



ACBL Bylaws

Bylaws
of
The American Contract Bridge League Inc.

November 17, 1977

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Revised, December 1, 1981

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ARTICLE I

NAME, PURPOSES, AND LIMITATIONS

- 1.1 **Name.** The name of the 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 (“New York N-PCL”).
- 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 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 New York N-PCL, as the same may be amended or supplemented.
 - 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 New York N-PCL, 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 New York N-PCL. 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. Other countries may be added by vote of the Board of Directors.
- 2.2 **Regions.** 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 13 geographical areas, to be known as Regions, as determined by Board of Directors resolution.
 - 2.2.1 A Region is created for purposes of selecting members of the ACBL Board of Directors only. A Region is not required to have a governing body but may do so if its constituent Districts believes it is in their interest.
- 2.3 **Districts.** Each Region shall be divided into geographical areas, to be known as Districts, as the Board of Directors, with the approval of the Advisory Council, shall designate. The ACBL shall issue a charter or District affiliation agreement to each District, with powers and responsibilities outlined included in the charter or agreement.
 - 2.3.1 A District shall have a governing body empowered to act on and implement ACBL's and the District's rules and regulations.
 - 2.3.2 A District shall adopt bylaws and a form of representative government that shall not contravene the Bylaws, rules, and regulations of the ACBL.
 - 2.3.3 A District may be censured, suspended, expelled, or otherwise disciplined in accordance with regulations established by the Board of Directors.

- 2.4 **Units.** Each District shall be divided into geographical areas, to be known as Units, as the Board of Directors shall designate. The ACBL shall issue a charter or Unit affiliation agreement to each Unit, with powers and responsibilities outlined included in the charter or agreement.
- 2.4.1 Such charter or agreement 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.
- 2.4.2 A Unit shall adopt bylaws and a form of representative government that shall not contravene the Bylaws, rules, and regulations of the ACBL.
- 2.4.3 A Unit may be censured, suspended, expelled, or otherwise disciplined in accordance with 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 voting rights (if any), term, 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 Advisory Council. 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 placed on probation, 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.** Any member 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.** The following shall be subject to binding and compulsory arbitration in cases and controversies involving the ACBL: all members, including members not in “good standing”; former members raising any issue related to their time as members; and non-members entering or participating in any ACBL-sponsored competition or otherwise availing themselves of the services of ACBL.

This Section shall serve as sufficient notice of compulsory arbitration to all ACBL members as may be required by any court of law. The ACBL may provide notice of such compulsory arbitration through other methods. Specifics regarding arbitration are found in Article XII of these Bylaws.

- 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 percent (1%) 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. Special meetings shall take place at the location at which the North American Bridge Championships are held, or other site as determined by 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

ACBL BOARD OF DIRECTORS

- 5.1 **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 regulations established by the Board of Directors.
- 5.2 **Composition.** The Board of Directors shall be composed of one (1) member from each Region of the ACBL (a “Regional Director” or “Director”) and such other members as provided by these Bylaws. The “entire board” consists of the total number of members entitled to vote if there are no vacancies, regardless of the number of members actually present at a meeting or vote. No proxy delegate voting is permitted. A member of the Board of Directors shall be a member of a Unit located within the Region (or District, prior to 2021) from which he was elected and must remain a member of a Unit located within the Region (or District, prior to 2021) during his term. If the person’s membership is transferred to a Unit not located within the Region (or District, prior to 2021) from which he was elected, he will be deemed to have resigned and his position will be filled according to the provisions of these Bylaws.
- 5.3 **Election.** A Regional Director (or District Director, prior to 2021) shall be elected for a term of three (3) years, until a successor is elected, or if elected as replacement Regional Director as set out below, for as long as provided by Board of Directors resolution.

