

By-Laws

Phoenix Unit 354 of the American Contract Bridge League

Accepted December 1, 1986

Amended October 31, 1991

Amended January 8, 2006

Amended June 25, 2012

ARTICLE I – AMERICAN CONTRACT BRIDGE LEAGUE

The Phoenix, Arizona Unit (the “Unit”) is a separate legal entity that interacts with the American Contract Bridge League (the “ACBL”) through the Unit charter process and exists for the purposes specified in Section 1.3 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 the 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 II – NAME; PURPOSES; OFFICES

Section 1.1 Name

The name of this organization shall be the Phoenix, Arizona Unit and may also be known as the ACBL Unit 354.

Section 1.2 Incorporation

The Unit is incorporated as a 501(c)(7) non-profit corporation under the laws of the state of Arizona (the “State”) and shall be governed by the nonprofit corporation law of the State.

Section 1.3 Purposes

The purposes for which the Unit is organized:

- 1.3.1 To preserve and to promote the best interest of, and to stimulate interest in, the art of playing competitive duplicate contract bridge.
- 1.3.2 To promote the membership, development and organization of affiliated clubs within the Unit.
- 1.3.3 To encourage the highest standards of conduct and ethics by its members and to enforce such standards.
- 1.3.4 To cooperate with, and to assist, the ACBL in the promotion and conduct of contract duplicate bridge tournaments.
- 1.3.5 To cooperate in the ACBL charity program and to sponsor and conduct charity events with the object of realizing funds to be devoted to worthy humanitarian causes.
- 1.3.6 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 corporation shall be located in the state of Arizona at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law.

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 ACBL in good standing and resides within the geographical area over which the Unit has jurisdiction shall be a member of the Unit. Any person who lives outside the geographical area over which the Unit has jurisdiction 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 Members in Good Standing

A member shall be in good standing by paying his dues and by not being suspended or expelled from membership in accordance with the 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 may have voting rights and other legal rights or privileges connected 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 established by the ACBL.

Section 4.3 Termination of Unit 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.

Section 4.4 Members in Good Standing

A member remains in good standing by paying his dues and by not being suspended or expelled from membership in accordance with the regulations established by the ACBL.

ARTICLE V – MEMBERSHIP MEETINGS

Section 5.1 Annual Meeting

The annual meeting of the Unit may be held at such time and place as may from time to time be fixed by the President (or the Board). 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, by the majority of the Board of Directors, or by petition of not less than 5% of the members. The Notice of any Special Meeting shall contain an agenda of the matters to be taken up. No other business shall be acted upon at such special meeting

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 Notices of Meetings

Notice, written, printed, or by electronic transmission, stating the place, day, and hour, the purpose or purposes for which the membership meeting is called shall be sent not less than ten (10) nor more than thirty (30) 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 Quorums

A quorum for the transaction of business at any membership meeting shall consist of five (5) percent of the total membership of the Unit.

Section 5.6 Voting by Proxy

No proxy voting shall be permitted.

ARTICLE VI – BOARD OF DIRECTORS

Section 6.1 Powers and Duties

The Board shall be the policy-making body of the Unit and shall have, in addition to the powers granted by other provisions of these bylaws and the laws of the State of Arizona, the following specific powers:

6.1.1 To manage all business, property, and interests of the Unit.

6.1.2 To take actions as may be necessary to further and implement the purposes of the Unit as set forth in Section 1.3.

6.1.3 To conduct all Unit tournaments, subject to ACBL approval, including the selection of dates and locations, approval of budgets and schedules, and execution of all necessary contracts.

6.1.4 To censure, suspend, or otherwise discipline any member of the Unit as provided by ACBL Rules and Regulations. The Board of Directors is solely responsible for acting on disciplinary decisions.

6.1.5 To hire, supervise and discharge employees of the Unit and to fix their compensation.

6.1.6 To contract for Directors and Officers Liability Insurance **(Need input from Leon)**

6.1.7 No member of the Board shall obligate the Unit for any cost or expense in excess of \$200.00 without first obtaining the approval of the Board of Directors.

Section 6.2 Directors' Fiduciary Duties and Standards of Conduct

Each Director is subject to a duty of loyalty to the Unit, a duty of care in the performance of his responsibilities as a Director, and compliance with applicable State and Federal laws pertaining to non-profit organizations.

