

**RESTATED BYLAWS  
OF THE  
UNITED STATES BRIDGE  
FEDERATION**

**April 10, 2024**

## Table of Contents

Organization	1
A. Name	1
B. Principal Office	1
C. Other Offices	1
D. Purposes	1
II. Membership	2
A. Regular Member	2
B. Resident Member	4
C. Active Member	6
D. Term of Membership	6
III. Directors	6
A. Powers	6
B. Numbers and Election	8
C. Directors' Meetings	9
D. Committees	11
IV. Officers	12
A. Offices, Election, and Length of Term	12
B. Eligibility	12
C. Resignation of Officers	13
D. Vacancies in Office	13
E. Duties of Officers	13
V. Fiscal Year	14
VI. Books, Records, Accounts and Reports	14
A. Maintenance of Corporate Records	14
B. Inspection by Directors	14
C. Annual Report	14
VII. Incorporation and Seal	15

## Table of Contents

VIII. Indemnification	15
IX. Insurance	15
X. Arbitration	15
XI. Amending the ByLaws	16

# Organization

## A. Name

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

## B. Principal Office

The USBF Board of Directors (the "Board") shall specify the location of the principal office for 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. The 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 and is a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code. The Corporation shall not take, or fail to take, any action that would jeopardize its status as a nonprofit corporation under Tennessee law or a tax-exempt organization under the Internal Revenue Code.
2. The purpose of the Corporation is to advance the interests of Bridge in general and the interests of Bridge in the United States of America (the "USA"), in particular through, inter alia, the participation of the USA in International Bridge Competitions ("IBCs"), including but not limited to IBCs under the jurisdiction of the World Bridge Federation (the "WBF").
3. In furtherance of such purpose, the USBF:
  - a. Shall establish rules to govern the eligibility, selection and ongoing participation of players, pairs and/or teams to represent the USA in IBCs including but not limited to open, women's, mixed, youth and senior IBCs, which may include a USBF event to qualify to represent the USA in International Bridge Competition (a "USBC");
  - b. May support participants in IBCs who are representing the USA or were selected or approved by the USBF;

- c. Shall promote Bridge in general and youth Bridge in particular, including but not limited to supporting junior training programs with the goal of creating USA representatives to the World Junior Championships;
- d. May approve, sponsor and/or support such other Bridge competitions or events as the Board deems advisable (collectively with the USBCs, “USBF Events”);
- e. Shall promote Bridge ethics by USBF members (“Members”) and/or at USBF Events;
- f. Shall provide an equal opportunity to Bridge players, coaches, trainers, managers, administrators and officials to participate in USBF Events without discrimination on the basis of race, color, religion, national origin, age, sex, 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 preceding sentence, the USBF acknowledges that the WBF may restrict, and other world bodies may in the future restrict, Bridge events by gender or gender combinations (e.g., women's and mixed) or by age (e.g., Seniors). USBF’s participation in such IBCs shall not constitute a violation of this Section of the ByLaws;
- g. To the extent that the Board deems advisable, shall (i) maintain membership in the North American Bridge Federation (the “NABF”), (ii) through its membership in the NABF, select two representatives to the WBF Executive Council, and (iii) take such other actions and positions within the NABF as to advance the purpose of the USBF as set forth in Section I.D.2 above; and
- h. Shall determine the appropriate sanction for anyone who (i) is found guilty by a USBF committee of violating any law, rule or regulation promulgated by the USBF or the then-current Laws of Duplicate Bridge (the “Governing Bridge Laws”), (ii) confesses to violating any Governing Bridge Law, and/or (iii) settles any dispute with the USBF.

