

BYLAWS

Of the

AMERICAN CONTRACT BRIDGE LEAGUE

EDUCATIONAL FOUNDATION

ARTICLE I - NAME

The name of this corporation is American Contract Bridge League Educational Foundation (hereafter referred to as the Foundation).

ARTICLE II - OBJECTIVES

The objectives of the Foundation shall be:

1. To increase number of bridge players.
2. To engage in educational activities for the purpose of instructing the public as to the fundamentals, study, and play of contract bridge;
3. To increase enjoy ability of playing bridge.

ARTICLE III - MEMBERSHIP

Section 1. Voting Members: The voting members of the Foundation shall consist of the members of the Board of Directors of the American Contract Bridge League. The voting members shall elect the Trustees of the Foundation at the annual meeting as specified in Article V, Section 1.

Section 2. Non-voting Members: Any member in good standing with the American Contract Bridge League may join the Foundation as a non-voting member for an annual dues payment as recommended by the Board of Trustees of the Foundation and ratified by the voting members of the Foundation.

Section 3. Resignation: Any voting or non-voting member may resign from the Foundation by delivering a written resignation to the president or secretary of the Foundation.

ARTICLE IV - MEMBERSHIP MEETING

Section 1. Definition: Reference in these bylaws to a meeting of members of the Foundation or to members in general shall mean the voting members of the Foundation as defined in Article III, Section 1.

## APPENDIX 2

Section 2. Annual Membership Meeting: An annual membership meeting shall be held in conjunction with the Fall North American Bridge Championships. Business to be conducted at the annual membership meeting shall include the election of the members of the Board of Trustees of the Foundation and any other business that may arise.

Section 3. Special Membership Meetings: Special meetings of the membership may be called by the president and must be called by the president or secretary upon receipt of a written request of one third (1/3) of the voting members of the Foundation. The purpose of the meeting shall be stated in the call of the meeting.

Section 4. Meeting Notice: Notice of the time, place, and purpose(s) of annual and special meetings shall be delivered to all voting members no less than thirty (30) days prior to the date of the meeting.

### ARTICLE V - BOARD OF TRUSTEES

Section 1. Selection: The Board of Trustees shall consist of 9 Trustees of which three (3) Trustees shall be elected at each annual membership meeting by the voting members by a ballot vote. One (1) member of the Board of Directors and two (2) members of the general membership of the American Contract Bridge League shall be elected to the Board of Trustees at each annual meeting. Those elected shall take office at the next meeting following the elections.

Section 2. Term of Office: Trustees shall take office on January 1, following their election. The term of office for Trustees shall be three (3) years or until their successors are elected, whichever is later. No Trustees shall be eligible to serve more than two (2) consecutive terms. If a Trustee has served for at least half a term, that Trustee shall be considered to have served a full term for purposes of determining eligibility for re-election.

Section 3. Resignation:

1. A Trustee may resign at any time by giving notice of such resignation in writing to any officer of the Foundation.
2. A Trustee who fails to attend two (2) consecutive meetings shall be deemed to have resigned as though written notice were given except if failure to attend was for good cause as determined by a majority vote of the remaining members of the Board of Trustees.

Section 4. Vacancy: Any vacancy on the Board of Trustees may be filled until the next annual meeting by the remaining Trustees by majority vote.

Section 5. Regular Meetings: Meetings of the Board of Trustees shall be held in conjunction with the spring, summer, and fall North American Bridge Championships. The officers shall be elected as specified in Article VI, Section 2.

## APPENDIX 2

Section 6. Special Meetings: Special meetings of the Board of Trustees may be called by the president or vice president and must be called by the president upon the written request of any three (3) members of the Board of Trustees.

Section 7. Duties and Voting Rights: The Board of Trustees shall have overall responsibility for the management of the business of the Foundation. All matters of the Foundation policy will be determined by a vote of the Trustees. Each Trustee who is present at any meeting of the Board of Trustees shall have one vote, equal in all respects to the vote of any other one Trustee who is present at the same meeting.

### ARTICLE VI - OFFICERS

Section 1. Number: The officers of the Foundation shall be president, vice president, secretary, and treasurer. Any two (2) offices except that of president and vice president may be held by the same person.

Section 2. Election: As the last item of business at the meeting of the Trustees held in conjunction with the fall North American Bridge Championships, the officers shall be elected. The president and vice president must be members of the Board of Trustees. The secretary and treasurer may be members of the Board of Trustees. Officers shall serve a one (1) year term or until their successors are elected. There shall be no limit as to the number of terms an officer may serve. Their term of office shall begin immediately upon election.

Section 3. Vacancy: In the event of a vacancy in any office except that of president, the vacancy shall be filled by the remaining members of the Board of Trustees. In the event of a vacancy in the office of president, the vice president shall assume the office.

Section 4. Duties of Officers: The officers shall perform duties prescribed by these bylaws and the parliamentary authority adopted by the Foundation and such other duties as may be specified by the Board of Trustees.

### ARTICLE VII - FISCAL YEAR

The fiscal year of the Foundation shall begin on January 1, of each year. An audit of the financial records of the foundation will be conducted by an independent professional accounting firm at the end of each fiscal year.

### ARTICLE VIII - COMMITTEES

Special committees may be appointed by the Board of Trustees as deemed necessary to carry out the work of the Foundation. The president shall be an ex officio member of all committees.

## APPENDIX 2

### ARTICLE IX - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of **Roberts Rules of Order Newly Revised** shall govern the Foundation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Foundation may adopt.

### ARTICLE X - AMENDMENT OF BYLAWS

Section 1. Amendment by Board of Trustees: The Board of Trustees may recommend the alteration, amendment or repeal of the bylaws of the Foundation by affirmative vote of a majority of the Board. Such recommended bylaws, alteration, amendment or repeal shall be placed on the agenda of the next meeting of the voting members and, if adopted by a majority vote of all the voting members, shall become effective as though the procedures contained in Article X, Section 2, had been followed, provided further that the proposed action is inserted in the notice of such membership meeting.

Section 2. Amendment by Voting Members: The voting members may make, alter, amend or repeal the bylaws of the Foundation by a majority vote of all the voting members; provided, however that the action is proposed at a regular or special membership meeting and adopted at a subsequent meeting by a majority vote of all the voting members, except as otherwise provided by law; and provided further that the proposed action is inserted in the notice of such subsequent meeting.