

RESTATED BYLAWS

of the

UNITED STATES BRIDGE FEDERATION ("USBF")

With amendments as of 3/16/2015

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RESTATED
UNITED STATES BRIDGE FEDERATION BYLAWS

I. Organization

A. Name.

The name of this corporation is the United States Bridge Federation ("USBF" or the "corporation").

B. Principal Office.

The USBF Board of Directors (the "Board") shall specify the location of the principal office for the transaction of the activities and affairs of the corporation.

C. Other Offices

The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

D. Purposes

1. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Act of the State of Tennessee for public and charitable purposes.
2. The purposes of this corporation are charitable in nature and are to advance the interests of the United States in international bridge competition, including the selection and support of United States bridge teams and players in international and Olympic bridge competition.
3. In furtherance of such purposes, United States Bridge Federation shall:
 - a. Support United States participation in Olympic bridge games; in world and zonal bridge championships; and, at the USBF Board's discretion, in other international bridge competitions that may be held from time to time.
 - b. Select players and/or teams to represent the United States in World Bridge Championships; for Olympic bridge competitions if applicable; and, at the Board's discretion, for other international bridge competitions at which a team represents the United States. Throughout these By-Laws, "World Championship" and "World Bridge Championships" refer to a World Bridge Federation ("WBF") team competition in which each participating country is limited to one or two teams.
For Olympic competitions and for open, women's, and seniors World Championships, teams or players shall be selected by trial competition, except as may be necessary to replace a player or team who died, became disabled, or became ineligible / disqualified.

For Juniors World Championships and other international competitions (e.g., invitational events), players and/or teams may be selected by any method the Board deems appropriate in the circumstances, including but not limited to trials, observation during training or play sessions, and subjective ranking.

- c. Support bridge participants in all age groups who qualify to represent the United States in such games and championships.
- d. Support only participants who are of Olympic and world championship caliber, who possess the highest talent and achievement, and who exhibit the highest caliber of sportsmanship, personal conduct and ethics.
- e. Provide an equal opportunity to bridge athletes, coaches, trainers, managers, administrators and officials to participate in amateur bridge competition without discrimination on the basis of race, color, religion, national origin, or sexual orientation, and with fair notice and opportunity for a hearing to any bridge player, coach, trainer, manager, administrator, or official before declaring such individual ineligible to participate. Notwithstanding the above, the membership explicitly endorses the establishment of events restricted by gender or gender combinations (e.g., Mixed; Women's).
- f. Try to become a member of the United States Olympic Committee ("USOC") recognizing that once organized the corporation is eligible to be an "Associate Member" of the USOC.

II. Membership

A. Regular Member

A Regular Member of the USBF shall receive all publications and notices of the organization, shall be eligible to represent the United States of America ("USA") in events that do not require qualification through a trials, and shall be listed on the USBF's membership rolls. However, a Regular Member who is not an Active Member for the year in question (i.e., who does not pay the annual dues for that year) shall not be eligible, during that year: to vote for members of the Board; to hold office in the USBF; to compete in USBF trials to qualify to represent the United States in international competition; or to represent the USA in a World Championship or Olympic competition. A person qualifies as a Regular Member if s/he meets any of the following three sets of criteria:

- 1. He or she is a citizen of the USA; is a member in good standing of the American Contract Bridge League ("ACBL") or the American Bridge Association ("ABA"); and is not under probation for ninety (90) days or more, nor under expulsion or suspension by either of those bodies. Any person who satisfies these criteria is automatically a member of the USBF;

2. He or she is a citizen of the USA; is a member in good standing of an amateur bridge organization which is certified by the USBF Board of Directors as an organization described in Article IV, Section 4(c)(a) of the constitution of the USOC; and is not under probation for ninety (90) days or more, nor under expulsion or suspension, by such organization or by the ACBL or ABA; or
3. He or she is a citizen of the USA; is interested in the game of bridge and in its international competition; has not been expelled from the ACBL, the ABA, or any organization described in paragraph II.A.2 above; and has communicated to the USBF his/her desire to be a USBF member.

