

AMENDED AND RESTATED  
BY-LAWS  
OF THE  
CHICAGO CONTRACT BRIDGE ASSOCIATION

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ARTICLE I

NAME AND PURPOSES

Section 1. Name. The name of this Association shall be the Chicago Contract Bridge Association.

Section 2. Purposes. The purposes for which the Association is organized are: to promote the game of duplicate contract bridge; to promote the social meeting and companionship of members and guests and to maintain the standards of the game on a high plane of ethics and sportsmanship; to promote the development of clubs affiliated with the American Contract Bridge League; to conduct, license, or sanction tournaments; to aid the American Contract Bridge League and any other organizations conducting tournaments; and to formulate, interpret, and enforce rules for the conduct of such tournaments.

ARTICLE II

AMERICAN CONTRACT BRIDGE LEAGUE

This corporation operates under the auspices of the American Contract Bridge League (the “ACBL”), a New York not-for-profit corporation, and is subject to the bylaws and regulations of the ACBL, as such may be amended from time to time.

ARTICLE III

MEMBERSHIP

Section 1. Members. Any person (i) of good moral character, (ii) who has not previously been expelled, (iii) having an interest in the game of bridge, (iv) who is a member in good standing of the American Contract Bridge League, and (v) who resides within the geographical area over which this corporation has jurisdiction, shall be a member of the Association.

Section 2. Dues. Membership dues shall be payable directly to the ACBL at the times and in the amounts established by the ACBL.

Section 3. Termination of Membership. A member shall remain in good standing unless and until (i) the member has failed to pay dues as required by the ACBL, or (ii) the member changes his residence to a place outside the jurisdiction of the Unit, or (iii) the member has been suspended or expelled from membership, in accordance with regulations established by the ACBL or these By-Laws.

## ARTICLE IV

### MEETINGS OF MEMBERS

Section 1. Annual Meeting. The Board of Directors shall determine the date of each Annual Meeting of the Association subject to the following requirement. The Annual Meeting of the Association shall be within the earlier of six (6) months after the end of the Association's fiscal year or fifteen (15) months after the date of the last Annual Meeting. The time and place may be fixed by the President. The agenda of the Annual Meeting shall include discussion of annual reports, election of Directors as hereinafter provided, and transaction of such other business as may properly come before the meeting.

Section 2. Special Meetings. Special meetings of the members of the Association may be called by the President or by the Board of Directors. A special meeting shall be called by the President on petition by not fewer than 200 members entitled to vote.

Section 3. Place of Meetings. All meetings of the Association shall be held within the geographical limits of the Unit.

Section 4. Notice of Meetings. Written or printed notice, stating the place, day and hour of any meeting of members, shall be given by mail or other means as approved by the Board of Directors including but not limited to electronic notification to all members of the Association not less than ten (10) nor more than sixty (60) days before the day of the meeting, by or at the direction of the President, Secretary, or the persons calling the meeting. In case of a special meeting, the purpose or purposes for which the meeting is called shall also be stated in the notice.

Section 5. Quorum. Twenty-five (25) members of the Association in good standing shall constitute a quorum at any meeting of the members; provided that if a quorum is not present at any meeting, a majority of the members present may adjourn the meeting from time to time without notice.

## ARTICLE V

### BOARD OF DIRECTORS

Section 1. Powers and Duties. The business and affairs of the Association shall be managed by its Board of Directors. Among the powers hereby conferred is the power to delegate non-policy making authority to members who are not directors, and in general, to do such other and further things as may from time to time be necessary to further and implement the purposes and aims of the Association as set forth in Article I.

Section 2. Number. The Board of Directors shall consist of fifteen (15) members. All directors must be in good standing. All directors shall be voting members of the board. Each director shall hold office until his or her successor has been duly elected and qualified, or until his or her death, resignation, or removal.