## **II. Membership**

### **A. Regular Member**

1. *Qualification:* Subject to Section II.D below, upon application, a person shall become a Regular Member if s/he meets all three of the following criteria: a. S/he either

- i. is a citizen of the USA or ii. (A) has a parent who is a USA citizen; (B) has applied for USA citizenship, which application has not been denied; and (C) has provided such evidence as requested by the Board to prove (A) and (B) and to demonstrate the likelihood that such application will be granted.
- b. S/he either:
  - i. is a member in good standing of the American Contract Bridge League ("ACBL") or the American Bridge Association ("ABA") and has neither resigned from nor been expelled by the other organization, in which case this requirement shall automatically be satisfied; or
  - ii. does not meet the requirements of Section II.A.1.b.i above but has demonstrated an interest in the game of Bridge and expressed interest in IBCs, in which case such application shall be subject to approval by a majority of the Board;
- c. Unless waived by the Board, in its absolute discretion, upon a two-thirds vote of all Directors, s/he
  - i. is not currently under expulsion or suspension by the ACBL, the ABA, the WBF, an organization recognized by the WBF (such as the European Bridge League) or such other Bridge organization as the Board may designate from time to time (each a "Bridge Organization");
  - ii. has never been expelled by any Bridge Organization;
  - iii. has never confessed to or been found guilty of an Ethical Violation (as defined below) by any Bridge Organization,
  - iv. has never resigned in anticipation of a hearing or decision that could have resulted in a determination that s/he committed an Ethical Violation or in his/her expulsion.

"Ethical Violations" shall mean cheating (including but not limited to self-kibitzing, collusive signaling and illicitly obtaining information about another party's hand through other means (such as hacking)) and such other ethical violations as may, from time to time, be promulgated by the USBF. In the absence of a USBF code of disciplinary regulations or similar document (a "CDR"), the USBF shall look to the then-current Laws of Duplicate Bridge and/or the ACBL or WBF CDR as a guide in determining what constitutes an Ethical Violation.

2. *Privileges*: A Regular Member of the USBF shall be eligible to represent the

USA in events that do not require qualification through a USBC. However, a Regular Member who is not an Active Member for the year in question (i.e., who did 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 a USBC, or to represent the USA in an IBC that requires qualification through a USBC.

## **B. Resident Member**

1. *Qualification:* Subject to Section II.D below, a person who is not a citizen of the USA, but who otherwise meets the requirements of Section II.A.1.b-e above, may apply to become a Resident Member if s/he communicates to the USBF his/her desire to become a USBF Member and meets the following standards:
  - a. The applicant evidences his/her intent to reside in the USA by submitting proof of all three (3) criteria below:
    - i. The applicant has lived in the USA six (6) of the twelve (12) months (or more in the USA than in any other one country) immediately preceding the filing of the application and twelve (12) of the twenty-four (24) months (or more in the USA than in any other one country) immediately preceding the filing of the application;
    - ii. 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 USA for a period of at least 365 days; and
    - iii. The applicant has submitted to the USBF a signed statement affirming to the USBF that s/he has complied with the provisions of this subsection and is applying for Resident Membership in USBF; or
  - b. The applicant is not able to submit proof of all three (3) criteria listed immediately above but is able to submit proof that s/he has been expressly approved by the WBF to be a Resident Member pursuant to the WBF Bona Fide Residence Criteria. Under current WBF regulations, only a National Bridge Organization (NBO) can request such a determination, so to utilize this procedure, the applicant must draft a request to the WBF and submit it to the USBF, along with all supporting materials, and the USBF will forward it to the WBF on behalf of the applicant.

The Board shall determine whether these criteria have been satisfied and whether to grant an application for Resident Membership. USBF shall advise the player within thirty (30) days after receipt of such application whether the player has been accepted as a USBF Resident Member.