- 5.3.1 Elections shall be held according to Article VIII of these Bylaws.
 - 5.3.2. The term of office shall begin on January 1 of the year following the election or, in the event of a special election, when that person is declared elected and certified by the Board of Directors.
 - 5.3.3 Members of the Board of Directors are limited to four consecutive terms (three-year terms, in most cases, but including the four-year initial terms for some Regional Directors due to the Board restructuring in 2020). Terms on the Board of Directors in any capacity served or started prior to January 1, 2019 shall not be counted towards the four consecutive term limit.
 - 5.3.4 The office of District Director shall be replaced with the office of Regional Director when an election for that office occurs during that member's term. If the former District Director is not elected as Regional Director, that member may choose to remain a member of the Board for the remainder of his original term in a non-representative office or capacity and will have full voting and other privileges held by other Board members.
- 5.4 **Vacancy.** A member of the Board of Directors who does not complete his term shall be subject to the following provisions:
- 5.4.1. If a Regional Director does not complete his term of office, the position will remain vacant until a replacement can be elected. The Board of Directors shall establish special election conditions to elect a new permanent Regional Director using a shortened 2.5-month election cycle to begin no later than 30 days after the vacancy occurs. The term of the replacement Regional Director begins when that person is declared elected and certified by the Board of Directors and shall last as long as the Board of Directors indicates in the special election conditions.
 - 5.4.2 If a District Director does not complete his term of office prior to December 31, 2021, that position shall be filled with the person elected as First or Second Alternate Director according to the July 2018 version of these Bylaws.
 - 5.4.3 A member of the Board of Directors serving in a non-representative capacity who dies or resigns will not be replaced.
- 5.5 **Resignation.** A Regional 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. The acceptance of such resignation shall not be necessary to make it effective.

5.6 **Removal.** A member of the Board of Directors may be recalled at any time. The call for removal can be made by: (i) a majority vote of a majority of the Unit boards that elected the member; or (ii) twenty percent (20%) of the Region (or District, prior to 2021) members by petition. Removal of a Regional (or District, prior to 2021) Director shall be voted on by the members of the Unit boards who elected that Director. Removal requires a three-quarters (3/4) vote of the Unit board members voting as specified in Article VIII.

5.7 **Board of Director Meetings.**

5.7.1 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 ACBL management to members of the Board of Directors at least thirty (30) days prior to the meeting.

5.7.2 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.

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

ARTICLE VI

OFFICERS OF THE ACBL

6.1 **ACBL Officers.**

6.1.1 **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. A person may only serve as President if he is also serving as a member of the Board of Directors.

6.1.2 **Vice-President.** The Board of Directors shall elect from among its members a Vice-President of the ACBL to serve for the following calendar year or until a successor is elected. Only a member of the Board of Directors may serve as Vice-President.

6.1.3 **Treasurer.** The Board of Directors shall elect a Treasurer from its members to serve for the following calendar year or until a successor is elected.

6.1.4 **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.

6.1.5 **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.

6.2 **Duties of the ACBL Officers.**

6.2.1 **President.** The President shall:

6.2.1.1 Preside at membership meetings and at meetings of the Board of Directors.

6.2.1.2 Appoint members to committees of the corporation as provided by Board resolution.

6.2.1.3 Be an ex officio member of all committees of the Board and committees of the corporation except the Audit Committee and the Appeals and Charges Committee when it meets as a disciplinary or appellate body.

6.2.1.4 Chair the Executive Committee.

6.2.1.5 Present a report at each regular meeting of the Advisory Council.

6.2.1.6 Preside at the annual membership meeting and provide such reports as are required.

6.2.1.7 Perform such other duties as may be prescribed by the Board of Directors or which are incidental to the office.

6.2.2 **Vice-President:** The Vice-President of the Board of Directors shall:

6.2.2.1 Perform the duties of the President during the absence, incapacity, or vacancy of the President.

6.2.2.2 Have such other duties as the Board of Directors or the President may assign.

6.2.3 **Treasurer.** The Treasurer shall:

6.2.3.1 Ensure that the annual audited financial statement and the Treasurer's report is provided to the Board of Directors, to the Advisory Council, and to the membership present at the annual membership meeting.

6.2.3.2 Ensure that a summary of the annual audited financial statement and the Treasurer's report is published in the principal publication of the ACBL.

6.2.3.3 Have such other duties as may be assigned to the office by the Board of Directors.

ARTICLE VII

COMMITTEES

7.1. **Committees of the Board and Committees of the Corporation.** The Board shall have committees of the Board, which have the authority to act on behalf of and bind the Board as provided by Board resolution. The Board may also have committees of the corporation, which do not have the authority to act on behalf of or bind the Board.

