Unit Board Member Voting Power).
- 9.2.1.3 Each candidate shall receive the number of votes cast for such candidate multiplied by the Unit Board Member Voting Power.
- 9.2.2 Voting will be by secret ballot and no proxies will be permitted.
- 9.2.3 A majority of votes cast shall elect District Directors and Alternate District Directors. If no candidate receives a majority vote, there shall be a runoff election in accordance with rules and regulations established by the ACBL Board of Directors and consistent with the procedures established above.
- 9.2.6 A plurality vote shall elect Representatives to the Board of Governors.

ARTICLE X

AMENDMENT OF THE BYLAWS

If Initiated by a Member of the Board of Directors Any member of the Board of Directors may initiate a proposed bylaw amendment.

- 10.1.1 The proposed amendment must be submitted in writing at any regular or special meeting of the Board of Directors.
- 10.1.2 If approved by two-thirds (2/3) of those present and voting, it shall be published in the official publication of the ACBL at least thirty (30) days prior to the second vote by the Board of Directors.
- 10.1.3 At the next regular meeting the proposed amendment shall be adopted by the Board of Directors if it receives a two thirds (2/3) vote of those present and voting; the proposed amendment shall then be submitted to the Board of Governors.
- 10.1.4 If approved by a majority vote of the Board of Governors at a meeting at which, according to their rules, a quorum is present, the proposed amendment shall be adopted and become part of the bylaws. If an amendment is not approved by a majority vote of the Board of Governors, the Board of Directors may submit the proposed amendment to all ACBL District organizations for approval instead. If approved by three-fourths (3/4) of the ACBL District organizations within one year from the date of submission, the proposed amendment shall be adopted and become part of the bylaws.

If Initiated by a Member of the Board of Governors Any member of the Board of Governors may initiate a proposed Bylaw amendment.

- 10.2.1 The proposed amendment must be submitted in writing at any regular or special meeting of the Board of Governors.
- 10.2.2 If approved by two-thirds (2/3) of those present and voting, it shall be published in the official publication of the ACBL at least thirty (30) days prior to the second vote by the Board of Governors.
- 10.2.3 At the next regular meeting the proposed amendment shall be adopted by the Board of Governors if it receives a two-thirds (2/3) vote of those present and voting, the proposed amendment shall then be submitted to the Board of Directors.
- 10.2.4 If approved by a majority vote of the Board of Directors, present and voting, the proposed amendment shall be adopted and become part of the bylaws. If an amendment is not approved by a majority vote of the Board of Directors, the Board of Governors may submit the proposed amendment to all ACBL District organizations for approval instead. If approved by three-fourths (3/4) of the ACBL District organizations within one year from the date of submission, the proposed amendment shall be adopted and become part of the bylaws.

10.3 **If Initiated by a Member of ACBL** A members of the ACBL may initiate a proposed Bylaw amendment.

- 10.3.1 The proposed amendment shall be submitted in petition form, signed by at least fifty (50) members representing a majority of the Districts.
- 10.3.2 The exact wording of the proposed amendment must be printed at the top of each page of signatories.
- 10.3.3 There shall be the following columns for signatories: signatory's name printed legibly or typed, signature, District and Unit number, and ACBL member number of the signatory.
- 10.3.4 The petition shall be submitted to the Board of Directors and Board of Governors for review and recommendations.
- 10.3.5 The proposed amendment shall be submitted to the membership for approval at the next annual members meeting. The proposed amendment and recommendations of the Board of Directors and of the Board of Governors shall be included in the agenda for the meeting, and shall also be printed in the official publication of the ACBL at least thirty (30) but no more than sixty (60) days before the annual members meeting. If approved by at least two-thirds (2/3) of the members present and voting, the amendment shall be published in the official publication of the ACBL at least thirty (30) but no more than sixty (60) days prior to the second vote at the next annual members meeting. If approved by at least two-thirds (2/3) of the members present and voting, the amendment shall be adopted and become part of the Bylaws. If there is not a quorum at an annual meeting at which the amendment is to be considered, no further action shall be taken on the proposed amendment.

ARTICLE XI

MISCELLANEOUS

- 11.1 **Indemnity**
 - 11.1.1 To the fullest extent permitted by law, the ACBL shall indemnify its directors, officers and employees, including persons formerly occupying any such positions as authorized by New York State Consolidated Laws.
 - 11.1.2 On written request to the Board of Directors by any person seeking indemnification, the Board of Directors shall promptly determine whether the indemnification is authorized under New York State Consolidated Laws and if so the Board shall authorize indemnification.
 - 11.1.3 A person may seek advance indemnification so long as they certify that such advance shall be repaid if it is ultimately determined that the person is not entitled to be indemnified by the ACBL for these expenses.
- 11.2 **Publication** The official publication of the ACBL shall be designated by the Board of Directors and shall be published by ACBL Management.
- 11.3 **Inoperative Portion** If any portion of these Bylaws shall be invalid or inoperative, then, to the extent reasonable and possible, the remainder shall be valid and operative, and effect shall be given to the intent that the portion held invalid or inoperative manifests.
- 11.4 **Interpretation** Whenever the context indicates, the masculine gender shall encompass the feminine and neuter, and the singular shall encompass the plural, or vice versa. The headings are solely for organization, convenience, and clarity. They do not define, limit or describe the scope of these bylaws or the intent in any of the provisions.
- 11.5 **Books and Records** The corporation shall keep correct and complete books and records of accounts, and shall keep minutes of all proceedings of its Board of Directors, committees and its members. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time in accordance with New York Law.

CERTIFICATION OF THE BOARD OF DIRECTORS

The undersigned hereby certifies (i) I am the _____ of the American Contract Bridge League, a 501(c)(4) nonprofit corporation, (ii) the above Bylaws are a true, correct and complete copy of bylaws adopted at a duly held meeting of the _____ (membership) on the ___ day of _____, 200__, and in accordance with the laws of the State of New York, and (iii) the Resolutions are in full force and effect on the Effective Date hereof and have not been amended on or subsequent to the Effective Date.

IN WITNESS WHEREOF, I have hereunto executed this Certificate in my official capacity on ___ day of _____, 200_.