Section 3. Term. Directors shall be elected each year for terms of office of three years, commencing as of the applicable annual membership meeting at which such directors are elected and ending on the third annual membership meeting thereafter. The Board of Directors may, by affirmation vote of two-thirds (2/3) of all the directors, declare vacant the office of any director, for Cause as defined in Section 10(b) below.

Section 4. Regular Meeting. A regular annual meeting of the Board of Directors shall be held at the conclusion of the annual membership meeting. The purpose of such meeting shall be to elect the officers for the forthcoming year. The Board of Directors may provide by resolution for holding additional regular meetings without further amendment to the By-Laws.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any four (4) directors. All directors must be provided no fewer than ten (10) days' advance written notice of such special meeting. Notwithstanding the above, if one purpose of the meeting involves the removal of a director, the minimum advance written notice of such special meeting is increased to twenty (20) days. Notice shall be given by mail or other means as approved by the Board of Directors including but not limited to electronic notification.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum, provided that if less than a quorum is present, a majority of the directors present may adjourn the meeting to another time without notice.

Section 7. Manner of Acting. The act of a majority (except as otherwise provided in these By-Laws) of the members of the Board of Directors present at the meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Vacancies. Any vacancy occurring in the membership of the Board of Directors among the elected members may be filled by appointment by a two-thirds (2/3) majority of the Board of Directors attending the meeting at which such appointment is to be filled, if, in the judgment of the President, the filling of such vacancy is necessary or desirable for the welfare of the Association. A member appointed to fill such vacancy shall be appointed for the un-expired portion of the predecessor's term.

Section 9. Limitations on Employees. No member of the Association who is an employee of the Association or of the American Contract Bridge League and who receives from such employment, paid by the Association or by the American Contract Bridge League, total compensation of \$5,000.00 or more a year, shall be eligible for election or for holding office as a director of the Association during any year in which he or she receives such compensation.

Section 10. Resignation and Removal of Directors.

- (a) Any director may resign at any time by giving written notice to the Board of Directors. Any such resignation will take effect as of its date unless some other date is specified therein, in which event it will be effective as of that date.
- (b) The Board of Directors may, by two-thirds (2/3) vote, remove a director for Cause, except that no director shall be removed at a meeting of the Board unless the notice of such meeting states that a purpose of the meeting is to vote upon the removal of one or more directors named in the notice. Directors who are subjected to a removal vote are not entitled to vote on such director's removal. For purposes herein, the term "Cause" means any of the following committed by an individual subject to this provision: (i) fraud, theft or embezzlement of the property of the Association, (ii) conviction of a felony, or conviction of any misdemeanor involving moral turpitude, (iii) any willful, intentional, reckless, or negligent conduct that has a material adverse effect on the Association's activities, goodwill,

reputation, or membership relations, or (iv) suspension or discontinuance of a director's active membership in the Association or ACBL.

Section 11. Remote Communication Meetings.

- (a) Remote Communication means any electronic communication including conference telephone, video conference or any other method or forum currently available or developed in the future which directors are not present in the same physical location and may simultaneously communicate with each other.
- (b) A Board meeting, as well as the Annual Meeting, may be held by any means of remote communication by which all persons authorized to vote or take action at the meeting can hear each other. This remote participation in a meeting will constitute presence in person at the meeting.

ARTICLE VI

OFFICERS

Section 1. Officers. The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 2. Election; Term of Office. The President and Vice-President shall be elected annually from the membership of the Board of Directors in the manner provided in these By-Laws. The Secretary and Treasurer may be elected either at the Annual Meeting or the next subsequent meeting of directors. In the event there are two or more candidates for any office, the election shall be by secret ballot. Each of them shall hold office until a successor shall have been duly elected and shall have qualified; provided that the term of any such officer shall end earlier and at once upon the death, disability, or resignation, or on the date the officer may cease to be a member in good standing.