- c. To continue to be a USBF Resident Member, subject to Section II.B.1.d below, a person must either continue to comply at all times with Section II.B.1.a.i and II.B.1.a.ii above, or must continue to have the status within the WBF of a Bona Fide Resident of the US. If a USBF Resident Member is unable to comply with either set of requirements, s/he loses his/her USBF Resident Member status. Such a person may reapply for USBF Resident Membership status once either of the above sets of requirements have been met.
- d. The Board may ask a USBF Resident Member for proof of his/her compliance with Section II.B.1.a.i and II.B.1.a.ii, or with Section II.B.1.b, above. If the Board determines that a USBF Resident Member has misrepresented the circumstances of his or her residency or his or her approval by the WBF as a Bona Fide Resident of the US, his or her USBF Resident Membership will be cancelled. That person may reapply for USBF Resident Membership three (3) years after the date of such cancellation.
- e. Notwithstanding Section II.B.1.a.i or II.B.1.b or Section II.B.1.c, if, for exigent circumstances acceptable to the Board in its sole discretion and upon submission of such documentation as the Board may request, an applicant is unable to comply with Section II.B.1.a.i or II.B.1.b, or with Section II.B.1.c, the Board may waive or modify such requirement.

Subject to applicable eligibility requirements and Conditions of Contest, the applicant will be eligible to represent the USA in the first IBC occurring after approval of his/her application.

2. *Privileges:* A Resident Member shall have all of the rights of a Regular Member – except the right to participate in an IBC (or the USBC to select a team for that competition) whose rules require that all members of the USA team(s) must be citizens of the USA. Resident Members shall pay the same dues as Active Members.

## **C. Active Member**

1. *Qualification:* Any Regular Member or Resident Member shall qualify as an Active Member in any year for which s/he pays the annual dues established by the Board.
2. *Privileges:* Provided that such person is eligible under the applicable USBF Conditions of Contest and the rules of the governing body of the applicable IBC, 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 be eligible: (a) to enter and compete in USBF Events; (b) to receive his/her share of any subsidy(ies) the USBF may elect to provide when s/he represents the USA in an IBC, and/or when training for such Competition after qualifying to represent the USA in it; and (c) to run for election to the Board, to vote for Directors (as defined below), and to hold office in the USBF.

## **D. Term of Membership**

1. *Term of Membership:* A Member shall remain a Member of the USBF until the earliest of (i) his/her resignation from the USBF, (ii) his/her expulsion or suspension by the USBF or a Bridge Organization, (iii) upon discovery that, at the time of application, s/he did not meet the criteria for admission, or (iv) with respect to Resident Members, subject to Section II.B.1.d above, the failure to meet the standard set forth in Section II.B.1.b above. Subject to Section II.D.2 below, any person may re-apply for admission at any time in accordance with the terms of Section II.A or II.B above, as the case may be.
2. *Revocation; Suspension of Membership:* Notwithstanding anything to the contrary herein, the Board, by a vote of no less than two-thirds of all Directors, may refuse to accept the application of, or revoke or suspend the Membership of, any person for any reason other than one that would constitute a violation of Section I.D.3.f.

# **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 Section III.A.1 of these ByLaws, the Board shall have the power to:
- a. Appoint and remove any Corporation officer, employee, agent or consultant, with or without cause, in the sole discretion of the Board; prescribe powers and duties for them that are consistent with applicable law, the Corporation's Articles of Incorporation, and these ByLaws; and fix the compensation, if any, of employees, agents, and consultants.
  - b. Change the principal office or 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 ByLaws (other than to eliminate Active Members' rights to elect the Board), the Conditions of Contest for USBF Events, the rules governing eligibility for USBF Events, and any other rules applicable to USBF Events.
  - f. Construe all provisions and terms in any USBF document, including but not limited to provisions and terms used in the Conditions of Contest and in these ByLaws. The Board has broad and sole discretion in construing these provisions and terms. The Board's construction of any term shall be final, binding, and conclusive upon all participants in USBF Events and all USBF Members and applicants for Membership, as long as its construction is not arbitrary and capricious.
  - g. To investigate any allegation(s) of Ethical Violations (as defined below) (A) at USBF events or (B) by USBF Members:
    - i. To establish procedures to adjudicate, and to adjudicate, the merits of such allegations; and
    - ii. If one or more of the allegations are adjudicated to be true, to sanction such person.
  - h. Make factual findings that are necessary or relevant to any decision the USBF may 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) fac-

tual findings shall be binding and conclusive upon all participants in USBF Events, all USBF Members and all applicants for Membership, even if those findings are not set forth in writing as long as said findings are not arbitrary and capricious in light of the evidence and other information the Board (or its designee) possessed at the time of the decision.