B. Active Member

1. *Qualification:* Any Regular Member, as defined in section II.A above, and any Resident Member, as defined in section II.D below, shall qualify as an Active Member in any year for which s/he pays the annual dues established by the Board of Directors – unless, under WBF rules, s/he is ineligible to represent the USA in the next regularly scheduled World Championship competition.
2. *Privileges:* During any year in which a person is an Active Member, in addition to enjoying all privileges of a Regular Member, s/he also shall:
(a) be eligible to enter and compete in USBF trials to select players or team(s) to represent the United States in international competition; (b) be eligible to receive his/her share of any subsidy(ies) the USBF elects to provide when s/he represents the USA in an international competition, and/or when training for such a competition after qualifying to represent the United States in it; and (c) be eligible to run for election to the Board, to vote for members of the Board, and to hold office in the USBF.

C. Athlete Member

An Athlete Member is an Active Member who has: (1) participated in international team competition by qualifying through a trial sanctioned by the ACBL or the USBF; or (2) finished in the top ten in a WBF Championship event; or (3) finished in the top three in a transnational WBF event. An Athlete Member shall have all privileges of an Active Member, and may also enjoy a few additional privileges (e.g., eligibility to serve on certain committees), as described elsewhere in these By-Laws.

D. Resident Member.

A person who is not a citizen of the United States may apply to become a Resident Member of USBF. If the application is accepted, the Resident Member shall have all of the rights of an Active Member, except the right to represent USBF in any international competition limited to citizens of the United States. Resident Members shall pay the same dues as Active Members. The USBF shall accept an application to become a Resident Member so long as it meets the following criteria:

1. Present USBF Residents
 - a. The applicant played in a trials to select a US international team prior to 2004, and
 - b. The applicant resides in the United States for a substantial period of time each year, and
 - c. The applicant has not represented any country other than the United States in a World Championship within three years of the application.

2. New Applicants
 - a. The applicant shall be eligible to represent the United States in the first WBF Championship occurring after the filing of the application, under WBF rules as they exist at the time of filing of the application.
 - b. The applicant evidences his/her intent to reside in the US by doing at least the following:
 - 1) The applicant has lived in the US 6 of the 12 months immediately preceding the filing of the application and 12 of the 24 months immediately preceding the filing of the application, or has lived more in the US than in any other country in both of these periods, and
 - 2) The applicant has either obtained permanent resident alien status (often referred to as a “Green Card”), or has obtained a visa that allows him/her to work or attend school in the United States for a period of at least 365 days; and
 - 3) The applicant has submitted in writing a signed statement affirming to the USBF that he or she has complied with the provisions of this subsection and is applying for Resident Membership in USBF. This statement shall be submitted to the USBF. The USBF shall advise the player within 30 days after receipt of such application whether the player has been accepted as a USBF Resident Member.

3. To continue to be a USBF Resident Member, a person must continue to comply with Section 1 or 2 above. If a USBF Resident Member is unable to comply with Section 1 or 2, he or she loses USBF Resident Member status. Such a person may reapply for USBF Resident Membership status once the above requirements have been met.

4. The USBF Board of Directors may ask a USBF Resident Member for proof of their compliance with section 1 or 2. If the USBF Board of Directors determines that a USBF Resident Member has misrepresented the circumstances of his or her residency, his or her USBF Resident Membership will be cancelled. That person may reapply for USBF Resident Membership six years after the date of such cancellation.

E. Refused and Suspended Membership

Membership in the USBF may be refused, removed or suspended for cause by a majority vote of the Board of Directors.

III. Directors

A. Powers

1. General Corporate Powers. Subject to the provisions and limitations of the applicable laws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.
2. Specific Powers. Without prejudice to the general powers set forth in Paragraph III.A.1. of these Bylaws, the Directors shall have the power to:
 - a. Appoint and remove, at the pleasure of the Board, all of the corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with law, with the corporation's articles of incorporation, and with these bylaws; and fix the compensation, if any, of consultants and employees and require from them security for faithful performances of their duties.
 - b. Change the principal office or the principal business office from one (1) location to another; and cause the corporation to be qualified to conduct its activities in any state, territory, dependency, or country.
 - c. Adopt and use a corporate seal; and alter the forms of the seal and certificates.
 - d. Borrow money, incur indebtedness, and enter into contracts on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidence of debt and securities.

