

ACBL DISTRICT 13 BRIDGE ASSOCIATION

BY-LAWS

(AS AMENDED OCTOBER 26, 2013)

**ARTICLE I
NAME**

1.1. This organization shall be and remain incorporated as an Illinois not-for-profit corporation and shall be referred to as the District 13 Bridge Association (the "District").

**ARTICLE II
PURPOSE**

The purposes of this organization shall be:

2.1. To promote and foster contract bridge throughout the area of the United States referred to by the American Contract Bridge League (the "ACBL") as District 13;

2.2. To conduct directly, or to assign to a Member Unit (as defined below), such regional tournaments as are allocated by the ACBL to be held within the geographical limits of the District;

2.3. To conduct directly, or to assign to a Member Unit, any North American Bridge Championship which the ACBL directs or permits to be held within the geographical limits of the District; and

2.4. To conduct such other activities as may be assigned to it by the ACBL or as may be in keeping with its own principal objectives.

**ARTICLE III
MEMBERSHIP**

3.1. All duly recognized units of the ACBL within the geographical limits of the District as designated by the ACBL from time to time shall be members of the District ("Member Units"). The initial charter members shall be the Chicago Contract Bridge Association (Unit 123), the Greater Milwaukee Bridge Association (Unit 222) and the Wisconsin-Upper Michigan Bridge Association (Unit 149). ACBL members who are members of the Member Units shall be deemed members of the District.

**ARTICLE IV
REPRESENTATION**

4.1. The management and direction of the affairs of the District shall be vested in a Board of Directors (the "District Board").

4.2. Each Member Unit shall be entitled to:

(a) two (2) directors on the District Board for the first 500 members of such Member Unit; plus

(b) two (2) additional directors on the District Board for any membership between 501 and 1,000 members; plus

(c) one (1) additional director on the District Board for any membership between 1,001 and 1,500 members; plus

(d) one (1) additional director on the District Board for any membership between 1,501 and 2,000 members; plus

(e) one (1) additional director on the District Board for any membership between 2,001 and 2,500 members; plus

(f) one (1) additional director on the District Board for membership between 2,501 and 3,000; plus

(g) one (1) additional director on the District Board for a fraction of 1,000 members thereafter.

Membership calculations and recalculations shall be made every two years as of October in each odd-numbered year based on the prior year's calculations. Membership calculations shall be made from the data provided by the ACBL. Any change in the number of directors resulting from membership recalculation shall become effective from and after the date of the next Annual Meeting (as defined below).

4.3. Each director on the District Board shall serve a term of two (2) years commencing at the Annual Meeting in odd-numbered years and ending just prior to the Annual Meeting held in the next odd-numbered year.

4.4. Each Member Unit shall appoint its directors in such manner as it sees fit and shall advise the District Secretary of the names and addresses of its directors at least thirty (30) days prior to the applicable Annual Meeting.

4.5. The District Director shall be an ex-officio voting member of the District Board. The following individuals shall be ex-officio non-voting members of the District Board: the immediate past president of the District, the tournament chairman of any regional tournament run directly by the District (as opposed to regional tournaments which are delegated to a Member Unit), the chairman of the District Disciplinary Committee, the chairman of the District Appellate Committee, the Grand National Teams (GNT's) coordinator, the North American Open Pairs (NAOP's) coordinator, the Sectional Tournaments at Clubs (STaC's) coordinator, the first alternate to the District Director, the second alternate to the District Director, the charity chairman, the goodwill chairman, the education liaison, the I/N coordinator and the District web site coordinator.

4.6. Each director shall be entitled to one vote on all questions coming before the District Board, which may be cast in person or by written proxy.

4.7. Proxies may be delivered by any director to the District Secretary prior to or during any meeting with power of substitution and may be discretionary or directed.

4.8. Each director is subject to a duty of loyalty to the District and a duty of care in the performance of his duties as a director.

ARTICLE V **OFFICERS**

5.1. The officers of the District shall be elected from among the directors and shall consist of a President, Vice President, Treasurer and Secretary. The offices of Treasurer and Secretary may be combined upon a majority vote of the District Board.

5.2. The officers shall be elected at the Annual Meeting and shall serve a term of two (2) years commencing at the Annual Meeting in odd-numbered years and ending just prior to the Annual Meeting held in the next odd-numbered year.

5.3. Except for the President and Vice President as hereinafter provided, officers shall be eligible for re-election to their respective positions for a maximum of four (4) consecutive terms. The President shall be eligible for re-election to his position for a maximum of two (2) consecutive terms. The Vice President shall be eligible for re-election to his position for a maximum of two (2) consecutive terms.

5.4. The duties of the officers are as follows:

(a) The President shall: preside over all meetings; take necessary steps to implement the decisions and orders of the District Board; act on all matters of urgency in consultation with the Executive Committee (as provided in Article VII below); appoint all committee chairmen; and serve as an ex-officio member of all committees. The immediate past president shall serve on the Executive Committee.

(b) The Vice President shall: assume the duties of the President during his absence or inability to serve; and perform such other duties as may be assigned from time to time by the President or by the District Board.

(c) The Treasurer shall: collect and receive all monies due or owing to the District; make all necessary payments; and endorse for deposit all funds of the District in an account in the name of the District, as established by the District Board. All District checks shall be drawn by the Treasurer and countersigned by either the President or another member of the District Board so designated by the President for such purpose. The Treasurer shall also report at each Annual Meeting on the financial performance during the prior year. The Treasurer is further responsible for transferring the checkbook to the custody of the District Director in order for

the District Director to be able to make disbursements from the account in the absence of the Treasurer. There shall be a review of the financial books and records of the District conducted by an independent third party auditor or accountant who is not a member of the District Board prior to the Annual Meeting held in each odd-numbered year.