Section 3. President. The President shall be the principal executive officer of the Association and shall in general supervise the business and affairs of the Association. The President shall preside at all meetings of the members and the Board of Directors and shall perform all duties incident to the office of President, and such other duties as may be prescribed by the Board of Directors from time to time. Except in those instances in which the authority to execute is expressly delegated to another officer or agent, the President may execute on behalf of the corporation, any contracts, documents, or other instruments which the Board of Directors has authorized.

Section 4. Vice-President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President. When so acting, the Vice-President shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as may be assigned to the Vice-President from time to time by the President or by the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent, the Vice-President may execute on behalf of the corporation, any contracts, documents, or other instruments which the Board of Directors has authorized.

Section 5. Secretary. The Secretary shall record the minutes of all meetings of the members and of the Board of Directors.

Section 6. Treasurer. The Treasurer shall be the principal accounting and financial officer of the corporation. The Treasurer shall report to the Board of Directors and in general shall review and authenticate the actions of any administrative secretary engaged by the corporation to run its day-to-day affairs. The Treasurer shall manage the funds and securities of the Association and shall audit its finances. The Treasurer shall perform such other duties as may be assigned from time to time by the President or the Board of Directors.

Section 7. Salaries. All officers of the Association shall serve without compensation unless a resolution to the contrary is adopted by the Board of Directors.

Section 8. Administrative Secretary. The Board of Directors may engage an administrative secretary who shall act under the direction of the President and the Board of Directors, and shall, among other things, take care of the business of the Association, manage all tournaments, be custodian of the corporate records, and act as assistant to the President, except as otherwise provided herein.

Section 9. Checks. All checks drawn upon funds of the Association shall be signed by any two of the following or by other means as approved by the Board of Directors including but not limited to electronic means with notification to any two of the following: any officer plus any member of the Board of Directors designated by the President.

Section 10. Vacancies. In the event the office of President becomes vacant, the Vice-President shall be and become the President for the un-expired portion of the term. A vacancy in the office of the Vice-President, Secretary, or Treasurer shall be filled by the Board of Directors for the un-expired portion of the term.

Section 11. Removal of Officers. The Board of Directors may, by majority vote, remove an officer for any reason, except that no officer shall be removed at a meeting of the Board unless one purpose of the meeting (either expressed at the immediately prior Board meeting or provided in a notice) is to consider the removal of an officer.

## ARTICLE VII

### COMMITTEES

Section 1. Committees. The Board of Directors, by resolution, may create any and all committees, each of which shall consist of at least one director. Such committees, to the extent provided in the resolution, shall have the authority to act on behalf of the Board of Directors. The Board at all times retains the authority to remove members of a committee or to terminate the committee altogether.

Section 2. Quorum. A majority of the members of a committee shall constitute a quorum. The act of a majority of the members present at a meeting of a committee at which a quorum is present shall be the act of the committee.

Section 3. Expenses. Generally, no committee shall incur any expense in an amount more than \$300 without the consent of the Board of Directors. This prohibition does not apply to expenses for tournaments so long as the President and one other officer approves the expense.

Section 4. Chairperson. One member of each committee shall be designated by the President as chairperson.

## ARTICLE VIII

### ELECTIONS

Section 1. Elections To Be By Ballot. The election of the Board of Directors shall be by ballot, except in the case of an uncontested election, and shall be conducted as provided in this Article.

Section 2. Nominations.

(a) Not later than 90 days preceding the date of each annual meeting of members, the Board of Directors shall appoint a nominating committee. Such committee shall consist of up to three (3) directors and up to four (4) non-directors. In no event shall the committee be less than four (4) people and at least two committee members must be non-directors. The Board shall endeavor to weigh the membership of the committee equally between members residing in the north, west and south parts of the Chicago metropolitan area.

(b) The chairperson-at-large shall be a member of the Board of Directors. All candidates shall submit their qualifications either in person or in writing to the nominating committee which shall select five (5) nominees for three-year terms. The nominating committee shall report their selections to the Secretary of the Association not later than sixty (60) days prior to the date of the annual meeting, who shall then report these selections through the Associations' website, email blast, The Kibitzer, or by direct mail to the members, not later than thirty (30) days prior to the date of the annual meeting.