Each committee may adopt rules for its meetings which are not inconsistent with these Bylaws or the other rules and regulations of the ACBL and New York N-PCL. No committee of any kind shall have authority to take any of the following actions:

7.1.1 Submit to the members of the ACBL any action requiring members' approval under New York N-PCL or any successor provisions or amendments thereto.

7.1.2 Fill vacancies in the Board of Directors or in any committee.

- 7.1.3 Fix the compensation of Directors for serving on the Board of Directors or on any committee.
 - 7.1.4 Amend or repeal these By-laws or adopt new by-laws.
 - 7.1.5 Amend or repeal any resolution of the Board of Directors which by its terms shall not be so amendable or repealable.
 - 7.1.6 Elect or remove any officer or Director.
 - 7.1.7 Approve or adopt a plan of merger or dissolution.
 - 7.1.8 Issue a recommendation to the members of the ACBL any action regarding, or the authorization of, the sale, lease, exchange, or other disposition of all or substantially all the ACBL's assets.
 - 7.1.9 Approve amendments to the Certificate of Incorporation.
 - 7.1.10 Act otherwise as prohibited by law.
- 7.2 **Executive Committee.**
- 7.2.1 An Executive Committee of the Board is established, which shall be a committee of the Board. 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.
 - 7.2.2 The Executive Committee shall be composed of:
 - 7.2.2.1 The President of the ACBL, who shall chair the Committee.
 - 7.2.2.2 The Vice-President of the Board of Directors.
 - 7.2.2.3 Three at-large members of the Board, whose appointment shall be made by a majority of the entire board.
 - 7.2.3 An Executive Committee meeting may be called by a majority of the Executive Committee or the President.
 - 7.2.4 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.
- 7.3 **Other Committees of the Board.** Other committees of the Board may be created by the Board to take action on behalf of the Board as provided by Board resolution.

7.4 **Committees of the Corporation.**

- 7.4.1 Committees of the corporation may be created by the Board. Committees of the corporation shall have duties designated by the Board and shall give advice and make non-binding recommendations to the Board. In no instance may a committee of the corporation bind the Board or take action on behalf of the Board.
- 7.4.2 Members of committees of the corporation, who may be persons other than members of the Board, shall be appointed by the Board or as provided by Board resolution.

ARTICLE VIII

ELECTION PROCEDURES

- 8.1 **Electors.** Regional Directors and Representatives to the Advisory Council shall be elected by the Unit boards located within each Region or District under the authority of the Director of Elections of the ACBL.
- 8.2 **Elections.** Candidates for Regional Director and Representatives to the Advisory Council 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 consistent with the following procedures:
- 8.2.1 Each Unit Board of Directors in a Region or District shall be allocated votes as follows:
- 8.2.1.1 The membership of each Unit in the Region or 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.
- 8.2.1.2 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 in accordance with election regulations established by the ACBL Board of Directors ("Unit Board Member Voting Power").

- 8.2.1.3 Each candidate shall receive the number of Unit votes cast for such candidate multiplied by the Unit Board Member Voting Power.
- 8.2.2 Voting will be by secret ballot and no proxies will be permitted.
- 8.2.3 A majority of votes cast shall elect a Regional Director. 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.
- 8.2.4 A plurality vote shall elect Representatives to the Advisory Council.

ARTICLE IX
ADVISORY COUNCIL

- 9.1 **Purposes.** The purposes of the Advisory Council are:
 - 9.1.1 To act as a forum for the expression of opinion by the membership.
 - 9.1.2 To identify the needs and concerns of the membership.
 - 9.1.3 To act as a liaison between members and both the Board of Directors and ACBL management to ensure the needs and concerns of the membership are addressed.
 - 9.1.4. To improve communication and coordination among Districts and Units.
- 9.2 **Duties.** To further these purposes, the Advisory Council shall:
 - 9.2.1 Establish the following standing committees:
 - 9.2.1.1 Club and teacher support, growth, and development;
 - 9.2.1.2 Membership growth and retention; and
 - 9.2.1.3 General matters relating to the play of bridge.
 - 9.2.2 At the request of the Board of Directors and/or ACBL management, lead or participate in other committees as needed.
 - 9.2.3 Establish such other committees as are necessary to address the interests of the membership.