By: _____

AMERICAN CONTRACT BRIDGE LEAGUE

HALL OF FAME

OPERATING PROCEDURES

IN EFFECT FOR ELECTION YEAR 2006

TABLE OF CONTENTS

1. Powers and Purpose 15

2. Committee Composition and Appointment..... 15

3. Committee Records 17

4. Nomination Criteria, Rules and Procedures 17

5. Election Procedures 19

6. Timeline 20

7. Committee Operating Procedures 24

8. The Hall of Fame Banquet 25

APPENDIX I HALL of FAME PERFORMANCE CRITERIA.....27 - 10

APPENDIX II HALL OF FAME ELECTORS 11 - 12

This document incorporates changes from 051 & 052 ACBL Board of Director Meetings

Hall of Fame Operating Procedures

1. Powers and Purpose

The ACBL Hall of Fame Committee (HoFC) is charged with the oversight of the Hall of Fame program, selection of the recipients of the Blackwood and von Zedtwitz Awards, and nomination of members in the Open category. It shall have responsibility for setting criteria for selecting nominees, establishing nomination and election procedures, overseeing the induction ceremonies at the Hall of Fame Banquet, in addition to providing input to ACBL Management on the Hall of Fame Gallery at ACBL Headquarters and Hall of Fame Online.

The HoFC shall report to the ACBL Board of Directors (the Board) prior to the institution of a major change in any of the above areas, and shall generally keep the Board informed on all matters concerning the Hall of Fame. The Board shall have ultimate approval on all matters except choosing nominees to be placed on the Hall of Fame ballot or choosing recipients of the Blackwood or the von Zedtwitz Awards.

2. Committee Composition and Appointment

The ACBL President and HoFC chair shall endeavor to employ a balanced approach to composing the Hall of Fame Committee, taking into account variations in age, gender and area of residency. At least one member of the HoFC should be from Canada, Mexico or Bermuda. However, suitable committee candidates should not be eliminated from consideration as a result of the desire for a balanced committee.

The HoFC will have staggered three-year terms. In addition to its nine voting members, the ACBL President and CEO shall be permanent non-voting members of the Hall of Fame Committee.

A member of the HoFC must be an ACBL member who has been actively involved in bridge tournament activities (either as a player, in an administrative capacity, or as a member of the press) for at least 20 years and is familiar with the activities of possible nominees.

A HoFC member or chair may not serve more than two full terms. A retired HoFC member or chair may be re-appointed as a committee member or committee chair after a one-year (1) hiatus. A chair must have at least one year of previous service on the committee.

The three-year term of appointed members shall begin at the conclusion of the Spring NABC at which they were appointed and end at the conclusion of the Spring NABC three years later.

There shall be a Veteran's Committee, which is a subcommittee of the Hall of Fame Committee. It shall be composed of players, journalists and/or administrators with extensive knowledge of bridge history and the expert game. The Veteran's Committee

shall be chaired by a HoFC member and have other members, who may or may not be HoFC members. All appointments to the Veterans Committee are made by the Hall of Fame Committee.

The HoFC shall recommend possible HoFC members and a chair to the ACBL President prior to the Spring NABC.

3. Committee Records

ACBL Management will maintain a HoFC Document Archive that includes:

- a. Form letter to Open nominees
- b. Ballot template
- c. Performance chart template
- d. Bio criteria
- e. Cover letter to the electors
- f. List of previous inductees into the Hall of Fame
- g. Form letter to recipients of the Blackwood and von Zedtwitz Awards
- h. Post election form letter to winners and losers
- i. Minutes of previous meetings
- j. Banquet Committee chair checklist
- k. HoFC contact list which shows appointment terms

The HoFC may amend the form or content of the above documents.

New committee members shall receive a copy of the operating procedures and the above documents (last two years of minutes).

4. Nomination Criteria, Rules and Procedures

Nomination Criteria

The ACBL Hall of Fame Award, in any category, shall be given to distinguished individuals who are held in high regard for their ethics, deportment and sportsmanship, while residing in the territory administered by the American Contract Bridge League.

The ACBL Hall of Fame Open Award shall be given annually to living individuals who have achieved prominence in the game of bridge and have an outstanding tournament record. They shall be elected by electors, as described in Section 5 of these operating procedures.

The ACBL Hall of Fame von Zedtwitz Award shall be given to living or deceased individual(s) who have achieved prominence in the game of bridge and have an outstanding tournament record but who may not have been in the limelight for a significant period of time. A deceased person must be deceased for three years before becoming eligible for selection, but this rule may be waived if at least six HoFC members vote to do so. Each year, as many as two (2) recipients may be selected by the HoFC whenever deemed appropriate.

The Veteran's Committee recommends nominees for the von Zedtwitz Award. A von Zedtwitz selection will often be a person who was a nominee for the Hall of Fame for several years. It may also be a person whose identity has come to light through the Veterans Committee.

The ACBL Hall of Fame Blackwood Award shall be given to individuals who have

contributed greatly to the game of bridge without *necessarily* being world class players. Each year, up to one (1) recipient may be selected by the HoFC, whenever deemed appropriate.

In either the von Zedtwitz or Blackwood category, in a year where the HoFC believes that an additional award is clearly warranted, the Board may, upon receiving appropriate rationale from the HoFC in advance, vote to approve an additional award for that year.

Nominees in the Open category must have attained the age of 60 by January 1st of the year of the induction ceremony.

The primary basis for consideration in the Open and von Zedtwitz categories is the player's North American and international record and achievements as a member and representative of the ACBL.

An individual's personal history, whether good or bad, should be considered in nominating candidates or selecting recipients.

A proposed nominee's ACBL disciplinary record may be reviewed as part of the process of determining whether that person meets the criteria to be nominated for admission into the Hall of Fame. Upon request, the committee will be provided with information as authorized by (ACBL) Board Resolution 033-02 as amended.

Individuals shall give their consent for nomination in the Open category, selection for the von Zedtwitz or Blackwood Awards. The HoFC will not replace an individual who has declined nomination in the Open category, but may replace an individual who has declined to receive the von Zedtwitz or Blackwood Award.

Admission to the ACBL Hall of Fame may occur in one of the following ways:

- a. Election as a member in the Open category by the electors
- b. Selection for the Blackwood Award by the ACBL Hall of Fame Committee
- c. Selection for the von Zedtwitz Award by the ACBL Hall of Fame Committee

Nomination Rules and Procedures

ACBL members may suggest names to be nominated in the Open, von Zedtwitz and Blackwood categories.

HoFC members shall not be nominated or considered for nomination for the Hall of Fame while serving on the Hall of Fame Committee.

