

BYLAWS Of
DISTRICT 15, AMERICAN CONTRACT BRIDGE LEAGUE

Article 1

DEFINITIONS; NAME; PURPOSES; OFFICES

Section 1.1 **Definitions.**

- 1.1.1 “ACBL” means the American Contract Bridge League.
- 1.1.2 “Board” means the Board of Directors of this corporation.
- 1.1.3 “District” means District 15 of the ACBL.
- 1.1.4 “Contact Information” means name, address, plus to the extent available, land line telephone, cell phone, and preferred email address.
- 1.1.5 “District 15 Director to the ACBL Board of Directors” means the person selected by the Member Units to be the District 15 member sitting on the ACBL Board of Directors.
- 1.1.6 “Member Units” are defined in Section 3.1.
- 1.1.7 “Representative” means those persons selected by each Member Unit to serve on the Board.
- 1.1.8 “Unit” is defined in Section 2.2.

Section 1.2 **Name.** The name of this corporation shall be District 15, American Contract Bridge League. The District is also known as District #15 ACBL (and referred to in these bylaws as the “District”).

Section 1.3 **Incorporation.** The District is incorporated as a nonprofit corporation under the laws of the state of Missouri and shall be governed by the Missouri Nonprofit Corporation Act.

Section 1.4 **Purposes.** The purposes for which the District is organized are: to foster community welfare in the furtherance of the game of contract bridge in its various forms of competition; to promulgate high standards of conduct and

ethics to its members and to enforce such standards; to provide organized bridge activities and services to satisfy the social, recreational, and competitive needs of the membership and the community; to conduct tournaments and other competitive events as permitted by the American Contract Bridge League; and to conduct such other activities as may be in keeping with its principal objectives.

Section 1.5 Registered Office and Registered Agent. The registered office of the corporation shall be located in the State of Missouri at such place as may be fixed from time to time by the District 15 Board of Directors (“Board”) upon filing of such notices as may be required by law.

Section 1.6 Meetings. The meetings of the Board, and any committees established under these bylaws shall be conducted pursuant to, and governed by, Robert’s Rules of Order, most recent edition.

Article 2

AMERICAN CONTRACT BRIDGE LEAGUE

Section 2.1 Relationship To ACBL. The District is a separate legal entity that interacts contractually with the American Contract Bridge League (“ACBL”) and exists for the purposes specified in these Bylaws. In its interaction with the ACBL, the District and the ACBL members that reside in the District 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. The District shall conduct its affairs in a manner consistent with the rules, regulations, policies, procedures, and bylaws of the ACBL. No rule, regulation or bylaw adopted by the District shall be inconsistent with or be in contravention of the rules, regulations and bylaws of the ACBL.

Section 2.2 Unit Defined. A unit is the geographical area within a district which is presently or may in the future be assigned to it by the Board of Directors of the ACBL. The units comprising District 15 are those which are or hereafter come into being within the geographical boundaries of the District 15.

Article 3

MEMBERSHIP, MEMBER UNITS

Section 3.1 **Member Units.** All ACBL units which are or hereafter come into being within the geographical boundaries of the District are automatically Member Units of the District so long as they remain within the District, without requirement of any petition or formal action on the part of the Unit. Only Units are “Members of the District” for purposes of these bylaws.

Section 3.2 **Rights and Obligations.** In accordance with the procedures established by the ACBL Board of Directors and the Board, the Member Units shall have voting rights and other legal rights or privileges in connection with the governance of the District. The Member Units shall be required to abide by the bylaws, regulations, policies, code of conduct, and ethics standards established by the ACBL.

Section 3.3 **Termination of Membership.** An individual ACBL member shall remain a member of the District unless and until he changes his residence to a unit outside the jurisdiction of the District, without taking the necessary steps to retain membership in a member unit per ACBL regulations. A Unit continues in existence until the Unit dissolves or the ACBL changes the terms governing the Unit.

Section 3.4 **Member Unit Autonomy.** All Member Units retain autonomy in the conduct of their affairs, as provided in the Regulations and Bylaws of the ACBL.

Section 3.5 **Member Unit Responsibilities.**

3.5.1 Each Member Unit shall submit the Contact Information for all Officers and Members of their Unit Board of Directors to the District Secretary/Treasurer promptly after their election.

3.5.2 Each Member Unit shall submit Contact Information for Representatives to the Board immediately following their selection.