- 9.2.4 Propose resolutions for consideration (and, if necessary, reconsideration) by the Board of Directors reflecting the needs and concerns of the membership.
 - 9.2.5 Report important issues from Advisory Council meetings to District and Unit members.
 - 9.2.6 Perform such other duties as may be specified elsewhere in these Bylaws or as may be assigned by the Board of Directors or ACBL management.
- 9.3 **Membership.** The following shall make up the membership of the Advisory Council.
- 9.3.1 There shall be three Representatives from each District who shall be elected for terms of three (3) years. If a Representative's position becomes vacant (including as a result of the application of subsection 9.7.3), the District shall appoint a replacement for the duration of the Representative's term./
 - 9.3.2 All persons who were members of the Advisory Council as of January 1, 2021 by virtue of their former status as First or Second Alternate Director to the Board of Directors shall remain members of the Advisory Council until one year following the date on which their terms would otherwise expire or until they resign or are deemed to have resigned or the position otherwise becomes vacant. If a member referred to in this provision resigns or is deemed to have resigned before January 1, 2024, he or she will not be replaced on the Advisory Council. No further elections shall take place for these positions.
 - 9.3.3 All persons who were members of the Advisory Council as of January 1, 2021 by virtue of their former position of President of the Board of Directors shall maintain their membership (subject to subsection 9.7.3). If, by virtue of subsection 9.7.3 such member is deemed to have resigned or the position otherwise becomes vacant, he or she will not be replaced on the Advisory Council.
 - 9.3.4 All past chairs of the Advisory Council shall also be members (subject to subsection 9.7.3). If, by virtue of subsection 9.7.3, such member is deemed to have resigned or the position otherwise becomes vacant, he or she will not be replaced on the Advisory Council.
 - 9.3.5 Each Representative must be a member in good standing of the ACBL and be and remain a member of a Unit located within the District which he or she represents during the term.
 - 9.3.6 No member of the Board of Directors shall have a voice or vote on the Advisory Council.

9.4 **Officers.** The following shall be the officers to be selected from the membership of the Advisory Council:

9.4.1 Chair, who shall be responsible to chair all meetings, make appointments to committees, attend all regular and special meetings of the Board of Directors with voice but without vote and with the same compensation and reimbursement of expenses as a member of the Board of Directors, and perform such other duties as the position requires.

9.4.2 Vice-Chair, who shall be responsible to assist the Chair of the Advisory Council in the execution of duties, to perform the duties of Chair should the Chair of the Advisory Council be unable for any reason and to perform such other duties as the Chair requires.

9.4.3 Secretary, who shall be appointed by the Chair of the Advisory Council and approved by the Advisory Council. The Secretary shall be responsible to give timely notice of all meetings, take minutes of all meetings, monitor attendance at all meetings, distribute all correspondence to the membership of the Advisory Council and to perform such other duties as the Chair of the Advisory Council requires.

9.5 **Officer Elections and Term of Office.** At its Fall meeting in even numbered years, the Advisory Council shall elect one of its members as its Chair and one as its Vice-Chair. The term of office shall be two years commencing on January 1 of the year following the election. The Chair of the Advisory Council may be elected to no more than two consecutive terms.

9.6 **Voting Privileges.** Each Advisory Council member shall have one vote. No proxy voting is permitted.

9.7 **Meetings.**

9.7.1 The Advisory Council shall hold three regular meetings annually in conjunction with the North American Bridge Championships. Regular meetings may be held in person as well as electronically. A member will also be deemed to have attended a meeting if that person participates in the meeting in a manner that allows for contemporaneous communication. Notice of regular meetings shall be given by the Secretary at least thirty (30) days prior to the meeting.

Special meetings may be called by the Chair of the Advisory Council. Notice of the date, time, method, and agenda of special meetings shall be given to each member of the Advisory Council at least thirty (30) days prior the meeting. Business transacted at special meetings shall be noted on the agenda furnished with the meeting notice. Special meetings may be held in person or electronically, but meetings held in person may also be attended electronically.