The HoFC shall determine the number of nominees in the Open category. There shall not be more than 15 nominees in the Open category. The voting will be conducted on a straight voting method.

In the Open category, the HoFC will abide by the following voting procedures, starting with the list of proposed nominees agreed to before the fall meeting:

- a. The committee discusses each proposed candidate.
- b. All voting HoFC members rank proposed candidates from one (best) to #x (worst).
- c. Votes are tabulated and those with the lowest totals are nominated. The committee determines the number of candidates that will appear on the ballot, based on any gaps in the voting totals.

In the Open category, a nominee receiving less than 10% of the electors' vote for three consecutive years shall not be nominated for the next three years.

In the Blackwood and von Zedtwitz categories, there will be two votes, starting with the list of potential candidates agreed to before the fall meeting:

- a. The committee discusses each proposed nominee.
- b. The committee votes, using the ranking procedure above.
- c. The committee eliminates all but the two to four best nominees (based on any gaps in the voting totals and the original number of nominees being considered).
- d. The committee re-votes, using the ranking procedures above. The nominee with the lowest total is the recipient of the award.

Blackwood Award and von Zedtwitz Award winners are full-fledged Hall of Fame members.

Details of Nomination Procedures are incorporated into the Timeline.

5. Election Procedures

A. Electors for the Hall of Fame

The Electors for the Hall of Fame shall be determined as defined in Appendix II.

Electors must be members in good standing and permanent residents of Bermuda, Canada, Mexico, United States, or any territories. Life Members must have paid their service fees.

B. Voting for Nominees

ACBL Management shall send the electors a ballot package which shall include a cover letter, instructions on how to vote, a ballot, an up-to-date biography for each nominee, a list of Hall of Fame members, and a performance chart showing the North American and international performance history of each nominee. See Appendix I.

The maximum number of votes an elector may cast depends on the number of candidates. The electors shall vote for a maximum of two (2) if there are 5 or 6 nominees, three (3) if there are 7, 8 or 9 nominees, four (4) if there are 10, 11 or 12 nominees, and five (5) if there are 13, 14, or 15 nominees.

C. Election Procedures

Voting will be conducted on a straight voting method, i.e., no weighting. A 50% minimum percentage of ballots cast will be required for a candidate to be elected.

D. Campaigning

Campaign advertisements in the *ACBL Bridge Bulletin*, *The NABC Daily Bulletin* or other ACBL media will not be accepted for publication.

Candidates may mention they have been selected as a Hall of Fame candidate when being interviewed for a publication.

The ACBL will not provide names or mailing lists for use by candidates.

It is not permissible to distribute campaign flyers at ACBL tournaments.

6. Timeline

The HoFC shall meet at every NABC, and otherwise as needed.

JULY/AUGUST

Suggested nominees from ACBL members shall be received from July 1st to September 30th each year. Notices asking for suggestions shall appear in the July and September *ACBL Bridge Bulletins*, in the Summer *NABC Daily Bulletin*, and on the ACBL web site. An ACBL member making a suggestion shall address his suggestion to the ACBL staff person assigned to the HoFC and shall include his player number.

The ACBL Hall of Fame Banquet shall be at the Summer North American Bridge Championships. (See Hall of Fame Banquet)

Summer Hall of Fame Committee Meeting – Proposing Nominees and Recipients.

The HoFC welcomes and orients new members. The committee begins its formal work by making a list of proposed candidates in the Open and von Zedtwitz categories, reserving Blackwood Award nominees as a separate group (as per the special criteria for their selection).

ACBL Management presents a proposed budget for the Hall of Fame Banquet for the following year to the HoFC. The committee reviews the proposed budget and makes recommendations to Management on any modifications.

After the Summer NABC, ACBL Management provides the HoFC with information packages on previously proposed names to assist the committee in the nominating process. ACBL Management shall also provide information packages on potential nominees turning 60 in the current year. Information provided shall include biographies of players from the *Official Encyclopedia of Bridge* (or previous Hall of Fame elections) and players' performance charts as described in Appendix I. The performance chart shall be prepared based upon a comparison of the player's biography in the encyclopedia and the player's tournament record as shown through a search of the ACBL Hall of Fame NABC data base. Any discrepancies between the performance records and the encyclopedia shall be identified and resolved. A subcommittee may be created to review performance charts and biographies.

The Veterans Committee presents its report to the Hall of Fame Committee.

SEPTEMBER /OCTOBER

ACBL Management provides the HoFC with a list and biographies of suggested nominee names and/or supporting letters regarding nominees submitted by ACBL members during the nomination period. ACBL staff provides information on suggested nominees where requested by the chair.

The list compiled at the Summer HoFC meeting is fine-tuned by the committee by conference call. Names suggested by ACBL members are discussed and considered for addition to the list.

The HoFC Chair presents a report on the review of proposed nominees' disciplinary files.

NOVEMBER

Fall Hall of Fame Committee Meeting – Nomination and Selection.

At this meeting, the HoFC members finalize the nominees in the three categories: Blackwood, von Zedtwitz and Open, and select the von Zedtwitz and Blackwood Award recipients. Living nominees not selected for the von Zedtwitz or Blackwood awards may be considered for the Open category.

Committee members unable attend the Fall HoFC Meeting in person or telephonically may vote in advance based on this list. However, it is preferred that members not in attendance participate by telephone, and vote after full discussion of proposed nominees.

There shall be no proxy voting.

Those selected for the Blackwood and von Zedtwitz Awards shall be notified without delay, after which the *NABC Daily Bulletin* shall publish an article announcing the recipients.

An Election Package Subcommittee consisting of at least two members of the HoFC and/or consultant(s) chosen by the committee shall review the entire election package for accuracy and completeness, giving final approval to ACBL Management for mailing. The election package shall consist of a cover letter, list of current Hall of Fame members, candidates' biographies, performance chart, ballot, and return envelope to the Director of Elections.

ACBL Management presents a plan for promoting the banquet for comment by the committee.

DECEMBER

ACBL staff finalizes the masterpoints and rankings using the ACBL's December cycle run and adds Fall NABC tournament accomplishments to biographies and the performance chart.

ACBL Management mails each Open category nominee their updated encyclopedia biography and performance record for review and editing on or about December 10th. The nominee shall edit/approve the biography and return it to the ACBL no later than January 1. ACBL staff contacts nominees who have not returned the biography and/or approval to appear on the ballot.