3.5.3 Each Member Unit shall submit dates and locations of its tournaments to the District Tournament Coordinator prior to submission to the ACBL for approval.

Article 4

BOARD OF DIRECTORS

Section 4.1 **Powers and Duties.** The management of all business, property, interests, and other affairs of the District shall be vested in its Board of Directors.

- 4.1.1 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 District as set forth in Section 1.4.
- 4.1.2 The Board has the power to levy table fees in accordance with ACBL regulations. Any other levy or assessment can be made only with the consent of the affected Units.
- 4.1.3 The Board is the sole judge of its own membership.

Section 4.2 **Directors' Fiduciary Duties and Standards of Conduct.** Each director is subject to a duty of loyalty to the corporation and a duty of care in the performance of his duties as a director.

Section 4.3 **Nomination and Election or Appointment of Directors.**

- 4.3.1 Members of the Board are selected by the Member Units.
- 4.3.2 Each director must meet the following qualifications:
 - (a) Be a member in good standing of the ACBL.
 - (b) Be a resident of the District and a member of the Unit which the director represents.
 - (c) Be willing to accept notices and other communication by electronic transmission, waiving any rights to USPS mail.
- 4.3.3 Each Member Unit shall appoint or elect at least two qualified persons to be members of the Board.
 - (a) For Member Units having membership in excess of six hundred individuals,

an additional Board Member shall be allowed for each three hundred members (or any fraction thereof) in excess of six hundred members.

- (b) The membership of a Unit shall be the number of members recorded with ACBL as of December 31 of the preceding calendar year.
- (c) Each Unit may determine its own method of selection of persons who will serve as directors from their Unit.

4.3.4 In order to facilitate adequate representation at Board meetings, each Unit may elect or appoint alternate individuals to serve as substitute Directors when one or more of the originally designated Representatives from the Unit Member is/are absent, either temporarily or permanently, for any reason.

- (a) Each Unit may determine its own method of selection of persons who will serve as alternate directors.
- (b) Units should submit to the District Secretary/Treasurer, orally or in writing, the names of such alternates, along with as much Contact Information as can be reasonably obtained, as promptly as possible after their election or appointment.

4.3.5 The Past President of the District shall be a member for two years following the end of such person's term of office. For purposes of the quorum requirements at Section 4.10 below, the Past President is considered a member of the Member Unit of his/her residence.

4.3.6 The District 15 Director to the ACBL Board of Directors shall be a member of the Board. For purposes of the quorum requirements at Section 4.10 below, the District 15 Director to the ACBL Board of Directors does not represent any Member Unit.

4.3.7 No single Member Unit may have more Board members than the total number allocated for all other units combined plus the at large members, minus one.

Section 4.4 Number. The Board shall consist of all the persons determined under Section 4.3, above.

Section 4.5 Term of Office. All Board members shall hold office for a one year term, or until their successors are elected and qualified, or until their death, resignation or removal.

Section 4.6 Meetings of the Board of Directors. Regular meetings of the Board, and the meeting designated as the Annual Meeting, shall be held during a District Regional Tournament at such time, date and place as shall be designated by the Board.

4.6.1 The agenda of the meeting designated as the Annual Meeting shall include presentation of such annual reports as are necessary to satisfy the requirements of an annual meeting of the Member Units under Missouri law, and transaction of such other business as may properly come before the meeting.

4.6.2 The agenda for regular meetings of the Board shall be determined by the Board.

4.6.3 A Board Member desiring to include an item in the agenda of a meeting shall so advise the District Secretary in writing prior to such meeting. Advice to the Secretary shall be given thirty (30) days before the meeting date when possible. Else, if the sending of the Notice does not allow as much as thirty (30) days within which to send an agenda request, then advice to the Secretary shall be delivered as promptly as is practical. The Secretary shall, when reasonably possible, supplement the earlier notice of the meeting with the request provided by the Board member for the agenda.

4.6.4 Failure to hold an annual meeting shall not work a forfeiture or dissolution of the District or invalidate any action taken by the Board or Officers of the District.

4.6.5 Special meetings of the Board may be called at any time

(a) by the President,

(b) by a majority of the Executive Committee,

(c) upon the written request of not less than one-half of the Board Members or

(d) by the Presidents (or other person duly designated by appropriate action of the Member Unit) of more than one-half of the Member Units.

