

AMENDED AND RESTATED BYLAWS
Central Illinois Bridge Association – UNIT 208
of District 8 American Contract Bridge League

ARTICLE I: NAME, PURPOSES, OFFICES

Section 1.1. Name. The name of this organization is Central Illinois Bridge Association. The Central Illinois Bridge Association is also known as ACBL Unit #208 and referred to in these Bylaws as the “Unit”.

Section 1.2. Incorporation. The Unit was incorporated on May 20, 1963, as a not-for-profit corporation under the laws of the state of Illinois (the “State”) and is governed by the General Not for Profit Corporation Act of the State (the “Nonprofit Law”).

Section 1.3. Purposes. The purposes for which the Unit is organized are: to foster community welfare in the furtherance of the game of contract bridge in its various forms of competition; to promulgate high standards of conduct and ethics to its members, and to enforce such standards; to provide organized bridge activities and services to satisfy the social, recreational, and competitive needs of the membership and the community; to conduct tournaments and other competitive events as permitted by the American Contract Bridge League (the “ACBL”); and to conduct such other activities as may be in keeping with its principal objectives.

Section 1.4. Registered Office and Registered Agent. The registered office of the Unit shall be located in the State at such place as may be the residence or business office of the registered agent. Absent further action by the Board of Directors, the Secretary of the Unit shall act as the registered agent.

Section 1.5. Definition of Delivered. “Delivered”, for the purpose of determining if any notice required by these Bylaws is timely made or ballot is timely delivered, means (a) transferred or given to the recipient in person; (b) deposited in the United States mail addressed to the recipient at his address as it appears in the records of the Unit, with sufficient first-class postage affixed; (c) posted on the Unit’s website; or (d) transmitted by electronic means to the email address, facsimile number, or other contact information of the recipient.

ARTICLE II: AMERICAN CONTRACT BRIDGE LEAGUE

The Unit is a separate legal entity that interacts with the ACBL through the unit charter process and exists for the purposes specified in Article I of these Bylaws. As such, the Unit and its members shall be subject to and abide by the Bylaws and regulations of the ACBL as in existence and amended from time to time by ACBL. No rule, regulation or bylaw adopted by the Unit shall be inconsistent with or be in contravention of the rules, regulations, and bylaws of the ACBL. The Unit shall conduct its affairs in a manner consistent with the rules, regulations, policies, procedures, and bylaws of the ACBL.

ARTICLE III: UNIT JURISDICTION AND AREAS

The geographical area within which this Unit shall have ACBL jurisdiction is such area as is presently or may in the future be assigned to it by the Board of Directors of the ACBL. This geographical consignment shall be divided into “Areas” as defined by the Unit Board of Directors.

The Illinois counties that are presently assigned to the Unit by the Board of Directors of the ACBL are Adams, Brown, Bureau, Cass, Champaign, Clark, Coles, Cumberland, Christian, Dewitt, Douglas, Edgar, Ford, Fulton, Grundy, Hancock, Henderson, Henry, Iroquois, Kankakee, Knox, LaSalle, Livingston, Logan, Macon, Marshall, Mason, McDonough, McLean, Menard, Mercer, Morgan, Moultrie, Peoria, Piatt, Pike, Putnam, Sangamon, Schuyler, Scott, Shelby, Stark, Tazewell, Vermilion, Warren, and Woodford.

For purposes of the election or removal of members of the Board of Directors as described in these Bylaws, the above counties are divided into four (4) areas (the “Areas”) as follows:

“Area 1”: The counties of Fulton, Hancock, Henderson, Henry, Knox, McDonough, Mercer, Peoria, Stark, Tazewell, and Warren

“Area 2”: The counties of Adams, Brown, Cass, Christian, Logan, Macon, Mason, Menard, Morgan, Pike, Sangamon, Schuyler, and Scott

“Area 3”: The counties of Bureau, Dewitt, Grundy, LaSalle, Livingston, Marshall, McLean, Putnam, and Woodford

“Area 4”: The counties of Champaign, Clark, Coles, Cumberland, Douglas, Edgar, Ford, Iroquois, Kankakee, Moultrie, Piatt, Shelby, and Vermilion

ARTICLE IV: MEMBERSHIP

Section 4.1. Members. Any person who is a member of the ACBL and resides within one of the Areas shall be a member of the Unit. Any person who lives outside the Areas may apply for membership in the Unit according to regulations established by the ACBL. Any person who resides within the Areas may apply to become a member of a different unit according to regulations established by the ACBL.