Section 6.3 Nominations and Election of Directors

6.3.1 In October, the President shall appoint a Nominating Committee comprised of two (2) Board Members and four (4) Non-Board Members. The Nominating Committee shall determine and present to the Board of Directors a list of potential Board members with the necessary qualifications.

6.3.2 No active club owner, operator, manager, or rated tournament director shall be eligible for membership on the Board. If a Board member becomes an active club owner, operator, or manager he shall resign from the Board effective immediately.

6.3.3 Unit members wishing to be considered for a Board position may submit their intent in writing to the Secretary of the Board.

6.3.4 Unit members may vote as specified by Section 4.2, by secret ballot, to elect the requisite number of Directors from among the list of Nominees.

6.3.5 Section 6.3.4 may be suspended as follows: Under special circumstances as defined by the Board and approved by a two-thirds (2/3) majority of the Board, new Board Members may be selected and appointed from the Nominating Committee's list of nominees and/or from recommendations by existing Board members.

Section 6.4 Numbers of Directors

6.4.1 The Board of Directors shall consist of twelve (12) persons plus ex-officio members. Ex-officio Members shall include the retiring President of the Board (for one year) and those serving on either the District or National Board of Directors. All members of the Board, including ex-officio Members, must be active members in good standing of the ACBL and the Unit.

6.4.2 Upon assumption of a District or National Board of Directors position, a Board member automatically becomes ex-officio and his Unit Board position becomes vacant. When an ex-officio member of the Board ceases to hold the office that entitles them to such Board membership, their membership on the Board terminates automatically.

Section 6.5 Terms of Office

Each Director shall hold office for a period of three years and continue to hold office until his successor has been installed. To ensure continuity of the Board, one-third (1/3) of the Directors will be elected each year. The commencement of the term of office shall be during the first meeting scheduled for January of each year. No director may serve more than two (2) consecutive terms.

Section 6.6 Compensation

Board Members shall serve without compensation but may be authorized to receive reimbursement of expenditures made on behalf of the Unit.

Section 6.7 Regular & Special Meetings

6.7.1 The Board shall hold, with proper notice, a minimum of nine regular meetings each year with the exact time and place of the meetings to be selected by the Board.

6.7.2 The President or a majority of the elected members of the Board (excluding ex-officio members.) may call for a special meeting of the Board to consider a specific subject by submitting a written request to the Secretary of the Board. The President will determine the exact time and place of the special meeting.

6.7.3 Board members may participate in regular or special meetings by means of a conference telephone or similar communication equipment such that all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person.

6.7.4 Notice of any regular or special meeting stating the place, day, and hour of the meeting shall be made electronically (email) no fewer than fourteen (14) calendar days prior to the meeting.

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

6.7.6 All meetings shall be open to members of the Unit, however, no person other than a Member of the Board shall participate in its deliberations, unless invited to do so on a particular subject by a majority of the Board.

6.7.7 Between regular Board Meetings, at the request of the President, proposals may be made to the Board and voted on by the Board electronically.

Section 6.8 Approvals of Motions

Unless otherwise specified, any motion shall be approved by a simple majority of the Board Members present.

Section 6.9 Voting by Proxy

Voting by Proxy is not permitted.

Section 6.10 Resignations

Any Officer or Director may resign at any time by delivering written notice (including email) to the President or the Secretary, or by giving oral or written notice at any meeting of the Board. An Officer or Director's resignation will take effect upon delivery of notice unless the notice of resignation specifies a later effective date. Acceptance of an Officer or Director's resignation will not be necessary to make it effective.

Section 6.11 Vacancies

If the position of a member of the Board of Directors shall become vacant, it shall be filled by an appointee elected by the remaining Board of Directors. The appointee shall complete the remaining term of the resigning Director.

Section 6.12 Removals

6.12.1 Any Officer, Director, or ex-officio member may be removed for cause at any meeting of the Board of Directors. Removal of an ex-officio member shall be reported to any other ACBL boards in which he is a member.

6.12.2 Absences from any four (4) meetings of the Board during a calendar year may be cause for a member to be removed. Absences considered to be "excused" shall not accumulate to the said count.

6.12.3 Any Officer, Director, or ex-officio member against whom removal is brought shall be notified in writing by the Secretary, by certified mail, of the charges against him at least fifteen (15) days prior to the meeting. The member so charged shall be given an opportunity to be heard by the Board and can be represented by counsel of his choosing.