JANUARY

Between January 1 and January 7th, the Election Package Subcommittee reviews revisions made by nominees, verifies their accuracy, and decides what new material is worthy of inclusion in the biographies. Once the subcommittee review has been concluded, ACBL staff prepares the election packages. The HoFC Chair receives a fax copy of the election package to be printed and approves the mailing. ACBL staff mails the packages on or about January 10th and specifies the return date deadline, which should be approximately 4 weeks after the mailing date.

FEBRUARY

The election period runs from the election package mailing date, to the day when the Director of Elections begins tabulation of the ballots which shall be approximately 10 days after the deadline specified in the election package. Postmarking of the return ballot is irrelevant.

Ballots will be processed and counted by at least two independent parties (of whom, one will often be the ACBL Director of Elections). If a vote is close and the two counts don't agree, the ballots shall be recounted.

The Director of Elections shall notify the HoFC Chair of the results of the election. Either the HoFC Chair, the Director of Elections, or ACBL Management shall then notify all nominees, both winners and losers. Winners shall be called; losers may be notified by mail or e-mail. Once best efforts have been made to contact all nominees, the HoFC shall be notified and the ACBL web site shall post the new Hall of Fame inductees.

ACBL Management will order portraits of those entering the ACBL Hall of Fame.

MARCH

The Spring *NABC Daily Bulletin* publishes the names of those entering the Hall of Fame in all three categories.

The ACBL Board approves new members to the Hall of Fame Committee.

Spring Hall of Fame Committee Meeting – Post Mortem and Polishing.

Newly appointed members whose terms begin after the Spring NABC may be invited to audit this meeting.

Between the fall and summer meetings, the HoFC reviews all its activities, rules, and procedures with a view toward making them better. Particular attention should be paid to previous problem areas:

- Ballot package accuracy and content,
- Completing committee and staff tasks in accordance with the timeline,
- Monitoring voting patterns and suggesting changes to the operating procedures when necessary.

The HoFC appoints new Veteran's Committee members if necessary.

APRIL/MAY

New members are provided with a copy of the Hall of Fame Operating Procedures, the most recent election package and papers from the Hall of Fame document archive.

The *ACBL Bridge Bulletin* features an article recognizing the newly elected members to the ACBL Hall of Fame.

Veterans Committee members circulate names of possible recommendations for the von Zedtwitz Award. Management provides biographies and performance charts on them from previous HoFC documents or if unavailable, from the encyclopedia.

JUNE

The Veterans Committee meets via conference call to prepare a short list of possible nominees for presentation at the Summer NABC. The Veterans Committee chair provides a written report on its recommendations to the Hall of Fame Committee.

7. Committee Operating Procedures

Subcommittees

The chair of the HoFC may appoint subcommittees consisting of HoFC members and non-committee members. Subcommittees are advisory only, and shall report directly to the HoFC as a whole, which may approve, amend or reject the report of the subcommittee.

Meetings

The HoFC shall meet at each NABC.

Agenda

The chair shall prepare and distribute an agenda prior to each meeting.

Minutes

Minutes of meetings shall be taken. After each meeting, draft minutes shall be presented to the HoFC members for additions and corrections. Minutes are presented for approval at the next regular meeting of the committee.

Quorum

A quorum shall consist of 50% or more of the members of the Hall of Fame Committee, including its chair. If less than a quorum is present, motions may be discussed but not voted upon. A committee member connected by telephone shall be considered present for a quorum.

Voting

A majority of the votes cast is necessary for passage of any motion, subject to quorum rules. Thus, if nine members serve on the Hall of Fame Committee, five are present, two abstain, and the other three vote, two to one in favor, the motion carries. Absentee voting and voting by conference call is permitted. Proxy voting is not permitted.

Attendance

Regular attendance is important to contributing to HoFC decisions and making a quorum. The chair may ask that a committee member resign if such member has not participated in committee functions, or has a poor attendance record. The ACBL Board *may* remove and/or replace committee members for any reason. Committee members shall make every

effort to attend the meetings at NABCs.

Vacancy

If for any reason a vacancy occurs on the Hall of Fame Committee, the chair may replace the former member for the balance of the former member's term, subject to the ACBL President's approval with due consideration of the guidelines in Section 2.

8. The Hall of Fame Banquet

The Banquet:

A black tie optional banquet for inducting new members into the ACBL Hall of Fame will be held at the Summer NABC. The primary focus of the banquet will be the Hall of Fame inductees.

The Hall of Fame Banquet Committee and Chair:

The Chairman of the HoFC will appoint a Banquet Chair from among the members of the Hall of Fame Committee. In the absence of a committee member to perform the duties involved, the HoFC Chair will appoint a Banquet Chair that will best serve the event. The Banquet Chair will select members of the Banquet Committee from within and outside the membership of the Hall of Fame Committee, as deemed appropriate. The Banquet Committee will assist the ACBL Hall of Fame staff person with the coordination, promotion, planning and conduct of the banquet.

Master of Ceremonies and Presenters:

The HoFC Chair and the ACBL CEO, or his designated representative will select the Master of Ceremonies. Presenters of living inductees will be selected by the inductee, subject to the approval of the HoFC chair. Presenters of deceased inductees will be selected by the Hall of Fame Chair, or his designated representative, after input from the inductee's family.

Invitations:

All ACBL members and guests will be invited to the Hall of Fame Banquet.

Cost of Banquet:

A proposed budget for the Hall of Fame Banquet for the following year will be presented by staff to the HoFC at the summer meeting. The committee will review the proposed budget and will make recommendations to Management on any modifications recommended.

Promotion of Banquet:

Staff will present a plan for promoting the banquet to the HoFC at the fall meeting.

Awards and Recognitions:

A plaque/award will be presented to each inductee or his representative. The official portrait of each inductee will be prominently displayed at the banquet.

Winners of NABC+ events and any ACBL members winning World Championships during the last year will be recognized during the ceremony.

A trophy will be presented to the recipient of the Sidney H. Lazard, Jr. Award for Sportsmanship.

APPENDIX I

EVENTS ON THE HALL of FAME PERFORMANCE CHART

- A. Finishing first or second (including ties) in the ACBL events listed below will be shown on the Hall of Fame Performance Chart.
- B. Finishing first, second or third (including ties) in the WBF events listed below will be shown on the Performance Chart.