- 9.7.2 A quorum at a meeting of the Advisory Council shall consist of thirty (30) members of the Advisory Council representing a majority of ACBL Districts.
- 9.7.3 Any member who fails to attend two-thirds of all meetings available electronically in a calendar year shall be deemed to have resigned and shall not be eligible to serve as a member of the Advisory Council until the next regularly scheduled election. Absence due to membership on the Board of Directors shall be excepted from this provision and the Chair of the Advisory Council may grant other exceptions in the event of extenuating circumstances.

ARTICLE X

AMENDMENT OF THE BYLAWS

- 10.1 **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 it is 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 If it receives a two-thirds (2/3) vote of those present and voting at the second vote of the Board of Directors at its next regular meeting or special meeting called for that purpose, the proposed amendment shall be submitted to the Advisory Council for its approval.
- 10.1.4 If approved by a majority vote of the Advisory Council at a meeting at which, according to their rules, a quorum is present, the proposed amendment shall be adopted and become part of these Bylaws. If an amendment is not approved by a majority vote of the Advisory Council, 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 these Bylaws.
- 10.2 **If Initiated by a Member of the Advisory Council.** Any member of the Advisory Council may initiate a proposed Bylaw amendment.
- 10.2.1 The proposed amendment must be submitted in writing at any regular meeting of the Advisory Council.

- 10.2.2 If it is 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 Advisory Council.
- 10.2.3 If it receives a two-thirds (2/3) vote of those present and voting at the second vote at the next regular meeting of the Advisory Council, the proposed amendment shall be submitted to the Board of Directors for its approval.
- 10.2.4 If approved by a majority vote of the Board of Directors present and voting at its next regular meeting or special meeting called for that purpose, the proposed amendment shall be adopted and become part of these Bylaws. If an amendment is not approved by a majority vote of the Board of Directors, the Advisory Council 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 these Bylaws.
- 10.3 **If Initiated by a Member of ACBL.** A member 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 Advisory Council for review and recommendations.
- 10.3.5 The proposed amendment shall be submitted to the membership for approval at the next annual membership meeting. The proposed amendment and recommendations of the Board of Directors and of the Advisory Council 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 membership 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 membership 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 these Bylaws. If there is not a quorum at an annual meeting at which the amendment is to be considered, the proposed amendment fails.

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 N-PCL §§ 719-726.

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 N-PCL §§ 719-726 and, if so, the Board shall authorize indemnification.

11.1.3 A person may seek advance indemnification so long as he certifies 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 as 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.

ARTICLE XII

ARBITRATION

- 12.1 **Arbitration.** For purposes of this Article, the members and ACBL agree that both duplicate bridge competition under ACBL auspices and the general operations of ACBL constitute “commerce” of an interstate or foreign nature as defined in Section 1 of the Federal Arbitration Act, 9 U.S.C. §1, and that, in relation to all disputes subject to arbitration under this Article otherwise subject to Canadian, Mexican, or Bermudian law, as a matter of contractual choice of law, the Federal Arbitration Act shall apply, including time limitations for review or confirmation of arbitration awards.
- 12.2 **Procedure.** Where any part of this Article provides for arbitration, arbitration shall be conducted exclusively under the rules of the Institute for Bridge Arbitration or, if such rules are for any reason not in existence or not, even by analogy, applicable to a particular controversy subject to arbitration, under the U.S. Federal Rules of Civil Procedure construed to address the arbitration context, e.g., references to "judge", "court", “jury”, or "jury trial” shall be understood as meaning "arbitrator(s)" or "arbitration panel" as the case may be.
- 12.3 **Exhaustion of Internal Processes.** After the exhaustion of internal processes, including review by the Appeals and Charges Committee if available, any disciplinary matter as between the League or any subsidiary agency, committee, or official on the one hand and any member on the other, shall be subject to arbitration as provided in this Article.
- 12.4 **Ethical Matters.** Any dispute concerning a disciplinary determination arising under Part 301 of the Code of Disciplinary Regulations (or any replacement), as adopted by the Board of Directors and as amended from time to time thereafter, shall be arbitrated before a panel of three (3) arbitrators assigned by the Institute for Bridge Arbitration.
- 12.4.1a **When Internal Disciplinary Process Has Occurred.** When a disciplinary hearing and determination has been initially made by the Ethical Oversight Committee, the Online Ethical Oversight Committee, a District Disciplinary Committee, or any duly authorized disciplinary committee, the arbitrators’ review shall be limited to whether