6.12.4 The motion to remove shall be approved by two-thirds (2/3) of the Board Members present.

ARTICLE VII – OFFICERS

Section 7.1 Designations

7.1.1 The Officers of the Unit shall be a President, a Vice-President, a Secretary, and a Treasurer. The Board shall elect all officers from its members at the first meeting of the New Year. The persons so elected shall hold office for one (1) year and continue to hold office until their successors have been duly installed. The Officers of the Unit shall be responsible for the administration of the affairs of the Unit under policies established by these bylaws and decisions made by the Board.

7.1.2 At the discretion of the Board of Directions, the Secretary and Treasurer positions may be consolidated.

Section 7.2 President

The President shall be the presiding officer at all meetings of the Unit, 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 or deemed necessary to conduct the business of this Unit. The President will also be ex-officio member of all Committees.

Section 7.3 Vice-President

The Vice-President shall preside in the absence or inability of the President to serve and shall perform such other duties as shall be assigned by the President or by the Board of Directors.

Section 7.4 Secretary

The Secretary shall issue notices for all meetings, shall keep minutes of all meetings, shall develop and maintain a consolidated document control system for all Unit business, 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 custody of all monies and securities of the Unit and shall pay all bills and expenses of the Unit. The Treasurer shall keep regular books of account in accordance with generally accepted accounting practices. The Treasurer shall give a true financial report at all Board meetings. The books of the Unit are to be audited on an annual basis. The audit will be conducted at the end of the calendar year and the results of the audit will be presented to the Board at the March meeting. The independent auditor may be anyone who has knowledge of accounting principles.

7.6 Vacancies

An existing Board Member shall fill vacancies of Officers due to death, resignation, or other causes by a vote of the remaining members of the Board. The person so elected to the Board shall serve the remaining term of the person so replaced.

7.7 Delegation

If any Officer 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 may, from time to time, delegate the powers or duties of such Officer to any other Officer, Director or other person it may select

ARTICLE VIII – COMMITTEES

Section 8.1 Establishment

The President, with the approval of the Board of Directors, shall have the power to create such standing and special committees as he may deem necessary or appropriate, designate Board Members as the chairs thereof and assign functions thereto. The members of the Committees need not be members of the Board of Directors.

Section 8.2 Standing Committees.

Each Committee Chair is responsible for staffing the Committee, establishing policy, procedures, managing processes and reporting to the Board as required.

8.2.1 Disciplinary Committee is responsible for investigating charges that involve the conduct or ethics of members of the Unit.

8.2.2 Education Committee is responsible to promote the development and education of bridge within the Unit including Intermediate/Newcomer coordinator.

8.2.3 Membership Committee is responsible to increase the membership of the Unit by seeking new members and encouraging former Members to renew.

8.2.4 Tournament Committee is responsible for the planning, coordination, and supervision of all tournaments within the Unit.

8.2.5 Publicity Committee is responsible for publicizing the Unit's tournaments and activities and maintaining the Unit's website.

8.2.6 Nominating Committee is responsible for identifying qualified candidates for the Board.

ARTICLE IX – DISTRICT 17 REPRESENTATIVES

9.1 The Board will elect two (2) Unit members to serve on the District 17 Board in accordance with District 17 election rules (see Article VI of District 17 Bylaws).

9.2 In addition to existing Board Members, any Unit member is eligible for consideration and selection by providing written notice to the Secretary of the Board.

ARTICLE X – AMENDMENTS TO THE BYLAWS

These bylaws may be amended, altered, or repealed and new bylaws may be adopted by a vote of two-thirds (2/3) of the Board Members. Unit members may submit proposed amendments to the bylaws by submitting their proposal in writing to the Secretary of the Board.

ARTICLE XII – INDEMNIFICATION

(need input from Leon)

ARTICLE XII – MISCELLANEOUS

Section 12.1 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.

Section 12.2 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 laws or the intent in any provisions.

Section 12.3 Books and Records

The Unit shall keep correct and complete books and records of account and shall keep minutes of all proceedings of its Board of Directors and Membership meetings.

Section 12.4 Fiscal Year

The fiscal year for the Unit shall run from January 1st to December 31st.

Section 12.5 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 repayment thereof.

ARTICLE XIII – DISSOLUTION AND NON-PROFIT 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 non-profit purposes. On the dissolution of this Unit, assets remaining after payment of, or provision for payment of, all debts and liabilities of this Unit shall be distributed according to the regulations and policies of the ACBL. If the Unit holds 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