Section 4.2. Classification of Members. For the purposes of electing or removing members of the Area Representatives (as defined in Section 6.3 below) from their respective Areas, the members shall be divided into four (4) classes based upon the Area of their residencies. Therefore, (a) only Resident-members of Area 1 shall be entitled to vote upon the election or removal of the two (2) Area Representatives from Area 1; (b) only Resident-members of Area 2 shall be entitled to vote upon the election or removal of the two (2) Area Representatives; (c) only Resident-members of Area 3 shall be entitled to vote upon the election or removal of the two (2) Area Representatives; and (d) only Resident-members of Area 4 shall be entitled to vote upon the election or removal of the two (2) Area Representatives from Area 4.

Section 4.3. Rights and Obligations. In accordance with the procedures established by the Nonprofit Law and the ACBL Board of Directors, the members of the Unit shall have voting rights and any other legal rights or privileges in connection with the governance of the Unit. Members of the Unit shall be required to abide by, and to conduct themselves in a manner consistent with, the Bylaws, regulations, policies, code of conduct and ethics standards established by the ACBL and the Unit.

Section 4.4. Termination of Membership. A member shall remain a member of the Unit unless and until he changes his residence to a place outside the jurisdiction of the Unit without taking the necessary steps to retain membership in the Unit, per ACBL regulations, or ceases to be a member of the ACBL, or has his membership suspended for disciplinary reasons.

ARTICLE V: MEMBERSHIP MEETINGS

Section 5.1. Annual Meeting. The Annual meeting of the members of the Unit shall be held in July or August at such time and, subject to Section 5.3 below, at such place as may be fixed by the Board of Directors. The agenda of the Annual meeting shall include presentation of annual reports and transaction of such other business as may properly come before the meeting. Failure to hold an annual meeting shall not work a forfeiture or dissolution of the Unit or invalidate any action taken by the Board of Directors or Officers of the Unit.

Section 5.2. Special Meetings. Special meetings of the membership of the Unit may be called by the President or the Board of Directors. A special meeting shall be called by the Board of Directors on receipt of a written petition by at least five percent of members entitled to vote.

Section 5.3. Place of Meeting. All membership meetings of the Unit shall be held within the geographical limits of the Unit. Members may participate in and act at any meeting by a conference telephone or interactive technology, including but not limited to electronic transmission, internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 5.4. Notice of Meetings; Record Date. Notice, written, printed or by electronic transmission, stating the place, day and hour of the annual meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered not less than five (5) nor more than sixty (60) days before the date of the meeting, or, in the case of a removal of one or more Area Representatives, a merger, consolidation, dissolution or sale, lease or exchange of assets not less than twenty (20) nor more than sixty (60) days before the date of the meeting, by or at the direction of the president, or the secretary, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting. The Record Date for any annual or special meetings of the members shall be sixty (60) days prior to the date of the meeting, and the Record Date for the annual election of Area Representatives shall be thirty (30) days prior to the time that the list of nominees is delivered to the members.

Section 5.5. Quorum. One (1%) percent of members in good standing of the Unit shall constitute a quorum at any meeting of the membership for which a vote is required.

Section 5.6. Proxy Voting. No proxy voting shall be permitted at membership meetings.

Section 5.7. Informal Action by the Members. Any action required to be taken at any annual or special meeting of the members entitled to vote, or any other action which may be taken at a meeting of the members entitled to vote, may be taken by ballot without a meeting in writing by mail, e-mail, or any other electronic means pursuant to which the members entitled to vote thereon are given the opportunity to vote for or against the proposed action, and the action receives approval by a majority of the members casting votes, or such larger number as may be required by the Nonprofit Law, the articles of incorporation, or the bylaws, provided that the number of members casting votes would constitute a quorum if such action had been taken at a meeting. Voting must remain open for not less than 5 days from the date the ballot is delivered; provided, however, in the case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, the voting must remain open for not less than 20 days from the date the ballot is delivered. Such informal action by members shall become effective only if, at least 5 days prior to the effective date of such informal action, a notice in writing of the proposed action is delivered to all of the members entitled to vote with respect to the subject matter thereof.

Article VI: Board of Directors

Section 6.1. Powers and Duties. The management of all business, property, and interests, and other affairs of the Unit shall be vested in its Board of Directors. Among the powers hereby conferred is the power to impose sanctions upon members in accordance with ACBL rules and regulations, to delegate non-policy making authority to members who are not directors, and, in general, to take such other and further actions as may from time to time be necessary to further and implement the purposes and aims of the Unit as set forth in Article I.

Section 6.2. Directors' Fiduciary Duties and Standards of Conduct. Each Area Representative and Area Alternate (as defined in Section 6.3 below) is subject to a duty of loyalty to the Unit and a duty of care in the performance of his duties as a director.

Section 6.3. Number, Qualifications, and Alternates. The Board of Directors shall consist of eight (8) members, comprised of two members from each of the four (4) Areas (the "Area Representatives"). In addition, one member from each Area shall be appointed as an alternate ("Area Alternate") member of the Board of Directors who may serve as a voting Director at any meeting at which one or both Area Representatives from his Area are absent. All Area Representatives and Area Alternates must be members in good standing of the ACBL as well as members of the Unit.