(c) Any member or members, not fewer than one hundred (100), entitled to vote, may nominate any other candidate or candidates for membership on the Board of Directors; provided, however, that such other candidate or candidates shall have submitted their qualifications to the nominating committee in accordance with this article. Each such nomination shall be separately made in writing, signed by the nominators, and shall be filed with the Secretary not later than forty-five (45) days preceding the date of the annual meeting.

Section 3. Election committee. Should any nomination be made pursuant to the provisions of Section 2(c) above, the Board of Directors shall, not later than fifteen (15) days preceding the date of the annual meeting, appoint an election committee consisting of seven (7) members of the Association to conduct the election.

Section 4. Preparation and Mailing of Ballots. Should any person be nominated pursuant to Section 2(c) above, then at the expiration of the time within which candidates may be nominated, the Secretary shall cause ballots to be printed which shall set forth the names of all candidates nominated as provided in these By-Laws, listing the candidates in alphabetical order, and indicating by asterisk those candidates selected by the nominating committee. Not later than fifteen (15) days preceding the date of the annual

meeting, the Secretary shall mail or cause to be mailed to each member entitled to vote, an envelope containing a ballot and an envelope addressed to the election committee at the office of the Association.

Section 5. Casting of Ballots. Each member, upon marking his ballot, shall enclose it in an envelope, seal the envelope, and mail or deliver the same to the committee. When envelopes addressed to the election committee are received by it, they shall be placed in a box securely locked and there kept until the time of canvassing the votes.

Section 6. Canvass of Votes. The election committee shall begin the canvass of the votes on a date and at a time fixed by the election committee, provided that such date shall be not less than one (1) and not more than five (5) days prior to the date of the annual meeting. No ballot shall be counted unless it is received at least five (5) days prior to the date of the annual meeting. No form of ballot other than the one herein provided for shall be counted.

Section 7. Report of Ballots. The names of the candidates elected shall be reported to the President and Secretary of the Association as soon as the result is determined by the election committee. The committee shall also report to the annual meeting the number of votes received by each candidate at such election.

Section 8. Uncontested Election. In the event that the number nominated does not exceed the number of open positions, in accordance with the provisions hereof, no vote of the members shall be taken as above provided, but at the annual meeting of the members, the election committee or some member thereof shall orally cast the vote of the members of the Association for the nominees selected by the nominating committee.

Section 9. Ties. In the event there is a tie for the election of a Director or Directors, the President, assisted by the Secretary, shall by lot, in the presence of the members attending the annual meeting, determine the Director or Directors elected.

## ARTICLE IX

### FINANCIAL REPORTS

Section 1. Annual Report. At the close of each fiscal year a statement shall be prepared from the Association's financial records for the fiscal year. Such statement shall be prepared by an individual or firm appointed by the President and confirmed by the Board. A comprehensive summary or copy of this annual statement shall be published in the official Association publication. Any member may at any reasonable time and upon reasonable notice, at the office of the Association, examine such statement, including any and all books and records from which such statement was prepared.

## ARTICLE X

### FISCAL YEAR

Section 1. Fiscal Year. The fiscal year of the Association shall be the calendar year, commencing on the first day of January and terminating on the 31st day of December of each and every year.