ACBL OPEN NABC ++ EVENTS

Vanderbilt Knockout Teams
Spingold Knockout Teams
von Zedtwitz Life Master Pairs
Reisinger B-A-M Teams
Kaplan Blue Ribbon Pairs
Master Individual (1930 – 1960)

ACBL WOMEN'S NABC ++ EVENTS

Machlin Women's Swiss Teams
Wagar Women's KO Teams
Sternberg Women's B-A-M Teams

ACBL OTHER NABC + EVENTS

SPRING

Silodor Open Pairs 1
Wernher Open Pairs 2 (1934 – 2004)
Jacoby Open Swiss Teams
Rockwell Mixed Pairs (1946 - 1985)
Whitehead Women's Pairs
Baldwin North American Pairs

SUMMER

Mixed B-A-M Teams (1929 – 2004)
Grand National Teams

FALL

Nail Life Master Pairs
Smith Life Master Women's Pairs
Mitchell Open B-A-M Teams
Keohane North American Swiss Teams

WBF OPEN TEAM EVENTS

Bermuda Bowl
World Olympiad Open Teams
Rosenblum Teams
World Open Pairs

WBF WOMEN'S EVENTS

McConnell Teams
Venice Cup
World Olympiad Women's Team
World Women's Pairs

WBF OTHER EVENTS

World Transnational Mixed Pairs
World Transnational Mixed Teams
Transnational Open Teams
Mixed Transnational Teams
Senior Bowl

APPENDIX II

HALL OF FAME ELECTORS

The Electors of the ACBL Hall of Fame will be as follows:

- A) All living Hall of Fame Members
- B) Paid-up ACBL Members in good standing, who reside in the U.S., Canada or Mexico, and
 - 1. Have won at least **five (5)** of the ACBL/WBF events shown below:

ACBL ++ EVENTS

Baldwin North American Pairs – Flight A
Silodor Open Pairs
Vanderbilt Knockout Teams
Leventritt Silver Ribbon Pairs
Rockwell Mixed Pairs
Jacoby Open Swiss Teams
Whitehead Women’s Pairs
Machlin Women’s Swiss Teams
Grand National Teams – Championship Flight
von Zedtwitz Life Master Pairs
Spingold Knockout Teams
Wernher Open Pairs
Open Swiss Teams
Wagar Women’s KO Teams
Nail Life Master Open Pairs
Mitchell Open B-A-M Teams
Kaplan Blue Ribbon Pairs
Reisinger B-A-M Teams
Keohane North American Swiss Teams
Smith Life Master Women’s Pairs
Sternberg Women’s B-A-M Teams
Master Individual (1931–60)

WBF EVENTS

Bermuda Bowl
World Olympiad Open Teams
Rosenblum Teams
World Open Pairs
World Mixed Pairs
Senior Bowl
Senior International Cup

Transnational Open Teams
Transnational Mixed Teams
McConnell Teams
Venice Cup
World Olympiad Women's Team
World Women's Pairs

2. Placing 2nd in the following events counts as a win for determining the players that have won five events.

Vanderbilt Knockout Teams
Spingold Knockout Teams
Reisinger B-A-M Teams
Wagar Women's Knockout Teams
Bermuda Bowl
World Olympiad Open Teams
Rosenblum Teams
McConnell Teams
Venice Cup
World Olympiad Women's Teams

C. Up to 10 journalists, to be selected by the International Bridge Press Association (IBPA) Executive Committee.

D. ACBL Grand Life Masters (Life Members must have paid their service fees).

E. World Grand Master

SAMPLE UNIT BYLAWS

The ACBL does not suggest adapting these bylaws for your Unit without first consulting an attorney. Every Unit is different and may have special considerations. These sample bylaws are intended to point out many of the issues that your Unit might want to consider when writing or amending its bylaws.

These sample bylaws are designed for a unit that is incorporated according to the applicable state statute. The ACBL highly recommends, but does not require, units to be incorporated entities.

Units incorporated or based in Canada, Mexico, or Bermuda should be aware that these sample bylaws are designed for Units incorporated or based in the United States.

Updated July, 2006.

Note: When filling in a number it is best to use both the spelled out and numeric form, e.g. “not less than seven (7) nor more than thirty (30) days.

TABLE OF CONTENTS

ARTICLE I	Name; Purposes; Offices
ARTICLE II	American Contract Bridge League
ARTICLE III	Unit Jurisdiction
ARTICLE IV	Membership
ARTICLE V	Membership Meetings
ARTICLE VI	Board of Directors
ARTICLE VII	Officers
ARTICLE VIII	Committees
ARTICLE IX	Amendment of the Bylaws
ARTICLE X	Indemnification
ARTICLE XI	Miscellaneous
ARTICLE XII	Dissolution and Nonprofit Status

<p>COMMENTARY</p> <p>When the bylaws are amended they are not required to be filed with any state agency. However, tax-exempt organizations must file their amended bylaws with the IRS. See IRS Publication 557, <u>Tax-Exempt Status for Your</u></p>	<p>BYLAWS of the (UNIT NAME)UNIT(UNIT #), INC.</p> <p><u>ARTICLE I</u></p> <p>NAME; PURPOSES; OFFICES</p> <p>Section 1.1 <u>Name</u>. The name of this organization shall be the (UNIT</p>
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Organization.

Incorporation is not required to be a unit of the ACBL, but it is highly recommended. Whether or not your unit is incorporated, it should be organized and operated as a nonprofit entity according to the laws of your state, and it should take steps necessary to qualify as exempt from federal income tax.

The purposes are consistent with IRS criteria for recognizing tax-exempt status under section 501(c)4. The purpose statement must not conflict with the purposes stated in your articles of incorporation.

Registered Office/Agent. For most units, the unit secretary will serve as the agent. The registered office can be the home address of the secretary. In most states, the Secretary of State must be notified of a change of registered agent.

NAME) Unit. The (UNIT NAME) Unit is also known as ACBL Unit (UNIT #) (and referred to in these Bylaws as the “Unit”).

Section 1.2 Incorporation. The Unit is incorporated as a nonprofit corporation under the laws of the state of _____ (the “State”) and shall be governed by the nonprofit corporation law of the state (the “Nonprofit Law”).