- e. Establish or amend these By-Laws, the Conditions of Contest for the Trials, the rules governing eligibility for the Trials, and any other rules applicable to the Trials.
- f. Construe all terms in any USBF document, including but not limited to all terms used in the Conditions of Contest and in these By-Laws. The Board has sole and broad discretion in construing said terms. The Board's construction of all such terms shall be final, binding, and conclusive upon all players, members, and applicants, as long as its construction is not arbitrary and capricious (i.e., completely unreasonable).
- g. Make factual findings that are necessary or relevant to any decision the USBF must make. The Board (or its designee, if applicable) is the arbiter of all facts relevant to such decisions. The Board's (or its designee's) factual findings shall be binding and conclusive upon all members and applicants, even if those findings are not set forth in writing, as long as said findings are not completely unreasonable in light of the evidence and other information the Board (or its designee) possessed at the time of the decision.
- h. Delegate certain of its powers to one or more committees or subcommittees.

B. Numbers and Election

1. Authorized Number of Directors. The Board of Directors shall consist of seven (7) persons until changes by amendment to these Bylaws. Board members may not serve more than six (6) consecutive years. Retired Board members may become candidates after a one (1) year hiatus
2. Composition and Election of Directors. The term of the Directors shall be for three years, commencing January 1, 2003, provided that in the first three (3) years such terms shall be staggered in a manner provided by resolution of the Board of Directors so as to ensure election of a portion of the Directors each year.
3. Manner of Nomination and Election of Directors.
 - a. Nominations of Board members shall be made by the Nominating Committee and by petition by Active Members under procedures which shall be adopted and amended by at least a two-thirds (2/3rds) vote of the Board of Directors.
 - b. Elections shall be by written ballot or email.

4. Non Discrimination. The Board of Directors shall consist of individuals who are selected without regard to race, color, religion, national origin, age, sex or sexual orientation.
5. Removal. A director may be removed with cause, by the Board upon a vote of two-thirds (2/3rds) of the Board Members acting at a duly called meeting.
6. Vacancies on Board.
 - a. Events Causing Vacancy - a vacancy or vacancies on the Board shall exist on the occurrence of the following:
 - (1) the death or resignation of any director;
 - (2) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under applicable law;
 - (3) the vote of the Board to remove any director(s); or
 - (4) the increase of the authorized number of directors.
 - b. Resignation - A USBF Board member may resign at any time by giving written notice to any member of the USBF Board. A USBF Board member who fails to attend two (2) consecutive Board meetings is deemed to have resigned as though written notice were given except if failure was for good cause as determined by a majority vote of the remaining members of the Board.
 - c. Filling Vacancies - If a vacancy of less than one year occurs, the President shall appoint a successor to serve out the term; but if more than 1 full year remains in the term, there should be a special election in which the full membership votes as soon as possible.

C. Directors Meetings

1. Place of Meetings. Meetings of the Board shall be held at any place that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.
2. Meetings by Telephone or Other Device. Any meeting may be held by telephone conference or similar communication equipment, as long as all directors participating in the meeting can communicate with one another.

All such directors shall be deemed to be present in person at such a meeting.

3. Annual Meeting. Each year, the Board shall hold an annual meeting for purposes of organization, election of officers, and transaction of other business.
4. Other Regular Meetings. Other regular meetings of the Board may be held at such time and place as the Board may fix from time to time by resolution.
5. Special Meetings. Special Meetings of the Board for any purpose may be called at any time by the President, or by any five (5) directors.
6. Notice.
 - a. Manner of Giving Notice - Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, postage prepaid; (c) by telephone, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; (d) by telegram, charges prepaid; or (e) by e-mail. All such notices shall be given or sent to the director's address or telephone number or e-mail address as shown on the records of the corporation.
 - b. Meeting Notice Requirements - Notices sent by first-class mail shall be deposited in the United States mail at least fourteen (14) days before the time set for the meeting. Notices given by personal delivery, telephone, telegraph or e-mail shall be delivered, telephoned, given to the telegraph company or e-mailed at least forty-eight (48) hours before the time set for the meeting.
 - c. Notice Contents - The notice shall state the time of the meeting, and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.
7. Quorum. A majority of the authorized number of directors then in office shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present shall be the act of the Board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

8. Waiver of Notice. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.
9. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.
10. Notice of Adjourned Meeting. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.
11. Action Without a Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.
12. Compensation and Reimbursement. Directors shall serve without compensation.

