

**AMENDED AND RESTATED
A.C.B.L. DISTRICT 13 BRIDGE ASSOCIATION
BY-LAWS**

(APPROVED DECEMBER 11, 2025)

**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. A director may resign at any time by giving written notice to the District Board. 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. Any vacancy occurring during a director’s term may be filled by the applicable Member Unit. A director appointed to fill such vacancy shall be appointed for the unexpired portion of the predecessor’s term. The District Board may, by affirmative vote of two-thirds (2/3) of all the directors present at a District Board meeting, declare vacant the office of any director for Cause as defined in Section 4.7 below.

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 Each director shall be entitled to one vote on all questions coming before the District Board which must be cast in person or as otherwise provided in Section 6.5.

4.6 Each director is subject to a duty of loyalty to the District and a duty of care in the performance of the director's duties as a director.

4.7 The District Board may, by two-thirds (2/3) vote, remove a director for Cause, except that no director shall be removed at a meeting of the District 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. The basis for removing a director is limited to the director being involved in one of the following: (i) fraud, theft or embezzlement of District property, (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 District's activities, goodwill, reputation, or membership relations, or (iv) suspension or discontinuance of a director's active membership in the Member's Unit or ACBL.

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 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 chairpersons; 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 the President's 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 in excess of three hundred dollars (\$300) 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 President in order for the President to be able to make the disbursements from the account in the absence of the Treasurer.

- (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 the Secretary's office as the President may require.

5.4 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 District Board will choose a presiding officer from among the District Board.

5.5 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 the officer's term as officer has expired. Notwithstanding the above, the District Board may, by majority vote, remove an officer for any reason, except that no officer shall be removed at a District Board meeting 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 VI MEETINGS

6.1 The District will hold an annual meeting (the "**Annual Meeting**"). The meeting will preferably be held at the site of the regional tournament run directly by the District. If the District no longer directly runs such a regional tournament, the Annual Meeting shall be held in the spring 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. Notice of the Annual Meeting must be made within sixty (60) days of the meeting date.

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 the President 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 forty percent (40%) of the voting directors by delivery of a written notice to all directors at least fifteen (15) days prior to said meeting. If one purpose of the meeting involves the removal of a director, the minimum advance written notice of such meeting is increased to twenty (20) days.

6.4 Presence in person or pursuant to remote communication, as provided in Section 6.5 below, of at least fifty-one percent (51%) of the directors of the District Board shall constitute a quorum.

6.5 Remote communication means any electronic communication including conference telephone, video conference or any other method or forum currently available or developed in the future in which directors are not present in the same physical location and may simultaneously communicate with each other. This remote participation in a meeting will constitute presence in person at the meeting.

ARTICLE VII **COMMITTEES**

7.1 The chair of all committees shall be appointed by the President. Only directors on the District Board may qualify as a committee chair unless the District Board approves such appointment.

7.2 The President may authorize any chair 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. 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 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.

7.5 Generally, no committee shall incur any expense in an amount more than three hundred dollars (\$300) without the consent of the District Board. This prohibition does not apply to expenses for tournaments run by the District so long as the President and one other officer approves the expense.

ARTICLE VIII **REGIONAL TOURNAMENTS**

8.1 The regional tournaments allocated to the District each year shall be allocated among the Units and the District as determined by the District Board but at least two of the first three regional tournaments shall be allocated to Unit 123. 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 (2/3) 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 by vote of two-thirds (2/3) of the District Board. Such vote may be held 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 the 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
INDEMNIFICATION

13.1 The District 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 District 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 District may purchase and maintain insurance for 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 District Board as being reasonable and appropriate. The District will not indemnify any director, officer or committee member who initiated or prosecuted a suit or proceeding against the District or in defending any counterclaim, crossclaim, affirmative defense or like claim against the District. With the approval of the District Board, indemnity payments will be made in advance of the final disposition of the proceeding.

ARTICLE XIV
EFFECTIVE DATE

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

APPROVED: December 11, 2025
Previously Amended: October 26, 2013