(d) The Secretary shall: keep the minutes of all meetings; give notice of all meetings; conduct and preserve correspondence of the District; and perform such other duties pertaining to his office as the President of the District Board may require.

5.5. In the absence of the President, or if the President is unable to act, the Vice President, or in the Vice President's absence, the immediate past president, shall preside at meetings and succeed the President in the performance of the President's duties. If the President, Vice President and the immediate past president are unable to act, then the Director Board will choose a presiding officer from among the District Board.

5.6. Once elected as an officer of the District by the District Board, no officer may be removed from holding office by the Member Unit that appointed or elected the sitting officer to the District Board before his term as officer has expired.

ARTICLE VI **MEETINGS**

6.1. There shall be a regular annual meeting (the "Annual Meeting") of the District at the site of the regional tournament run directly by the District (as opposed to regional tournaments which are delegated to a Member Unit). If the District no longer directly runs such a regional tournament, the Annual Meeting shall be held in April of each year. If the District directly runs more than one regional tournament, the Annual Meeting shall be held at the earliest of such regional tournaments.

6.2. In addition to the Annual Meeting, there shall be such other regular or special meetings as the President may deem necessary or desirable, at places and times fixed by him and after due notice to the District Board at least fifteen (15) days prior to said meeting.

6.3. Special Meetings of the District Board may be called by 40% of the voting directors by delivery of a written notice to all directors at least fifteen (15) days prior to said meeting.

6.4. Presence in person and not by proxy of at least 51% of the directors of the District Board shall constitute a quorum.

ARTICLE VII COMMITTEES

7.1. The chairmen of all committees shall be appointed by the President. Only directors on the District Board may qualify as committee chairmen, except that any ACBL member residing in the District may serve as District Recorder or as chairmen of the District Disciplinary Committee or the District Appellate Committee.

7.2. The President may authorize any chairmen to select the remaining members of the committee.

7.3. The Executive Committee shall consist of the officers of the District plus the immediate past president and the District Director. Its function shall be to execute the decisions and orders of the District Board, to conduct routine administrative matters, and to advise the President on all matters of urgency. The President may call a meeting of such committee at any time and such committee may meet telephonically.

7.4. The Tournament Committee shall be responsible for all arrangements for any regional tournaments run directly by the District. The sites and dates of all regional and sectional tournaments, including, but not limited to, Grand National Teams (GNT's), North American Open Pairs (NAOP's), Sectional Tournaments at Clubs (STaC's) and Member Unit annual meetings and dinners, must be reported to and approved by the District Tournament Coordinator, who shall advise the Executive Committee of any conflicts.

7.5. The Disciplinary Committee shall be responsible for all arrangements for adjudicating all matters referred to it under the ACBL Code of Disciplinary Regulations, as amended from time to time, including,

- (a) matters referred by the District Executive Board;
- (b) matters referred by the District Board;
- (c) matters referred to it by a Member Unit or appeals from a ruling by a Member Unit's disciplinary committee; and
- (d) appeals from a ruling of a tournament appeals committee at the District's regional tournament.

7.6. The Appellate Committee shall be responsible for adjudicating all matters referred to it as provided in the ACBL Code of Disciplinary Regulations, as amended from time to time. Such committee may decline to adjudicate any matter it deems to be without merit, frivolous or outside its scope as defined by ACBL regulations.

7.7. The President shall establish such other committees as are required or necessary from time to time, functioning under such conditions as the District Board may stipulate.

ARTICLE VIII
REGIONAL TOURNAMENTS

8.1. The first three regional tournaments allocated to the District each year shall be allocated as follows: two shall be allocated to Unit 123 and one in each alternate year to Units 149 and 222. The fourth regional tournament allocated to the District each year shall be run directly by the District. Any additional regional tournaments allocated to the District shall be run as determined by the District Board. All such regional tournaments shall further the goals and objectives of the District and shall not contradict District policy.

ARTICLE IX
FINANCES

9.1. The District Board shall have the power to assess Member Units for specific contributions as necessary on an annual basis, provided such assessments have been approved by two-thirds of the District Board.

ARTICLE X
FISCAL YEAR

10.1. The fiscal period for the District shall terminate on the 31st day of each December in each and every year.

ARTICLE XI
AMENDMENTS

11.1. These by-laws may be amended by a vote of directors, whether in person or by proxy, by vote of two-thirds of the District Board. Such vote may be had at any Annual Meeting or at any special meeting called for that purpose. Directors shall receive notice of any proposed amendments at least thirty (30) days in advance of any meeting held to vote on any such amendments.

ARTICLE XII
NOTICES

12.1. Whenever under the provisions of these by-laws, notice is required to be given to any officer or director of the District, such notice may be given by personal delivery, by United States first-class mail or by electronic mail. If notice is given by United States first-class mail, such notice shall be directed to the officer or director at his post office address last shown in the records of the District. If notice is given by electronic mail, such notice shall be directed to the email address last shown in the records of the District. Whenever under the provisions of these by-laws notice is required to be given to any Member Unit, such notice shall be given to the president or secretary of such Member Unit.

ARTICLE XIII
EFFECTIVE DATE

13.1. These by-laws shall supersede all previous by-laws and shall become the official laws of the District.