D. Committees

1. Committees. The Board may create one (1) or more committees, all of which will serve at the pleasure of the Board. Unless otherwise specified to the contrary herein, each committee shall have no fewer than three (3) members, at least one (1) of whom shall be a Director. Unless otherwise specified to the contrary herein, Regular Members, Active Members and persons at large may also be appointed to such committees. Appointments to a committee shall be by majority vote of the Board. Committees are only advisory and the Board retains final authority over all matters except that (i) the committees enumerated in Section III.D.3 may act within their respective authority independent of the Board and (ii) the Executive Committee may act on behalf of the Board in between Board meetings. No committee, regardless of Board resolution, may:
 - a. Fill vacancies on the Board or on any committee;

- b. Amend or repeal bylaws or adopt new bylaws;
 - c. Amend or repeal any resolution of the Board;
 - d. Create any other committee or appoint the members of any committee;
 - e. Expend corporate funds to support a nominee for director; or
 - f. Approve any contract or transaction to which the corporation is a party.
2. Meetings and Action of Committees. Meetings and actions of committees shall be governed by, held, and taken in accordance with the provisions of these bylaws except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee. At the request of the Board, minutes of each meeting of any committee shall be kept and/or filed with the corporate records. The Board may adopt rules for the government of any committee, provided they are consistent with these bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.
3. Standing Committees. The following shall be standing committees of the Board:
- a. Executive Committee - The Executive Committee shall consist of the President, the Vice President, the COO, and the CFO. The Executive Committee shall meet from time to time on the call of the President.
 - b. Elections Committee - The Elections Committee shall consist of three (3) members of the Board. The Elections Committee shall establish nominating and election procedures for members of the Board. It shall review and supervise the nominating procedures, certify petition nominations, and otherwise oversee the elections of Directors.
 - c. Finance Committee - The Finance Committee shall consist of at least three (3) members: the COO, the CFO and at least one (1) director. All committee members must be officers of the corporation or Directors. The Finance Committee is responsible for reviewing the financials of the corporation and for recommending financial policies, goals and budgets.

- d. Nominating Committee – The Nominating Committee shall consist of five (5) members, each of whom shall serve for two (2) years. The Nominating Committee is responsible for nominating persons to serve for full terms as Directors, subject to Section III.B. above. The Nominating Committee may not nominate anyone who is a member of the Nominating Committee.

IV. Officers

A. Offices, Election, and Length of Terms.

The officers of the USBF shall consist of a President and a Vice President, a Chief Operating Officer (“COO”), a Chief Financial Officer (“CFO”), and a Secretary. Every two years, the officers shall be elected by the Board for two (2) year terms, which shall commence on the date of the first Board meeting on or after January 1 of an odd-numbered year. All officers shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under a contract of employment. Each officer shall hold office until his/her successor’s term begins, unless s/he dies, resigns, becomes disqualified, or is removed by the Board.

B. Eligibility.

No officer may at any time during his/her term be an officer of another national governing body of bridge, including but not limited to the ACBL and the ABA. The President and Vice President must each be a member of the Board when the applicable 2-year term commences, but the President may serve out the second year of a term even if s/he is not a Board member during that second year. To be eligible to be elected President, a Board member must have completed at least one (1) year of service on the Board (before the date on which his/her term as President begins). The President may not serve more than two consecutive two (2) year terms as President.

C. Resignation of Officers

Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the USBF under any contract to which the officer is a party.

D. Vacancies in Office

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

E. Duties of Officers

1. President. The President shall have, subject to approval of the Board of Directors, the general supervision of the affairs of the corporation, and shall act as the chair of meetings of the Board of Directors.
2. Vice-President. The Vice-President shall, in the absence of the President, preside at meetings of the corporation's Board of Directors and shall

perform such other acts and duties as may be delegated by the President from time to time.

3. Chief Operating Officer. The COO shall oversee the daily operation of the corporation, including but not limited to site selection and hotel contracts, the entry process for Trials, the logistics of running Trials, the logistics of sending U.S. teams to World competitions, and membership, along with such other duties as the President or Board may assign from time to time.
4. Chief Financial Officer. The CFO shall oversee all aspects of the corporation's finances, including but not limited to its accounting functions, its budgeting process, long term strategic planning, the corporation's bank accounts, payment of bills, and collection of dues and entry fees, along with such other duties as the President or Board may assign from time to time.
5. Secretary. The Secretary shall keep the records, minutes and property of the corporation and give notice of all meetings.

