



American Contract
Bridge League

ACBL Bylaws

**Bylaws
of the
American Contract Bridge League**

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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-~~F~~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**~~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 **New York N-PCL**~~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 New York N-PCL the Aet. These ~~b~~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 **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 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 **the** Bylaws, rules and regulations of the ACBL.
- 2.3.3 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 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 **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.** ~~All~~ **Any** 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. **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.**
- 3.6 **No Ownership.** The ~~M~~**m**embers of the ACBL shall have no ownership rights in the assets of the ~~C~~**c**orporation, but may receive the right to enjoy the benefits of the ACBL so long as they comply with such ~~M~~**m**embership 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. 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

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 District of the ACBL **(a "District Director" or "Director").** **The "entire board" consists of the total number of directors entitled to vote if there are no vacancies, regardless of the number of Directors actually present at a meeting or vote.** 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. A Director shall be a member of a Unit within the District he represents and must remain a member during his term. If his membership is transferred to a Unit not within the District he represents, he will be deemed to have resigned and his position will be filled according to the provisions of these Bylaws. The First and Second Alternate Directors are required to maintain Unit membership as required above.
- 5.3 **Election.** A **District** 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 ~~d~~**D**irector.
- 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, on the first day of the next regular meeting of the Board.**

~~5.3.2 The term of office shall commence January 1 of the year following the election.~~

5.3.3 District Directors are limited to four consecutive three-year terms. If an alternate assumes the position of District Director and is in office for a period of six regular meetings or more, the alternate shall be deemed to have served a full three-year term. Terms served or started prior to January 1, 2019 shall not be counted towards the four consecutive three-year terms.

5.4 **Vacancy.** The method used for filling a vacancy in the office of District Director shall depend on the length of the unexpired portion of the term.

5.4.1 If the vacancy occurs during the first year of a term, the ~~First a~~**Alternate Director** shall serve as District Director until a new District Director can be elected. The election process shall be commenced within sixty (60) days of the vacancy occurring and shall be completed within ninety (90) days of commencement. The election shall be conducted in accordance with rules and regulations established by the Board of Directors and in compliance with Article VIII, Section 2 herein. **The term of office of the new District Director shall begin on the first day of the next regular meeting of the Board.**

5.4.2 If the vacancy occurs after the completion of the first year of the term, it shall be filled by the First Alternate **Director** for the unexpired remainder of the term of the District Director.

5.4.3 A vacancy in the office of the First Alternate Director shall be filled by the Second Alternate Director for the remainder of the term of the First Alternate Director. A vacancy in the office of the Second Alternate Director shall be filled in accordance with regulations established by the affected District ~~Organization~~. **A simultaneous vacancy of the offices of both First and Second Alternate Director shall be filled by the appropriate District organization in accordance with its rules and regulations.**

5.5 **Resignation.** A **District** 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.

5.6.1 Call for Removal of a District Director:

5.6.1.1 The call for removal without ~~e~~Cause of a District Director can be made by: (i) a majority vote of a majority of the Unit Boards; or (ii) twenty **percent** (~~20~~ %) of the District members by petition.

5.6.1.2 The call for removal for ~~e~~Cause of a District Director can be made by a majority of the District Directors. “Cause” shall include but is not limited to: (i) missing three (3) or more Board of Directors meetings in one term; or (ii) conduct unbecoming a Board member which prejudices the purposes of the ACBL.

5.6.2 Removal of a District Director:

5.6.2.1 Removal without ~~e~~Cause of a District Director shall be voted on by the Unit ~~B~~Board members of that District. It shall require a three-quarters (3/4) vote of the Unit ~~B~~Board members voting as specified per Article VIII.

5.6.2.2 Removal for ~~e~~Cause of a District Director shall require three-quarters (3/4) vote of the Board of Director members present and voting on the issue 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.

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

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 ~~M~~ACBL ~~m~~anagement 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 the 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 ~~p~~**President** if he is also serving as a member of the Board of Directors.

6.1.2 **Chairman.** The ~~Chairman~~ of the Board of Directors shall be the immediate past President of the ACBL if he is the **current** ~~d~~**Director** from his ~~d~~**District**. If the immediate past President of the ACBL is not the **current** ~~d~~**Director** from his ~~d~~**District**, the most recent past President serving as a **current** ~~d~~**Director** shall be the ~~e~~**Chairman**. **The Chair shall serve for the calendar year in which he takes office or until a successor takes office.** ~~The Chairman shall serve for a period of one (1) year beginning at the expiration of his term of office as President or until his successor shall take office.~~

6.1.3 **Treasurer.** The Board of Directors shall elect a Treasurer from its members to serve for one **(1)** year beginning on May 1 following the election or until a successor is elected. The Treasurer may serve his term of office if he is not reelected to the Board of Directors.

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 ~~O~~**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.

~~6.2.1.2 Appoint members to all standing, permanent and special committees.~~

~~6.2.1.3 Be a member of all standing, permanent and special committees 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 Board of Governors.

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 **Chairman.** The Chairman 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 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.