Section 1.3 Purposes. The purposes for which the Unit is organized are: to foster community welfare in the furtherance of the game of contract bridge in its various forms of competition; to promulgate high standards of conduct and ethics to its members, and to enforce such standards; to provide organized bridge activities and services to satisfy the social, recreational, and competitive needs of the membership and the community; to conduct tournaments and other competitive events as permitted by the American Contract Bridge League; and to conduct such other activities as may be in keeping with its principal objectives.

Section 1.4 Registered Office and Registered Agent. The registered office of the corporation shall be located in the State of _____ a such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law.

ARTICLE II

AMERICAN CONTRACT BRIDGE LEAGUE

The Unit is a separate legal entity that interacts with the American Contract Bridge League (ACBL) through the Unit charter process and exists for the purposes specified in Article I of these Bylaws. As such, the Unit and its members shall be subject to and abide by the Bylaws and regulations of the ACBL as in existence and amended from time to time by ACBL. No rule, regulation or bylaw adopted by the Unit shall be inconsistent with or be in contravention of the rules, regulations and bylaws of the ACBL. The Unit shall conduct its affairs in a manner consistent with the rules, regulations, policies, procedures and bylaws of the ACBL.

ARTICLE III

The ACBL Board of Directors has final and undisputed authority over unit boundaries.

Membership in a unit is dependent upon the regulations established by the ACBL.

Annual Meeting. Some states require an annual meeting of the membership. If your unit “forgets” to hold its meeting, this section protects your unit against involuntary dissolution.

ACBL UNIT JURISDICTION

The geographical area within which this Unit shall have ACBL jurisdiction is such area as is presently or may in the future be assigned to it by the Board of Directors of the ACBL.

ARTICLE IV

MEMBERSHIP

Section 4.1 Members. Any person who is a member of the American Contract Bridge League and resides within the geographical area over which this corporation has jurisdiction shall be a member of the unit. Any person who lives outside the geographical area over which this corporation has jurisdiction may apply for membership in the Unit according to regulations established by the ACBL. Any person who resides within the geographical area of the Unit may apply to become a member of a different Unit according to regulations established by the ACBL.

Section 4.2 Rights and Obligations., In accordance with the procedures established by the ACBL Board of Directors, the members of the Unit shall have voting rights and any other legal rights or privileges in connection with the governance of the Unit. Members of the Unit shall be required to abide by, and to conduct themselves in a manner consistent with, the Bylaws, regulations, policies, code of conduct and ethics standards established by the ACBL.

Section 4.3 Termination of Membership. A member shall remain a member of the Unit unless and until he changes his residence to a place outside the jurisdiction of the Unit, without taking the necessary steps to retain membership in the Unit, per ACBL regulations.

ARTICLE V

MEMBERSHIP MEETINGS

Section 5.1. Annual Meeting. The Annual Meeting of the Unit shall be held at such time and place as may from time to time be fixed by the President [or the Board]. The agenda of the Annual Meeting shall include presentation of annual reports and transaction of such other business as may properly come before the meeting. Failure to hold an annual meeting shall not work a forfeiture or dissolution of the Unit or invalidate any action taken by the Board of Directors or Officers of the Unit.

Notice. Some state laws set out the minimum period of time prior to a meeting that notice must be given. Check the nonprofit statute for your state.

Quorum. Some state laws set forth a minimum percentage of members, such as 10%, that are required for a quorum. The state requirement often may be overwritten if an organization sets a different number or percentage for a quorum in its bylaws.

Proxy Voting. The ACBL regulations stipulate that no proxy voting shall be permitted at membership meetings.

Directors. Some (but not all) states require directors to be at least eighteen years old. ACBL regulations specify only that Unit Board Members and Unit Officers must be “members in good standing.”

Fiduciary Duties. Nonprofit board members operate within a unique

Section 5.2. Special Meetings. Special meetings of the membership of the Unit may be called by the President or by the Board of Directors. A special meeting shall be called by the President on petition by not less than [specify number or percentage] members entitled to vote.

Section 5.3. Place of Meeting. All membership meetings of the Unit shall be held within the geographical limits of the Unit.

Section 5.4. Notice of Meetings. Notice, written, printed or by electronic transmission, stating the place, day and hour of the annual meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ___ no more than ___ days before the date of the meeting, by or at the direction of the President, Secretary or officers or persons calling the meeting, to each member entitled to vote at such meeting.

Section 5.5. Quorum. ___ [or ___ percent of the total voting members in good standing of the Unit shall constitute a quorum at any meeting of the membership.

Section 5.6. Proxy Voting. No proxy voting shall be permitted at membership meetings.

ARTICLE VI

BOARD OF DIRECTORS

Section 6.1. Powers and Duties. The management of all business, property, and interests, and other affairs of the Unit shall be vested in the Board of Directors. Among the powers hereby conferred is the power to impose sanctions upon members in accordance with ACBL rules and regulations, to delegate non-policy making authority to members who are not directors, and, in general, to take such other and further actions as may from time to time be necessary to further and implement the purposes and aims of the Unit as set forth in Article I. [The Board of Directors is the sole judge of its own membership.](#)

Section 6.2. Directors' Fiduciary Duties and Standards of Conduct. Each director is subject to a duty of loyalty to the corporation and a duty of care in the performance of his duties as a director.

legal arena. Under well established principles of nonprofit law, board members must meet certain standards of conduct in carrying out their duties to the organization.

The Board is responsible for knowing and complying with all applicable laws, including, but not limited to, IRS requirements for filing information returns.

No nominating committee is necessary – other units use different models – some units require nominating committee to be non-board members – if you wish to have a nominating committee this is suitable language

Nomination and Election. More planning is required if the unit chooses to vote for directors by mail. Consult your state statute. Tie-breaking procedures may be specified here or by regulation.

Number. Some states require a minimum of three. Most units chose to have more than three. There is generally no upper limit imposed by state law.

Term of office. If you choose to use term limits the following commentary is appropriate: No director may serve more than ___ consecutive terms. Any term of more than ___ year(s) shall be deemed to be a ___ year term for the purpose of eligibility for re-election. Some units establish

Section 6.3. Nomination and Election of Directors. At a time reasonable in advance of each annual meeting of the Unit, the President shall appoint a nominating committee. The nominating committee shall determine and present to the members a list of nominees for election as Directors to fill the positions of those Directors whose terms shall expire at the end of the year. The members shall, by the affirmative vote as required by the provisions of Section 5.5 of these Bylaws, elect the requisite number of Directors from among the list of nominees.