V. Fiscal Year

The fiscal year of the USBF shall be from January first (1st) to December thirty-first (31st).

VI. Books, Records, Accounts and Reports

A. Maintenance of Corporate Records

The corporation shall keep adequate and correct books and records of account and written minutes of the proceedings of its Board and committees of the Board.

B. Inspection by Directors

Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

C. Annual Report

The Chief Executive Officer shall cause an annual report to be sent to directors within one hundred and twenty days (120) days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

1. A balance sheet listing the assets and liabilities of the corporation as of the end of the fiscal year.
2. A profit-and-loss statement which includes a summary of the revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.

3. A profit-and-loss statement which includes a summary of the expenses or disbursements of the corporation for both general and restricted purposes.

The annual report shall be accompanied by any report on it of the independent accountant(s) or auditor(s) who prepared and/or reviewed it or, if there is no such report, by a signed statement from the CFO certifying that the annual report, including the balance sheet and the P&L statement: (a) were prepared by him/her from the corporation's books and records; (b) are accurate and complete; and (c) were not reviewed by any outside accountant or auditor.

VII. Incorporation and Seal

The USBF may become incorporated in any state of the United States designated by the Board of Directors. The Board of Directors may designate an official seal for the USBF.

VIII. Indemnification

To the fullest extent permitted by law, each officer, director, committee member, or employee of the USBF shall be indemnified by the USBF against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon him/her by reason of his/her being or having been an officer, director or employee at such time such liability or expense was incurred except in such cases where the person is adjudged to be guilty of willful misfeasance or malfeasance in the performance of his/her duties. Provided, however, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the USBF.

IX. Insurance

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, committee members, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

X. Arbitration

A. Regarding National Governing Body

The USBF shall submit to binding arbitration in any controversy involving its recognition as a national governing body, as provided for in Article VIII of the Constitution of the USOC, upon demand of the USOC, conducted in accordance with the Commercial Rules of the American Arbitration Association, as they may be modified in accordance with Section 220522(a)(4)B of the Olympic and Amateur Sports Act ("the Act"); and

B. Regarding Participation of Athlete

The USBF shall submit to binding arbitration in any controversy regarding the opportunity of any athlete, coach, trainer, manager, administrator or official to participate in a bridge competition conducted by the USBF, upon demand of the USOC or any aggrieved bridge athlete,

coach, trainer, manager, administrator or official, conducted in accordance with the Commercial Rules of the American Arbitration Association, as modified in accordance with Section 220522 (a)(4)(B) of the Act subsequent to exhaustion of administrative remedies under USBF Bylaws, Rules & Regulations.

C. Players Must Submit Disputes to Arbitration.

If any USBF member, applicant, or Trials participant is aggrieved by any decision or action of the USBF or the Board, then after exhausting all internal remedies and procedures, that member, applicant, or participant must submit the dispute to final, binding arbitration to be conducted in accordance with the Commercial Rules of the American Arbitration Association, as modified by these By-Laws (if applicable), in accordance with Section 220522 (a)(4)(B) of the Act. Said arbitration shall be conducted in either Memphis, TN or Chicago, IL, whichever of those two cities the USBF chooses in a particular case. By playing in the Trials, by applying for any type of USBF membership, and/or by accepting any type of USBF membership, an individual agrees to be bound by this arbitration clause; further, s/he irrevocably consents to the exclusive jurisdiction of any Tennessee court, state or federal, to enforce this agreement to arbitrate and/or to review or enforce any arbitration award.

XI. Amending the Bylaws

These Bylaws may be amended by a two-thirds (2/3rds) vote of the Board of Directors, subject to the requirement of a thirty (30) day written notice of the intent to amend being sent to each member of the Board of Directors setting forth the proposed amendment prior to the meeting at which the proposal will be considered. The 30 day notice requirement may be waived by unanimous consent of all Directors present at the meeting where an amendment is passed.

These restated bylaws have been approved and adopted by the Board of Directors of the USBF this 16th day of March 2015.

President

Secretary