

BY-LAWS OF THE CHICAGO CONTRACT BRIDGE ASSOCIATION

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 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 by-laws 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) he has failed to pay his dues as required by the ACBL, or (ii) he changes his residence to a place outside the jurisdiction of the Unit, or (iii) he 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 Annual Meeting of the Association shall be held each January at such time and place as may from time to time 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 Meeting . 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 to all members of the Association not less than ten (10) nor more than ninety (90) days before the day of the meeting, by or at the direction of the President, Recording 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 impose sanctions upon members, as hereinafter provided, 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 1.

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

(a) Five (5) directors shall be elected each year for terms of office of three years, the terms to commence as of the January membership meeting at which such directors are elected. The Board

of Directors may, by affirmative vote of two-thirds (2/3) of all the directors, declare vacant the office of any director, for cause.

(b) In order to effect the transition from two year terms to three year terms, upon adoption of these By-Laws the five (5) directors who (i) are in the first year of their two year term, and (ii) who have served the fewest continuous number of years on the Board of Directors, shall have their term extended from two years to three years. Those directors in the first year of their term, who do not qualify for an extended term under the preceding sentence, shall serve the balance of a two-year term. Those directors in the second year of their term shall serve the balance of their two-year term. These By-Laws contemplate, and authorize, a board of directors of only thirteen (13) members for the second full year following the adoption of these By-Laws.

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.

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 a 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 unexpired portion of the term of his predecessor.

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. Sanctions

(a) The Board of Directors shall establish a Conduct & Ethics Committee, consisting of six (6) members, at least one of which, but no more than three of which, shall be directors. All members shall serve one-year terms. Such committee shall have all the powers to censure, suspend,

expel, or otherwise discipline a member to the full extent afforded a Unit under the terms of the Bode of Disciplinary Regulations of the ACBL, as the same may be amended from time to time.

(b) Such committee shall have original jurisdiction over all matters which may be heard by a Unit, including (i) alleged infractions occurring at an ACBL sanctioned club; (ii) appeals from the actions of a tournament committee at a Unit-sanctioned tournament; (iii) direct disciplinary action arising out of conduct at a Unit-sanctioned tournament; (iv) referrals from other Units relating to actions of Unit members at non-Unit sanctioned tournaments.

(c) All decisions of the Conduct & Ethics Committee are appealable to the Judiciary Committee of District 13 of the ACBL.

(d) The Conduct & Ethics Committee shall be chaired by a Chairman designated by the Board of Directors, which Chairman need not be a director. Such Chairman (i) shall be responsible for gathering all information relating to any incident; and (ii) shall chair and conduct all hearings, unless such hearing was initiated at his or her request. At all hearings initiated at he request of the Chairman, the Chairman (i) shall present evidence and/or bring facts to the attention of the committee; and (ii) refrain from voting, or participating in the deliberation of the committee; and (iii) abstain from discussing such incident with other members of the committee, except at the hearing.

(e) All conduct and ethics hearings shall be conducted in accordance with the ACBL Code of Disciplinary Regulations.

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 his 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 his death, disability, or resignation, or on the date he 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. He 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 his 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 him 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. He 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. He shall perform such other duties as may be assigned him 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 Unit, 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: 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 unexpired 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 unexpired portion of the term.

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 an exercise the authority and 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. 6

Section 3. Expenses. No committee shall incur any expense without the consent of the Board of Directors.

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 120 days preceding the date of each annual meeting of members, the Board of Directors shall appoint a seven person nominating committee. Such committee shall consist of three (3) directors and four (4) non-directors. The board shall endeavor to weight the membership of the committee equally between members residing in the north, west, and south parts of the Chicago metropolitan area.

(b) The chairman-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 Administrative Secretary of the Association not later than ninety (90) days prior to the date of the annual meeting, who shall then report these selections either through the Association's published magazine, or by direct mail to the members, not later than sixty (60) 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 Administrative 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

administrative 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 Administrative 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 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 B. Uncontested Election. In the event that not more than three (3) candidates are nominated, in accordance with the provisions thereof, 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 XI

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 Administrative Secretary a written statement setting forth the proposed amendment or amendments, signed by the proposer, 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 Section 2, Article V.

(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, or mailed with, such notice.

(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 affirmative vote of two-thirds (2/3) of the members entitled to vote and present at the meeting.

Effective: 1-199?