- i. Delegate certain of its powers to one or more committees, subcommittees, or officers.

## **B. Numbers and Election**

1. *Authorized Number of Directors.* The Board shall consist of seven (7) persons (“Directors”). Directors may not serve for more than six (6) consecutive years. Retired Directors 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 with the terms staggered as follows to ensure election of a portion of the Directors each year:
  - 2 Directors have terms expiring on December 31, 2020 and on December 31 of every third year thereafter;
  - 3 Directors have terms expiring on December 31, 2021 and on December 31 of every third year thereafter; and
  - 2 Directors have terms expiring on December 31, 2022 and on December 31 of every third year thereafter.
3. *Manner of Nomination and Election of Directors.*
  - a. Nominations of Directors shall be made by the Nominating Committee and by petition by Active Members under procedures that shall be adopted, and may be subsequently amended, upon a vote of two-thirds of the Board acting at a duly called meeting.
  - b. Voting shall be by Active Members via written ballot or email.
4. *Removal.* A Director may be removed by the Board, for any reason or no reason, upon the vote of five (5) Directors acting at a duly called meeting.
5. *Vacancies on Board.*
  - a. *Events Causing Vacancy* - A vacancy or vacancies on the Board shall exist on the occurrence of the following:
    - i. the death or resignation of any Director;
    - ii. the declaration by resolution of the Board of a vacancy with respect to 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 to the Board or the USBF;

iii. the removal of a Director pursuant to the ByLaws; or

iv. a By-Law amendment to increase the number of Directors.

b. *Resignation* - A Director may resign at any time by giving notice in writing or by e-mail to the President.

c. *Filling Vacancies* - If a vacancy of less than one (1) full year occurs, the President shall appoint a successor to serve out the term. If more than one (1) full year remains in the term, the President shall appoint a successor to serve until the next-scheduled election at which time the full membership shall vote for a new Director to serve out the rest of the term.

### **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, Zoom 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 four (4) 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 pre-paid; (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; or (d) by e-mail. All such notices shall be given or sent to the Director's address, 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 USA mail at least five (5) business days before the time set for the meeting. Notices given by personal delivery, telephone or e-mail shall be delivered, telephoned 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. Except as otherwise set forth in the Articles of Incorporation, 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 initial quorum for that meeting.
  8. *Waiver of Notice*. Notice of a meeting need not be given to any Director who, before, during or after the meeting, signs a waiver of notice, a written or e-mailed 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. If the original meeting is adjourned for more than twenty-four (24) hours, notice of the adjourned 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 (e.g., by consent in writing or by a vote conducted by email) if all Directors are notified of such proposed action and a minimum of two-thirds of all Directors consent in writing or by e-mail (or similar means) to permit such. Upon approval of such action by the neces-

sary vote, it 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. Unless otherwise specified to the contrary herein, Regular Members, Resident Members, and persons at large may 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 below 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. Except as provided herein, no committee, regardless of Board resolution, may:
  - a. Fill vacancies on the Board or on any committee;
  - b. Amend or repeal the 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 governance 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 Chief Operating Officer (the “COO”) and the Chief Financial Officer (the “CFO”). The Executive Committee shall be responsible for the day-to-day management of the USBF. The Executive Committee shall meet from time to time at the request of the President.
- b. Finance Committee – The Finance Committee shall consist of at least three (3) persons: 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.
- c. 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 as Directors, subject to Section III.B above. The Nominating Committee may not nominate anyone who is a member of the Nominating Committee.
- d. Ethics Investigation Committee – The Ethics Investigation Committee shall consist of no fewer than five (5) members, none of whom shall be an Officer or Director of the USBF. Each Committee member shall be appointed to a term of two (2) years, with no restriction on the number of terms s/he may serve. The Ethics Investigation Committee, or a sub-committee thereof selected by the full Committee, is responsible for investigating allegations of unethical conduct in a USBF Event or by any person who is a Member at the time of the allegations or was a Member when one or more of the incidents allegedly occurred.