Section 6.4. Nomination and Election of Area Representatives. The Board of Directors shall appoint a Standing Nominating Committee. The nominating committee shall determine and present to the members a list of nominees for election as Area Representatives to fill the positions of those Area Representatives whose terms shall expire at the end of the fiscal year. The members, as classified pursuant to Section 4.2 above, shall elect the requisite number of Area Representatives from among the list of nominees.

The Nominating Committee shall include in the list of nominees any member in good standing of the Unit who declares his candidacy for Area Representative of his Area by submitting his name in writing or by electronic transmission to the Unit Secretary between March 1 and April 30 of the election year. The list of nominees shall be delivered to the members of record on or before May 15. Pursuant to Section 5.7 above, the election for Area Representatives will take place by written or electronic ballot delivered to the Unit President or Unit Secretary not later than June 15. Members shall have 10 days after delivery of the ballots to vote (the "Closing Date"), and the members may vote only in elections in the Area of their residence. The Board of Directors will tabulate ballots so received and deliver the results to the members within five days of the Closing Date for return of the ballots by the members.

Section 6.5. Appointment of Area Alternates. The Area Representatives from each Area shall appoint one Area Alternate from their Area to serve in the absence of one of the Area Representatives at meetings of the Board of Directors.

Section 6.6. Terms of Office. Area Representatives shall be elected in accord with the election calendar for terms of office of three (3) years, the terms to commence July 1 of the year of the election. The Area Representatives are divided into three (3) classes so that the terms of not more than three Area Representatives expire in any given year. All Area Representatives shall hold office until their successors are elected and qualified or until their sooner death, resignation, or removal. Area Alternates shall serve at the pleasure of the Area Representatives from their Area.

Section 6.7. Regular and Special Meetings. The Board shall establish a schedule for regular meetings. Regular meetings of the Board of Directors shall be held, with proper notice, not less frequently than once a quarter. Special Meetings of the Board may be called at any time by the President, the Board, or upon the written request of four (4) or more Area Representatives.

Section 6.8. Notice. Notice of any regular or special meeting stating the place, day and hour of the meeting shall be delivered to the Area Representatives and Area Alternates no fewer than seven (7) days nor more than thirty (30) days prior to the date of the meeting.

Section 6.9. Participating in Meeting by Telephone or Technological Means. Members of the Board of Directors may participate in and act at any meeting by a conference telephone or interactive technology, including but not limited to electronic transmission, internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 6.10. Quorum. The presence of five (5) Area Representatives or their Area Alternates shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 6.11. Informal Action by Directors. Any action required by the Nonprofit Law to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be approved in writing by all of the directors and all of any nondirector committee members entitled to vote with respect to the subject matter thereof, or by all the members of such committee, as the case may be. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and provides a written record of approval. All the approvals evidencing the consent shall be delivered to the secretary to be filed in the corporate records. The action taken shall be effective when all the directors or the committee members have approved the consent unless the consent specifies a different effective date. Any such consent approved in writing by all the directors or all the committee members shall have the same effect as a unanimous vote and may be stated as such in any document filed with the Secretary of State under the Nonprofit Law.

Section 6.12. Vacancies. All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the Board of Directors. An Area Representative elected to fill any vacancy shall hold office for the unexpired term of his predecessor and until a successor is elected and qualified.

Section 6.13. Removal. An Area Representative may be removed for cause at a meeting of the members provided two-thirds of those present from the Area of the Area Representative shall so vote. No Area Representative shall be removed at a meeting of the members unless notice of that meeting is delivered to the members entitled to vote on the removal stating that a purpose of the meeting is to remove one or more Area Representatives named in the notice. Only the named Area Representatives may be removed at such meeting.

Section 6.14. Resignation. Any Area Representative or Area Alternate may resign at any time by delivering written notice to the President or the Secretary, or by giving oral or written notice at any meeting of the Board of Directors. The resignation will take effect upon delivery of notice unless the notice of resignation specifies a later effective date. Acceptance of a director's resignation will not be necessary to make it effective.

Section 6.15. Voting by Proxy. Voting by proxy is not permitted.

ARTICLE VII: OFFICERS

Section 7.1. Designations; Terms; Qualifications. The officers of the Unit shall be a President, Vice-President, a Secretary, and a Treasurer, elected by the Board of Directors. Each officer shall hold office for a term of two (2) years and until his successor shall have been elected and qualified. The President and the Vice President shall be elected from among the Area Representatives. Other officers shall be elected from among the members of the Unit, and may be, but need not be, Area Representatives or Area Alternates.