Section 6.4. Number. The Board of Directors shall consist of ___ (___) members. All directors must be members in good standing of the ACB as well as members of the Unit.

Section 6.5. Term of Office. ___ (___) directors shall be elected each year for terms of office of ___ years, the terms to commence January 1 of the year following the election. All Board Members shall hold office until their successors are elected and qualified or until their sooner death, resignation or removal.

staggered terms for directors, to minimize yearly turnover. Instead of a calendar year term, the term may run from annual meeting to annual meeting.

Length of office. Some state laws have a limit on the length of time a board member may stay in office. Otherwise, the duration of the term and term limits are options for the unit.

Regular and Special Meetings
Adjust the schedule to meet your unit's needs.

Meetings. Some state laws require that boards meet at least once a year. The frequency and scheduling of board meetings is a unit option.

Notice. Proper notice of board meetings is essential. Actions taken during a board meeting without proper notice according to state law may be invalidated. Check your state statute. Some states do not permit notice by e-mail.

Waiver of Notice. This section, if used, provides a mechanism for calling a meeting when it is not possible to meet the legal requirements of notice.

Conference Telephone. State laws vary. Check your state statute.

Section 6.6. Regular and Special Meetings. The Board shall establish a schedule for regular meetings. Regular meetings of the Board of Directors shall be held, with proper notice, not less frequently than once _____. Special meetings of the Board may be called at any time by the President, the Board, or upon the written request of ____ or more directors. Members of the Board of Directors may participate in a meeting of such board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 6.7. Notice. Notice, written or printed, of any regular or special meeting stating the place, day and hour of the meeting shall be mailed no fewer than ____ days nor more than ____ days prior to the date of the meeting. Notice may be provided only by electronic transmission (e-mail) to those members of the Board of Directors who so consent.

Section 6.8. Waiver of Notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. A waiver of notice signed by the director or directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

Section 6.9. Participation in Meeting by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, as long as members participating in such meeting can hear one another.

Section 6.10. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Quorum. An abstention has the practical effect of a “no” vote.

Removal of a director. Removing a sitting director is not only emotionally charged, it is frequently the basis of a lawsuit. **Refer to your state statute** and proceed with care. Some states require that “cause” be defined in the bylaws.

Proxy Voting. Proxy voting is not permitted by ACBL regulation.

Officers. Some states require minimally a President and Secretary. Most states allow as many officers as the organization wishes. Some states limit which offices can be held by one person. Check your state statute. If your officers serve for a calendar year, insert “January 1 through December 31” into the second

Section 6.11. Vacancies. All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill any vacancy shall hold office for the unexpired term of his predecessor and until a successor is elected and qualified.

Section 6.12. Removal. A Director may be removed for cause at any meeting of the Board of Directors provided two-thirds of those present shall so vote. The Director subject to removal for cause shall be notified in writing of the grounds for such removal. Such notice shall be delivered by certified mail. The grounds for such removal must be submitted with the notice of said meeting and said Director shall have a reasonable opportunity at said meeting to object to and argue his removal with representation by counsel of his choosing.

Section 6.13. Resignation. Any director may resign at any time by delivering written notice to the President or the Secretary, or by giving oral or written notice at any meeting of the Board of Directors. A director’s resignation will take effect upon delivery of notice unless the notice of resignation specifies a later effective date. Acceptance of a director’s resignation will not be necessary to make it effective.

Section 6.14. Voting by Proxy. Voting by proxy is not permitted.

ARTICLE VII

OFFICERS

Section 7.1. Designations. The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. All officers shall be elected for terms of one year by the Board of Directors [or by the membership]. Officers shall hold office until their successors are elected and qualified.

Section 7.2. President. The President shall preside at all meetings of the Board of Directors, shall have general supervision of the affairs of the corporation and shall perform such other duties as are incident to the office or are properly required of the President by the Board of Directors. A Director may not serve as President for more than [redacted]

sentence of 7.1.

President. Term limits for serving as President are recommended but not required.

Secretary. Some units do not require that the Secretary be a member of the Board of Directors.

Treasurer. Some units do not require that the Treasurer be a member of the Board of Directors. The finances of the unit must be kept in accordance with the law of the state in which the unit is incorporated and in accordance with sound accounting principles.

Removal of an officer. Removing a sitting officer is not only emotionally charged, it is frequently the basis of a lawsuit. **Refer to your state statute** and proceed with care. Some states require that “cause” be defined in the bylaws.

consecutive years.

Section 7.3. Vice President. During the absence or disability of the President, the Vice President shall exercise all the functions of the President. The Vice President shall have such powers and discharge such duties as may be assigned to him from time to time by the Board of Directors.

Section 7.4. Secretary. The Secretary shall issue notices for all meetings, shall keep minutes of all meetings, shall have charge of the corporate books, and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors.

Section 7.5. Treasurer. The Treasurer shall have the custody of all monies and securities of the corporation and shall keep regular books of account. The Treasurer shall disburse the funds of the corporation in payment of the just demands against the corporation or as may be ordered by the Board of Directors and shall render to the Board of Directors, from time to time as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the corporation. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Directors.

Section 7.6. Delegation. If any officer of the corporation is absent or unable to act and no other person is authorized to act in such officer’s place by the provisions of these Bylaws, the Board of Directors may, from time to time, delegate the powers or duties of such officer to any other officer, director or other person it may select.

Section 7.7. Removal.

Section 7.8. Vacancies. In case any office shall become vacant by reason of death, resignation, removal or otherwise, the directors then in office may appoint a successor or successors for the unexpired term.

Section 7.9. Compensation and Reimbursement of Officers. The officers of the Unit shall serve without compensation but may be authorized to receive reimbursement of expenditures made on behalf of the Unit.

Compensation. Officers generally serve without compensation. If you do pay officers they are statutory employees, per the IRS. Consult your tax advisor if your unit pays its officers.

While it is not illegal to compensate nonprofit board members or officers, the IRS and several nonprofit ethics groups strongly recommend against it.

Disciplinary committee required by ACBL, whether or not it is mentioned in bylaws

Executive Committee. Many state laws require that an executive committee that may make decisions on behalf of the board between meetings be made up only of members of the board of directors. Small or medium sized units may have no need for an executive committee.

It is not necessary to designate committees in the bylaws, nor is it prudent to create an excessive number of committees.