- (1) the determination was procured by corruption, fraud, or undue means;
- (2) there was evident partiality or corruption in the adjudicators, or any of them;
- (3) the adjudicators were guilty of misconduct in refusing to postpone the hearing, upon sufficient cause shown, or in refusing to hear evidence pertinent and material to the controversy, or of any other misbehavior by which the rights of any party were substantially prejudiced; or
- (4) the adjudicators exceeded their powers, or so imperfectly executed them that a proper decision upon the subject matter submitted was not made.

The established principles of harmless error shall apply.

If satisfied that any of grounds (1)-(4) have been clearly established and that such error(s) is (are) not harmless, the arbitrators shall remand for a new determination, and may additionally direct that one or more of the initial adjudicators shall not participate in further proceedings, and the arbitrators, in their discretion, may retain jurisdiction to review the remand proceedings. If no grounds (1)-(4) have been clearly established, the arbitrators shall confirm the determination.

- 12.4.1b Where Internal Disciplinary Process Has Not Occurred. Where a disciplinary hearing and determination have not been initially made by the Ethical Oversight Committee, the Online Ethical Oversight Committee, a District Disciplinary Committee or any duly authorized disciplinary committee, the arbitrators shall, on the basis of the competent evidence submitted, and after applying the test of comfortable satisfaction, render a written award determining all matters in dispute.

12.5 **Costs and Fees.**

- 12.5.1a Initial Costs and Fees. The party invoking arbitration shall initially be obligated to pay associated costs and fees.
- 12.5.1b Arbitrators' Authority Over Costs and Fees. The arbitrators may, in their discretion, direct that either party shall pay, or reimburse the other party for having paid, all or any portion of the associated costs and fees. The arbitrators may also, in their discretion, require either

party to pay all or any portion of the other party's reasonable attorney fees relating to the arbitration, whenever the arbitrators determine that any issue or argument was raised or asserted without substantial basis in law or fact. For purposes of this Bylaw, "reasonable attorney fees" shall be evaluated according to the standards utilized by the United States federal courts for cases applying 42 USC §1988.

- 12.5.1c Payment of Costs and Fees Prerequisite to Reinstatement: Whenever a member of ACBL is required by the arbitrators to pay any costs or fees, including attorney fees, such costs or fees must be paid in order for such member to seek reinstatement (if expelled), or to regain good standing and the restoration of membership rights (if suspended or placed on probation).
- 12.6 **Venue.** The arbitrators shall designate a place for the arbitration to be conducted, which may be virtual, and shall be reasonably convenient to the parties and witnesses.
 - 12.6.1a Virtual Hearings. When arbitration is to be conducted virtually, any location shall be deemed "reasonably convenient to the parties and witnesses."
 - 12.6.1b Approved Locations. The site of a North American Bridge Championship, during such event, or a location within ACBL Headquarters or within a 10-mile radius thereof, shall also be deemed "reasonably convenient to the parties and witnesses".
- 12.7 **Conduct and Administrative Matters.** Any dispute concerning a disciplinary determination arising under Parts 302, 303 or 304 of the Code of Disciplinary Regulations (or their replacements), as adopted by the Board of Directors and as amended from time to time thereafter, shall not be subject to arbitration unless the Board of Directors shall, by a 2/3 vote, so provide by regulation.

CERTIFICATION OF THE CORPORATE SECRETARY

The undersigned hereby certifies that (i) I am the Corporate Secretary of The American Contract Bridge League Inc., a 501(c)(4) nonprofit corporation, (ii) the above Bylaws are a true, correct and complete copy of bylaws amended at a duly held meeting of the Board of Directors on the 11th day of July 2023 and ratified by the Advisory Council on the 25th day of July 2023, and (iii) in accordance with the laws of the State of New York, the resolutions adopting these Bylaws 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 this 27th day of July 2023.

By: Sabrina Goley