## **IV. Officers**

### **A. Offices, Election, and Length of Term**

The officers of the USBF shall consist of a President, a Vice President, a COO, a CFO, a Recorder and a Secretary. Every year, the officers shall be elected by the Board for one-year terms, which shall commence on the date of the first Board meeting on or after January 1. 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**

The President and Vice President must each be a Director when the applicable term commences. To be eligible to be elected President, a Director must have completed at

least one (1) year of service on the Board (before the date on which his/her term as President begins). A person may not serve more than four consecutive terms as President.

### **C. Resignation of Officers**

An officer may resign at any time by giving notice in writing or by e-mail 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 shall be filled in the manner prescribed in these ByLaws for regular appointments to that office.

### **E. Duties of Officers**

1. *President.* Subject to approval of the Board, the President shall exercise general supervision over the affairs of the Corporation and shall chair meetings of the Board.
2. *Vice-President.* In the absence of the President, the Vice-President shall preside at meetings of the Corporation's Board 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 USBF Events, the logistics of running USBF Events, the logistics of sending USBF-approved participants to IBCs, and USBF 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. *Recorder.* The Recorder shall be responsible for establishing and maintaining methods for addressing complaints that: (a) are serious, but there is only the implication of wrongdoing without the substantial evidence necessary to bring formal charges; (b) by themselves do not warrant the filing of formal charges; and/or (c) entail or imply a request to have the subject's

behavior modified by counseling or education without seeking a disciplinary penalty.

6. *Secretary*. The Secretary shall take, or cause to be taken, minutes of all meetings of the Board, and such minutes of meetings in Regular Session shall be available to all USBF Members, by posting on the USBF website or otherwise.

## **V. Fiscal Year**

The fiscal year of the USBF shall be from January 1 to December 31.

## **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, during regular business hours upon ten (10) business days' notice, 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 CFO shall cause an annual report to be sent to Directors within two hundred and seventy days (270) 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 USA designated by the Board. The Board may designate an official seal for the USBF.

## **VIII. Indemnification**

To the fullest extent permitted by law, the USBF shall defend, and hold harmless, each Officer, Director, committee member, employee or other agent of the USBF (each, an "Indemnitee") from and 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 Indemnitee at the 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.

## **IX. Insurance**

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Indemnitees, against any liability asserted against or incurred by any Indemnitee in such capacity or arising out of the such person's status as such.

## **X. Arbitration**

If any participant in a USBF Event, any USBF Member or any applicant for Membership is aggrieved by any final decision or action of the USBF or the Board, then after exhausting all internal remedies and procedures, that person may 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 ByLaws (if applicable). 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 a USBF Event, by applying for any type of USBF membership, and/or by accepting any type of USBF membership, an individual agrees to waive the right to present disputes regarding any final decision or action of the USBF or the Board in any court or before a jury and agrees that arbitration shall be the exclusive forum for resolution of all such disputes and agrees to be bound by this arbitration clause; further, s/he irrevocably consents to the exclusive jurisdiction of any Illinois or Tennessee court, state or federal, to enforce this agreement to arbitrate and/or to review or enforce any arbitration award.

## **XI. Amending the ByLaws**

Other than to eliminate the Members' rights to elect the Board, these ByLaws may be amended by a two-thirds vote of the Board, subject to the requirement of thirty- (30-) days' notice in writing or by e-mail of the intent to amend being sent to each Director 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 the USBF this 29th day of August, 2021 and have been amended by the Board of the USBF this 10th day of April, 2024.

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Aaron Silverstein, President

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Jan Martel, Secretary