~~The ACBL requires every unit to establish a **Conduct and Ethics committee**, whether or not the C&E committee is mentioned in the bylaws.~~

Amendment. Other amendment

Section 7.10. Resignation of Officers. Any officer may resign at any time by delivering written notice to the President, the Secretary, or the Board of Directors, or by giving oral or written notice at any meeting of the Board of Directors. Any officer's resignation will take effect upon delivery of notice unless the notice of resignation specifies a later effective date. Acceptance of an officer's resignation will not be necessary to make it effective.

ARTICLE VIII

COMMITTEES

Section 8.1. Establishment. The President, with the approval of the Board of Directors, shall have the power to create and appoint the members of such standing and special committees as he may deem necessary or appropriate, designate the chairs thereof and assign functions thereto. The members of committees need not be members of the Board of Directors.

Section 8.2 Executive Committee. The Board may designate, from among its directors, an Executive Committee. This committee shall have powers as provided by resolution of the Board of Directors except as prohibited by nonprofit law. Rules governing meetings of the executive committee shall be as established by the Board of Directors, or in the absence thereof, by the committee itself.

Section **8.3** Other Committees. Other committees shall be established at the discretion of the President. Each committee may adopt rules for its meetings which are not inconsistent with these bylaws.

Section **8.4.** Term of Office. Each member of a committee shall serve for ____ year(s) and until a successor is appointed unless the committee is sooner dissolved.

ARTICLE IX

AMENDMENT OF THE BYLAWS

These bylaws may be amended, altered or repealed and new bylaws may be adopted by a vote of ____ (majority) (2/3) of the members present at any meeting of the members at which a quorum is present, and not otherwise.

procedures may be adopted by the unit. Check your state statute before limiting the rights of the members to amend the bylaws. Careful thought should be given to major decisions such as amending the bylaws. Absent specific language to the contrary, the requirement of a “two-thirds vote,” for example, simply means that there must be the approval of two-thirds **of a quorum** in order for the measure to pass.

Indemnification. Check your state laws and consult legal counsel.

Publication. Unit option. It is not required to have an official publication. Use this section if your unit has one.

Inoperative Portion. Legal protection in case one part of the bylaws inadvertently runs afoul of state law.

Interpretation. Eliminates the need for “him/her”, “he/she”, etc.

Records. State law often dictates what records must be made available to an organization’s members. Federal law requires that a nonprofit, tax-exempt organization’s copies of the

ARTICLE X

INDEMNIFICATION

[If you chose to have an indemnification article check the state laws]

ARTICLE XI

MISCELLANEOUS

Section 11.1. Publication. The official publication of the Unit shall be as designated by the Board of Directors and shall be published by the Unit.

Section 11.2. Inoperative Portion. If any portion of the Bylaws shall be invalid or inoperative, then, to the extent reasonable and possible, the remainder shall be valid and operative, and effect shall be given to the intent that portion held invalid or inoperative manifests.

Section 11.3. Interpretation. Whenever the context indicates, the masculine gender shall encompass the feminine and neuter, and the singular shall encompass the plural or vice versa. The headings are solely for organization, convenience and clarity. They do not define, limit or describe the scope of these bylaws or the intent in any of the provisions.

Section 11.4. Books and Records. The Unit shall keep correct and complete books and records of accounts and shall keep minutes of all proceedings of its Board of Directors and membership meetings.

organization's annual information returns (IRS Form 990) for the most recent three years be available for public (not just membership) review.

Fiscal Year. A fiscal year that coincides with the calendar year is common but not required. It is not necessary to state the fiscal year in the bylaws, although many units do so.

D&O Insurance. Highly recommended but not required, either by law or by the ACBL.

Loans. Seriously, don't even think about doing it. The unit could jeopardize its tax-exempt status. This clause does not preclude an advancement of expenses that will be later accounted for.

Dissolution. The expectation is that the duration of the unit as a corporation shall be perpetual. The Dissolution Article serves to protect the tax-exempt status of the organization.

Nonprofit Status. This does **not** mean that it is improper for revenues to exceed expenses. It does mean that the organization's resources are dedicated to its nonprofit purposes and neither insiders nor private individuals shall improperly benefit from the unit's assets.

Certification. This is a reminder

Section 11.5. Fiscal Year. The fiscal year for the Corporation shall run from _____ to _____.

~~Section 11.6. Directors' and Officers' Insurance. The corporation, acting through its officers and Board of Directors, may purchase and maintain insurance on behalf of an individual to cover liability asserted against or incurred by the individual who is or was a director, officer, employee, or agent of the corporation.~~

Section 11.6. Loans. The corporation will not make loans to any director or officer. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Unit for the amount of such loan until the repayment thereof.

ARTICLE XII

DISSOLUTION and NONPROFIT STATUS

This Corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to its members. It is organized solely for nonprofit purposes. On the dissolution or winding up of this Corporation, assets remaining after payment of, or provision for payment of, all debts and liabilities of this Corporation shall be distributed according to the regulations and policies of the ACBL. If this Corporation holds any assets in trust, they shall be disposed of in such a manner as may be directed by judgment of a court of appropriate jurisdiction.

CERTIFICATION OF THE BOARD OF DIRECTORS

The undersigned hereby certifies (i) I am the _____ of the Unit, a nonprofit corporation, (ii) the above Bylaws are a true, correct and complete copy of bylaws adopted at a duly held meeting of the

that whenever you amend your articles of incorporation or by-laws, IRS regulations state that you must submit a "conformed copy" of the changes to the appropriate district office of the IRS. This information may be included when you file your annual Form 990. If the information is included there, Line 77, which asks whether changes in the organizing or governing documents of the organization have been made, must be answered in the affirmative. Otherwise, the information must be sent under separate cover to the appropriate IRS office.

A "conformed copy" of the changes is simply one that agrees with the original document and all amendments. Photocopies are fine. If the copies are not signed, they must be accompanied by a signed declaration of an authorized officer of the corporation certifying they are complete and accurate copies of the organizing or governing documents. If a number of changes are made, attach a copy of the entire revised document.

_____ (membership) on the ___ day of _____, 200___,
and in accordance with the laws of the State of _____, and (iii)
the Resolutions are in full force and effect on the Effective Date hereof
and have not been amended on or subsequent to the Effective Date.

IN WITNESS WHEREOF, I have hereunto executed this Certificate in
my official capacity on ___ day of _____, 200_.

By: _____