Section 4.7 Notice. For purposes of these Bylaws, notice shall be deemed sufficient if provided as follows:

4.7.1 Notice of the Annual Meeting of the Board shall be provided at least thirty (30) days and not more than sixty (60) days prior to the meeting, stating the time, date, and place of the meeting.

(a) Notice must be in writing and delivered by any of the following means (in each case assuming the notice is properly addressed): hand delivery, USPS mail, post paid; email; instant messaging; website posting; Fed Ex, UPS, or other recognized national delivery method; fax; or, any other means reasonably calculated to provide actual notice.

4.7.2 Notice of any regular meeting of the Board shall be sufficient if it meets the standard set forth in § 4.7.1(a) and is transmitted at least twenty (20) days prior to the meeting.

4.7.3 Notice of a special meeting of the Board, stating the time, date, and place of the meeting shall be provided not less than Two (2) days prior to the meeting provided that the notice meets the standard set forth in §4.7.1(a) above. The notice of a special meeting must state the purpose or purposes for which the meeting is called.

4.7.4 Except as provided in Section 6.2 dealing with Removal, notice, for any purpose other than as stated above, may be given by any method provided in §4.7.1(a) addressed to the last known address of the intended recipient.

Section 4.8 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 4.9 Participation in Meeting by Conference Telephone. Upon a determination by the Board, Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can speak to, and hear, each other in real time. Participation by such means shall constitute presence in person at a meeting.

Section 4.10 Quorum. A quorum of the Board for the transaction of any business at any meeting

4.10.1 consists of a simple majority of the number of directors, **and**,

4.10.2 must have at least one representative from a simple majority of the number of Units in the District.

Section 4.11 Voting by Proxy. Voting by proxy is not permitted.

Article 5

OFFICERS

Section 5.1 Designations & Rotation. The officers of the corporation shall be a President, a Vice-President, a Secretary/Treasurer, and such other officers as the Board may from time to time create and invest with defined powers.

5.1.1 All Officers must be members in good standing of the ACBL.

5.1.2 All officers shall be elected for a term of two (2) years by the Board at the Annual Meeting of the Board which occurs in even numbered years. Officers elected shall take office at the time of their election and shall hold office until their successors are elected and qualified.

5.1.3 The Board may, from time to time, determine that it is desirable to follow a pattern whereby the various Units take turns providing the President and Vice President to the District. Such a pattern may also include the provision that the Vice President automatically moves up to become President. The Board may create such a rotation by standing resolution. In all events, the final determination in each even numbered year as to who shall be President and who shall be Vice President must remain within the Board's final determination.

5.1.4 The office of Secretary Treasurer need not be considered part of any rotation adopted hereafter by the Board.

Section 5.2 President. The President shall preside at all meetings of the Board, 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. The President shall be a member ex-officio of all committees, and shall be Chairperson of the Board.

Section 5.3 Vice President. The Vice President shall have such powers and discharge such duties as may be assigned to him/her from time to time by the Board. During the absence or disability of the President, the Vice President shall preside at all meetings and shall exercise all the functions of the President.

Section 5.4 Secretary/Treasurer. The Secretary/Treasurer:

- 5.4.1 shall issue notices for all meetings;
- 5.4.1 shall keep minutes of all meetings;
- 5.4.2 shall be a non-voting ex-officio member of all committees;
- 5.4.3 shall have charge of the corporate books and records;
- 5.4.4 shall make such reports and perform such other duties as are incident to the office, or are properly required by the Board; and,
- 5.4.5 shall have the custody of all monies and securities of the corporation and shall keep regular books of account. The Secretary/Treasurer shall deposit the funds of the District in such financial institutions as may be designated by its Board. The Secretary/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 and shall render to the Board, from time to time as may be required, an account of all financial transactions and of the financial condition of the corporation. If the Secretary/Treasurer is absent or temporarily unable to fulfill the duties of such office, the Board or the President may appoint a substitute to fulfill the duties of the Secretary/Treasurer.

Section 5.5 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 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 6

GENERAL MATTERS APPLICABLE TO THE DISTRICT AND TO ALL DIRECTORS AND OFFICERS

Section 6.1 Compliance with Laws. From time to time, the Board shall request legal counsel to review various matters applicable to the operation of the Corporation. Counsel should be requested to advise the Board of any matters where action may be required to remedy any defects determined during the review. Such matters should include, but are not limited to, the following:

- 6.1.1 Compliance with Missouri Nonprofit Corporation Act, or such successor laws then in effect.

