

Bylaws
Tucson Unit #356 of The
American Contract Bridge League

ARTICLE I

NAME; PURPOSES; OFFICES

Section 1.1 Name. Tucson Unit #356 of the American Contract Bridge League, (Unit #356, or Unit).

Section 1.2 Incorporation. The Unit is organized as a nonprofit corporation under the laws of the state of Arizona.

Section 1.3 Purposes. To preserve and promote the best interests of and to stimulate interest in the art of playing competitive duplicate contract bridge and modifications thereof; To cooperate with, and assist the ACBL in the promotion and conduct of contract bridge tournaments; To encourage the highest standards of conduct and ethics by its members, and to enforce such standards; To promote the development and organization of affiliated clubs within the Unit; To cooperate in the ACBL's charity program, and to sponsor and conduct charity events with the object of realizing funds to be devoted to worthy humanitarian causes; To conduct all other necessary activities as may be necessary, proper or convenient in carrying out its principal objectives.

Section 1.4 Registered Office and Registered Agent. The registered office and agent of the corporation shall be in the State of Arizona. The principal place of business shall be in Tucson, Arizona.

ARTICLE II

AMERICAN CONTRACT BRIDGE LEAGUE

Unit #356 is a separate legal entity that interacts with the American Contract Bridge League (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 Unit #356 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

ACBL UNIT JURISDICTION

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.

ARTICLE IV

MEMBERSHIP

Section 4.1 Members. Any person who is a member of the American Contract Bridge League and resides within the geographical area of Unit #356 shall be a member of the unit. Any person who lives outside that geographical area may apply for membership in the Unit according to regulations established by the ACBL. Any person who resides within the geographical area of the Unit may apply to become a member of a different Unit according to regulations established by the ACBL.

Section 4.2 Rights and Obligations. In accordance with the procedures established by 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.

Section 4.3 Termination of Membership. A member shall remain a member of the Unit unless and until he/she changes residence to a place outside the jurisdiction of the Unit, without taking the necessary steps to retain membership in the Unit, per ACBL regulations.

ARTICLE V

MEMBERSHIP MEETINGS

Section 5.1. Annual Meeting. The Annual Meeting of Unit #356 shall be held at such time and place as may from time to time be fixed by the President as near to the third Sunday in November as may be likely to promote member attendance.. 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 as 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 by the Board of Directors. A special meeting shall also be called by the President on any proper petition by the members which meets the minimum standard of Arizona law.

Section 5.3. Place of Meeting. All membership meetings of the Unit shall be held within the geographical limits of the Unit.

Section 5.4. Notice of Meetings. 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 ten (10) nor more than sixty (60) days before the date of the meeting, by or at the direction of the President, Secretary or officers or persons calling the meeting, to each member entitled to vote at such meeting.

Section 5.5. Quorum. Twenty-five (25) members in good standing of the Unit shall constitute a quorum at any meeting of the membership.

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

ARTICLE VI

BOARD OF DIRECTORS

Section 6.1. Powers and Duties. The affairs of the Unit shall be managed and conducted by 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. The Board of Directors is the sole judge of its own membership.

Section 6.2. Directors' Duties and Standards of Conduct. Each director is subject to the duties and standards of conduct prescribed by Arizona Law.

Section 6.3. Eligibility. Only Unit members in good standing are eligible for service on the Board. Any Board member who becomes a District or National Board of Directors member after the effective date of these amended bylaws will immediately relinquish their Regular membership on the Board, thus creating a vacancy to be filled, and become an Ex-Officio member for as long as they serve in their new position. No club owner or club manager is eligible to serve, or to continue service, as a Board member. No Board Member may serve more than six (6) consecutive two-year terms.