## ARTICLE XI

### AMENDMENTS

#### Section 1. Amendments to By-Laws.

- (a) These By-Laws may be amended, altered, or repealed and new By-laws may be adopted in the following manner: A proposal that the By-Laws be amended may be made by not fewer than one hundred (100) members entitled to vote by filing with the Secretary a written statement setting forth the proposed amendment or amendments, signed by the proposers, together with a request that the proposal be submitted at the next annual or special meeting of members or together with a call of a special meeting of members to consider such proposal.
- (b) A proposal that the By-Laws be amended may also be made by resolution of the Board of Directors, and in such event the Board of Directors may direct that the proposal be submitted at the next annual or special meeting of members called by the Board of Directors to consider such proposal. Any call for a special meeting shall be in accordance with Article IV.
- (c) When a proposal has been made as provided in this Article, the notice of the regular or special meeting at which the proposed amendment or amendments are to be considered shall state that the purpose or one of the purposes of the meeting is the consideration of such proposal, and a copy of the proposed amendment or amendments, or a summary of the changes to be effected thereby, shall be set forth in such notice and distributed as provided in Section 4, Article IV.
- (d) An amendment proposed and submitted at a regular or special meeting of members as provided in this Article shall be adopted if it receives the affirmation vote of two-thirds (2/3) of the members entitled to vote and present at the meeting.

## ARTICLE XII

### INDEMNIFICATION

The Association will indemnify, defend, and hold harmless, to the full extent permitted by law, its current and past directors and officers, and committee members providing services to or for the Association who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative unless their acts or omissions involved willful or wanton conduct. The Association may purchase and maintain insurance for such indemnification. The indemnification includes the costs of reasonable settlements, attorney's fees, out of pocket expenses and all other costs and expenses which were made with a view to curtailment of costs of any such litigation or threatened litigation or proceeding, but only upon being approved by the Board of Directors as being reasonable and appropriate. The Association will not indemnify any director, officer or committee member who initiated or prosecuted a suit or proceeding against the Association or in defending any counterclaim, crossclaim, affirmative defense or like claim against the Association. With the approval of the Board of Directors, indemnity payments will be made in advance of the final disposition of the proceeding.

## ARTICLE XIII

### ARBITRATION

This arbitration provision covers all non-ethical disputes that an individual member or bridge club within CCBA Unit 123 may have with (a) the CCBA, (b) the CCBA's current or former officers, directors, employees, or agents in their capacity as such or otherwise, or (c) other CCBA members to the extent that dispute arises (i) directly from CCBA membership, (ii) participation in any CCBA program or event or (iii) by or with a CCBA Unit 123 bridge club. CCBA does not have jurisdiction to resolve ethical disputes. In the event of a dispute with a member (with membership determined as of the date of the initial dispute) or bridge club and informal efforts to resolve the dispute are unsuccessful, the dispute shall not be resolved in a court of law, but instead by arbitration held in Chicago or the metropolitan area of Chicago. The parties may agree that the arbitration is conducted by the Institute for Bridge Arbitration ("**IBA**") and in accordance with IBA's Bridge Arbitration Rules as set forth on IBA's website ([www.bridgearbitration.org](http://www.bridgearbitration.org)). If, for any reason, one of the parties' objects to using IBA for the arbitration, the arbitration shall be conducted in accordance with the Commercial Rules of the American Arbitration Association ("**AAA**") in effect at the time the arbitration proceeding is initiated and subject to the following: The parties shall strive to select an arbitrator who is an experienced duplicate bridge player who understands the special context and issues that are likely to be raised in a bridge-related dispute. Absent agreement by the parties to a particular arbitrator or process, the selection of the single arbitrator shall be made in accordance with the AAA Rules. The AAA Rules are available at [www.adr.org](http://www.adr.org). The arbitrator shall have the right to determine the extent of discovery permitted. The arbitrator shall consider the matter in controversy and may hold hearings regarding the same. The arbitrator may grant any remedy or relief that the arbitrator deems just and equitable, including any remedy or relief that would have been available to the parties under any applicable statutes or common law. The arbitrator shall enter an award in writing no later than 30 days from the date of the conclusion of the arbitration hearing unless the parties agree otherwise. The award shall detail the arbitrator's consideration of the relevant facts, and the basis and reason for the decision. The arbitrator's decision shall be final and binding in all respects. Each party to the arbitration shall pay its own fees and expenses and split the cost of the arbitrator.

Amended and Restated effective January 19, 2024