Section 7.2. President. The President shall preside at all meetings of the Board of Directors, shall have general supervision of the affairs of the Unit and shall perform such other duties as are incident to the

office or are properly required of the President by the Board of Directors. The President may not serve for more than two (2) consecutive two (2) year terms.

Section 7.3. Vice President. During the absence or disability of the President, the Vice President shall exercise all the functions of the President. The Vice President shall have such powers and discharge such duties as may be assigned from time to time by the Board of Directors.

Section 7.4. Secretary. The secretary shall issue notices for all meetings, shall keep minutes of all meetings, shall have charge of the corporate books, and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors.

Section 7.5. Treasurer. The Treasurer shall have the custody of all monies and securities of the Unit and shall keep regular books of account. The treasurer shall disburse funds of the Unit in payment of the just demands against the Unit or as may be ordered by the Board of Directors and shall render to the Board of Directors, from time to time as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the Unit. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Directors.

Section 7.6. Delegation. If any officer of the Unit is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of the Bylaws, the Board of Directors may, from time to time, delegate the powers or duties of such officer to any other officer, director or other person it may select.

Section 7.7. Removal. Any officer or agent may be removed by the Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The election or appointment of an officer or agent shall not of itself create any contract rights.

Section 7.8. Vacancies. In case any office shall become vacant by reason of death, resignation, removal, ineligibility or otherwise, the Board of Directors then in office may appoint a successor or successors for the unexpired term.

Section 7.9. Compensation and Reimbursement of Officers. The officers of the Unit shall serve without compensation but may be authorized to receive reimbursement of expenditures made on behalf of the Unit.

Section 7.10. Resignation of Officers. Any officer may resign at any time by delivering written notice to the President, the Secretary, or the Board of Directors, or by giving oral and written notice at any meeting of the Board of Directors. Any officer's resignation will take effect upon delivery of notice unless the notice of resignation specifies a later effective date. Acceptance of an officer's resignation will not be necessary to make it effective.

ARTICLE VIII: COMMITTEES

Section 8.1. Establishment. The Board of Directors shall have the power to create and appoint the members of such standing and special committees as the Board may deem necessary or appropriate, designate the chairs thereof and assign functions hereto. The members of committees need not be members of the Board of Directors. The Chair of each committee shall be a Board member.

Section 8.2. Executive Committee. The Board may designate, from among its directors, an Executive Committee. This committee shall have powers as provided by resolution of the Board of Directors except as prohibited by the Nonprofit Law. Rules governing meetings of the executive committee shall be as established by the Board of Directors, or in the absence thereof, by the committee itself.

Section 8.3. Other Committees. Other committees shall be established at the discretion of the Board of Directors. Each committee may adopt rules for its meetings which are consistent with these bylaws.

Section 8.4. Term of Office. Each member of a committee shall serve for a term of two (2) years and until a successor is appointed unless the committee is sooner dissolved.

ARTICLE IX: AMENDMENT OF THE BYLAWS

These Bylaws may be amended, altered or repealed and new bylaws may be adopted by a vote of two-thirds ($\frac{2}{3}$) of the Board of Directors. Any changes in the Bylaws should be presented at the annual meeting, or any special meeting so that the members are kept informed.

ARTICLE X: MISCELLANEOUS

Section 11.1. Publication. The official publication of the Unit shall be as designated by the Board of Directors and shall be published by the Unit.

Section 11.2. Inoperative Portion. If any portion of the 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 portion is held invalid or inoperative manifests.

Section 11.3. 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 bylaws or the intent in any of the provisions.

Section 11.4. Books and Records. The Unit shall keep correct and complete books and records of accounts and shall keep minutes of all proceedings of its Board of Directors and membership meetings.

Section 11.5. Fiscal Year. The fiscal year for the Unit shall run from July 1 to June 30.

Section 11.6. Loans. The Unit will not make loans to any director or officer. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Unit for the amount of such loan until the repayment thereof.

ARTICLE XII: DISSOLUTION AND NONPROFIT STATUS

This Unit is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to its members. It is organized solely for nonprofit purposes. On the dissolution or winding up of the Unit, assets remaining after payment of, or provision for payment of, all debts and liabilities of the Unit shall be distributed according to the regulations and policies of the ACBL. If the Unit holds any assets in trust, they shall be disposed of in such a manner as may be directed by judgment of a court of appropriate jurisdiction.

CERTIFICATION OF THE BYLAWS

The undersigned hereby certifies (i) I am the _____ of the Unit, an Illinois not for profit corporation, (ii) the above Amended and Restated Bylaws are a true, correct and complete copy of bylaws of the Unit adopted at a duly held meeting of the Board of Directors on the _____ day of _____, 2023 (the "Effective Date"), and in accordance with the laws of the State of Illinois, and (iii) the Bylaws were in full force and effect on the Effective Date 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 _____, 2023.

By: _____