Section 6.4. Nomination and Election of Directors. At a time reasonably in advance of each annual meeting of the Unit, the President shall appoint a nominating committee. The nominating committee shall determine and present to the members a list of nominees for election as Directors to fill the positions of those Directors whose terms shall expire at the end of the year. The members shall, by the affirmative vote as required by the provisions of Section 5.5 of these Bylaws, elect the requisite number of Directors from among the list of nominees. Nominations in addition to the slate prepared by the Nominating Committee may be made by the membership, but such nominations shall be in writing, signed by at least ten members in good standing, and must be received by the Secretary of the Unit at least ten days prior to the Annual Meeting.

Section 6.5. Number. The Board of Directors shall consist of seven (7) members. All directors must be members in good standing of the ACBL as well as members of the Unit.

Section 6.6. Term of Office. Four (4) directors shall be elected each odd-numbered year and three (3) shall be elected each even-numbered year to serve two-year terms of office commencing January 1 of the year following the election.

Section 6.7. Regular and Special Meetings. The Board shall establish a schedule for regular meetings. Regular meetings of the Board of Directors should be held not less frequently than nine (9) times per year. Special meetings of the Board may be called at any time by the President, the Board, or upon the written notice of twenty percent (20%) or more of the directors then in office. Robert's Rules of Order shall prevail at the meetings.

Section 6.8. Notice. Notice of any regular or special meeting may be provided by electronic transmission.

Section 6.9. Waiver of Notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. A waiver of

notice signed by the director or directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

Section 6.10. Participation in Meeting by Electronic Methods. Members of the Board may participate in a meeting through use of conference telephone, videoconference, or similar communications equipment, if members participating in such meeting can hear one another sufficiently well to conduct business without significant disruption. The meeting chair shall have discretion to terminate the attendance of any member connected by electronic means if this standard is not met.

Section 6.11. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 6.12. Vacancies. The Board of Directors may appoint an eligible person to fill any vacancy for the remainder of the term of office.

Section 6.13. Removal. A Director may be removed at any meeting of the Board of Directors provided a majority of the disinterested directors present shall so vote. The Director subject to removal shall be notified by certified mail of the proposed removal. The Director shall have a reasonable opportunity at the meeting to object to and argue against removal and may be represented by counsel.

Section 6.14. Resignation. Any director 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. A director's 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. A director with three successive absences, or three absences from five successive board meetings shall be deemed to have resigned and may be removed by a majority vote of the Board.

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

ARTICLE VII

OFFICERS

Section 7.1. Designations. The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. All officers shall be elected for terms of one year by the Board of Directors. Officers shall hold office until their successors are elected and qualified.

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 corporation and shall perform such other duties as are incident to the office or are properly required of the President by the Board of Directors.

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 corporation and shall keep regular books of account. The Treasurer shall disburse the funds of the corporation in payment of the just demands against the corporation 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 corporation. 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 corporation is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these 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 7.8. Vacancies. In case any office shall become vacant by reason of death, resignation, removal or otherwise, the 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 or 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 President, with the approval of the Board of Directors, shall have the power to create and appoint the members of such standing and special committees as he/she may deem necessary or appropriate, designate the chairs thereof and assign functions thereto. The members of committees need not be members of the Board of Directors.

ARTICLE IX

AMENDMENT OF THE BYLAWS

These bylaws may be amended, altered or repealed and new bylaws may be adopted by the members.

ARTICLE X

INDEMNIFICATION

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise

taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

ARTICLE XI

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 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 Corporation shall be the calendar year.

Section 11.6. Loans. The corporation 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 Corporation 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 this Corporation, assets remaining after payment of, or provision for payment of, all debts and liabilities of this Corporation shall be distributed according to the regulations and policies of the ACBL. If this Corporation 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 BOARD OF DIRECTORS

The undersigned hereby certifies (i) I am the _____ of the Unit, a nonprofit corporation, (ii) the above Bylaws are a true, correct and complete copy of bylaws adopted at a duly held meeting of the membership on the ___ day of November, 2020, and in accordance with the laws of the State of Arizona, and (iii) the Resolutions are in full force and effect on the Effective Date hereof 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 November 2020.

By: _____