~~6.2.2.2 Be a member of all standing, permanent and special committees except the Audit committee and the Appeals and Charges committee when it meets as a disciplinary or appellate body.~~

6.2.2.3 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 Present a report in writing at each regular meeting of the Board of Governors.

- 6.2.3.2 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 **to the membership present** at the annual membership meeting.
- 6.2.3.3 Ensure that a summary of the annual audited financial statement and the Treasurer's report is published in the principal publication of the ACBL.
- 6.2.3.4 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 the Bylaws, rules and regulations of the ACBL. 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 the 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 Chair 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 If the Executive Committee met in regular session, the minutes of the Executive Committee will be submitted to the Board of Directors within fourteen (14) days of the conclusion of the Executive Committee meeting. If the Executive Committee met in executive session, the minutes of the Executive Committee will be submitted, in an executive session, to the Board of Directors at the next Board of Director's meeting.

7.3 Other Committees of the Board. Members of other committees of the Board shall be appointed by the Board, each consisting of three or more directors. The following committees of the Board are established:

7.3.1. An Audit Committee, whose function is to provide an independent oversight of ACBL financial matters and to take other action on behalf of the Board as provided by Board resolution. The Audit Committee shall be comprised solely of

“independent” Directors as defined by the New York N-PCL. The Audit Committee must have at least one member who is not on the Finance Committee.

7.3.2 An Appeals and Charges Committee, whose function is to decide matters of discipline brought before it, to recommend disciplinary regulations, and to take other action on behalf of the Board as provided by Board resolution.

7.3.3 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.

7.4.3 An ACBL Laws Commission (“Commission”) is established, which shall be a committee of the corporation. The responsibility of the Commission is to prepare the rules (“Laws”) under which both duplicate and rubber bridge games will be governed. These Laws may be reviewed and revised periodically by the Commission. The Board shall appoint the members of the Commission, which shall consist of a minimum of nine (9) members and a maximum of fifteen (15) members. Each member shall serve for a five (5) year term.

ARTICLE VII

COMMITTEES OF THE BOARD OF DIRECTORS

7.1 Executive Committee.

~~7.1.1 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.~~

~~7.1.2 The Executive Committee shall be composed of:~~

~~7.1.2.1 The President of the ACBL, who shall chair the committee.~~

~~7.1.2.2 The Chairman of the Board of Directors.~~

~~7.1.2.3 The Treasurer, as a nonvoting member.~~

~~7.1.2.4 Three members of the Board of Directors: The ACBL's jurisdiction shall be divided into three (3) zones, to be determined by the Board of Directors. Each zone shall have one representative, to be elected by procedures established by the Board of Directors.~~

~~7.1.3 An Executive Committee meeting may be called by a majority of the Executive Committee or the President.~~

~~7.1.4 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.~~

~~7.2 **Other Standing Board Committees.** There shall be the following additional standing committees of the Board of Directors:~~

~~7.2.1 A **Finance Committee** whose function is to recommend financial policy and regulation for the ACBL.~~

~~7.2.2. An **Audit Committee** whose function is to provide an independent oversight of ACBL financial matters. **The Audit Committee shall be comprised solely of independent Directors ("independent" shall have the meaning set forth in the New York Not-for-Profit Corporation Law). The Audit Committee must have at least one member who is not on the Finance Committee.**~~

~~7.2.3 An **Appeals and Charges Committee** whose function is to decide matters of discipline brought before it and to recommend disciplinary regulations.~~

~~7.3 **Additional Committees of the Board of Directors.**~~

~~7.3.1 The Board of Directors, by resolution adopted by a majority of the dDirectors or the President, may designate and appoint one or more committees of the Board each consisting of two **three** or more directors.~~

~~7.3.2 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.~~

7.4 Procedures.

7.4.1 All ~~non-Board~~ committee member appointments shall be made by the President. The Audit Committee must have at least one member who is not on the Finance Committee.

7.4.2 Each committee may adopt rules for its meetings which are not inconsistent with the Bylaws, rules and regulations of the ACBL.

7.4.3 No committee shall have the authority to amend or repeal the ~~these Bylaws or (i) adopt any new bylaws, (ii) fill vacancies in the Board or in any committee, (iii) fix compensation of the District Directors for serving on the Board or any committee, (iv) amend or repeal any resolution of the Board that by its terms shall not be so amendable or repealable, (v) submit to the members any action requiring the members' consents under the New York Not-for-Profit Corporation Law or any successor provisions or amendments thereto, (vi) issue a recommendation for member action regarding, or the authorization of, the sale, lease, exchange or other disposition of, all or substantially all of the ACBL's assets, (vii) approve amendments to the Certificate of Incorporation, (viii) elect or remove any officer or dDirector, (ix) approve or adopt a plan of merger, authorize the voluntary dissolution of the ACBL, or (x) otherwise~~ act as prohibited by law.

7.5 ~~Laws Commission.~~ There shall be an ACBL Laws Commission ("**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 fifteen (15) members.

The members of the Commission 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 VIII

ELECTION PROCEDURES

8.1 **Electors.** District Directors, First Alternate Directors, Second Alternate Directors, and Representatives to the Board of Governors shall be elected by the Unit ~~B~~boards of each District under the authority of the Director of Elections of the ACBL.

8.2 **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:

8.2.1 Each Unit Board of Directors in the ~~d~~District shall be allocated votes as follows:

8.2.1.1 The membership of each ~~u~~Unit in the District shall be divided by one hundred (100) to determine the number of votes allocated to each ~~u~~Unit board (“Unit Voting Power”). The ~~u~~Unit membership shall be the number of ~~u~~Unit members recorded by the ACBL as enrolled in each ~~u~~Unit on a date to be determined in accordance with ~~E~~election ~~R~~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 ~~u~~Unit divided by the number of board members in such ~~u~~Unit and voting in ~~person or by mail~~ **accordance with election regulations established by by the ACBL Board of Directors** (“Unit Board Member Voting Power”).

8.2.1.3 Each candidate shall receive the number of ~~u~~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 District Directors, **First Alternate Directors** and **Second 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.

8.2.4 A plurality vote shall elect Representatives to the Board of Governors.

ARTICLE IX

BOARD OF GOVERNORS

9.1 **Purposes.** The purposes of the Board of Governors are:

9.1.1 To serve as a liaison between the membership and the Board of Directors.

9.1.2 To act as a forum for the expression of membership opinion.

- 9.1.3 To act as a forum to identify issues and concerns in regard to bridge and ACBL management matters.
- 9.1.4 To improve communication and coordination among the various Districts, Units, and the Board of Directors.
- 9.1.5 To ratify decisions of the Board of Directors as specified elsewhere in these ~~b~~Bylaws.
- 9.2 **Duties**. In furtherance of these purposes, the duties of the Board of Governors are:
 - 9.2.1 To review the resolutions voted on by the Board of Directors.
 - 9.2.2 To forward selected resolutions decided by the Board of Directors back to that body for reconsideration.
 - 9.2.3 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.
 - 9.2.4 To initiate or ratify amendments to ~~these~~se Bylaws as specified in Article X.
 - 9.2.5 To ratify proposed changes in the districting of the ACBL.
 - 9.2.6 To recognize new ACBL Life Masters.
 - 9.2.7 To perform other duties as may be specified elsewhere in these Bylaws or as may be assigned by the Board of Directors.
- 9.3 **Categories of Membership**. The following are members of the Board of Governors:
 - 9.3.1 Three (3) Representatives from each District who shall be elected pursuant to Article VIII 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.
 - 9.3.2 First Alternate Director and Second Alternate Director of each District who shall be elected pursuant to Article VIII of these Bylaws.
 - 9.3.3 All past presidents of the ACBL and all chair~~s~~men, 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 ~~m~~Members-at-Large.

9.4 **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.

9.5 **Qualifications.** Each nominee for election to the Board of Governors:

9.5.1 Shall be a member of a Unit within the District he represents, and must remain a member during his term. If his membership is transferred to a Unit not within the District he represents, he will be deemed to have resigned and his position will be filled according to the provisions of these ~~h~~**Bylaws.**

9.5.2 Shall be a member in good standing of the ACBL.

9.6 **Attendance at Meetings.**

9.6.1 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.

9.6.2 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.

9.6.3 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 Unit membership as required above.

9.6.4 A vacancy in the position of Representative shall be filled by the appropriate District ~~O~~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 Chair~~man~~ 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.

9.6.5 A vacancy in the position of First Alternate Director or Second Alternate Director shall be filled as specified in Article V of these Bylaws.

9.7 **Officer Elections.**

9.7.1 At its Fall meeting in even-numbered years, the Board of Governors shall elect one of its members to the position of Chair~~man~~ and one of its members to the position of Vice-Chair~~man~~, both of whom shall serve a term of two (2) years. The Chair~~man~~ may serve a maximum of two (2) consecutive two-year terms. Any term greater than one (**1**) 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.

9.7.2 A vacancy in the office of Chair~~man~~ shall be filled by the Vice-Chair~~man~~ for the unexpired remainder of the term. A new Vice-Chair~~man~~ 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 Chair~~man~~, 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.

9.7.3 The Chair~~man~~ 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 Chair~~man~~, the Vice-Chair~~man~~ shall act on the Chair~~man~~'s behalf in representing the Board of Governors and shall be entitled to the same rights and privileges as the Chair~~man~~.

9.8 **Meetings.**

9.8.1 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.

9.8.2 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.

9.8.3 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 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 ~~h~~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 ~~the~~ next regular meeting or special meeting called for that purpose** ~~of the Board of Directors,~~ the proposed amendment shall be submitted to the Board of Governors for its approval.
- 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~~ **these h**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~~ **these h**Bylaws.
- 10.2 **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 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 Governors.
 - 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 Board of Governors, 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 ~~the~~ **these** ~~b~~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~~ **these** ~~b~~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 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**hip** 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 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 ~~the~~ **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.** ~~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 N-PCL §§ 719-726** ~~the 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 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 ~~b~~**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.

CERTIFICATION OF THE BOARD OF DIRECTORS

The undersigned hereby certifies (i) I am the _____ 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 adopted at a duly held meeting of the _____ (membership) on the ____ day of _____, 20__, 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 _____, 20__.

By:_____