- 6.1.2 Compliance with Federal and State tax laws then applicable to the District.
- 6.1.3 Compliance with Open Meeting or Sunshine Laws then applicable.

Section 6.2 Removal. A director or an officer may be removed for cause at any meeting of the Board provided two-thirds of those present shall so vote.

- 6.2.1 The officer subject to removal for cause shall be notified in writing of the grounds for such removal. Such notice shall be delivered by hand delivery, by certified mail, or by other means necessary to assure actual notice to the officer. The grounds for such removal must be submitted with the notice of said meeting and said officer shall have a reasonable opportunity at said meeting to object to, and argue against, his/her removal.
- 6.2.2 The director subject to removal for cause shall be notified in writing of the grounds for such removal. Such notice shall be delivered by hand delivery, by certified mail, or by other means necessary to assure actual notice to the director. The grounds for such removal must be submitted with the notice of said meeting and said director shall have a reasonable opportunity at said meeting to object to, and argue against, his/her removal.

Section 6.3 Conflicts of Interest. It shall be the policy of the District that the directors, officers, and employees/contractors carry out their respective duties in a fashion that avoids actual, potential, or perceived conflict of interest. The District's directors, officers, and employees/contractors shall have the continuing affirmative duty to report any personal ownership, interest, or other relationship that might affect their ability to exercise impartial, ethical, and unbiased judgments in fulfilling their responsibilities to the District.

Section 6.4 Vacancies. Vacancies may occur by reason of death, resignation, removal or otherwise.

- 6.4.1 In case any officer position shall become vacant, the directors then in office may appoint a successor or successors for the unexpired term.
- 6.4.2 In case any director position shall become vacant by reason of death, resignation, removal or otherwise, the Member Unit which originally selected that director, will select a successor to complete the unexpired term thereof.

Section 6.5 Compensation and Reimbursement of Officers. The directors and officers of the District shall serve without compensation but may be authorized to receive reimbursement of expenditures made on behalf of the District. Directors and

officers may receive compensation for services actually performed or products actually sold to the Unit, provided that such services or the sale of such products are approved by the Board before the services are rendered, or before the sale takes place.

Section 6.6 Ban On Profit Sharing. No member, director, officer, employee, or other person connected with this organization, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the organization. This provision shall not prevent payment to any such person of reasonable compensation for services performed for the organization in effecting any of its purposes as shall be fixed by resolution of the Board pursuant to Section 6.5. No such person or persons shall be entitled to share in any profit distribution of the organization. All members, if any, of the organization shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the organization, after all debts have been satisfied, then remaining in the hands of the Board shall be distributed as required by Article 9.

Section 6.7 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 District for the amount of such loan until the repayment thereof.

Section 6.8 Resignation of Directors or Officers. Any director or officer may resign at any time by delivering written notice to the President, the Secretary/Treasurer or the Board, or by giving oral or written notice at any meeting of the Board. Any director's or officer's resignation will take effect upon delivery of notice unless the notice of resignation specifies a later effective date. Acceptance of a director's or an officer's resignation will not be necessary to make it effective.

Section 6.9 Indemnification. District 15 agrees to indemnify and hold harmless any officer, director or agent from any claims to the maximum extent provided by law in the Revised Statutes of Missouri §§355.461 through 355.476. The maximum amount of indemnity shall be limited to the lesser of Five Thousand Dollars (\$5,000) or Twenty-Five Percent (25%) of the Corporation's net assets.

Article 7

COMMITTEES

Section 7.1 Establishment. The President, with the approval of the Board, shall have the power to create and appoint the members of such standing and special committees as he may deem necessary or appropriate, designate the chairs thereof and assign functions thereto. Except for the executive committee, the members of committees need not be members of the Board.

Section 7.2 Executive Committee. The Executive Committee of the District will be the District President, Vice-President and one other Board member designated by the President from a unit other than that of the President or Vice-President.

7.2.1 The primary purpose of the Executive Committee shall be to take such actions on District matters as are necessary or appropriate when it is not practical to call a full board meeting to take action.

(a) The Executive Committee shall report on its actions at the next meeting of the Board.

(b) All actions of the Executive Committee are subject to review and approval by the Board.

(c) Executive Committee meeting minutes shall be retained by the Secretary/Treasurer.

7.2.2 This committee shall have such additional powers as provided by resolution of the Board except as prohibited by nonprofit law. Rules governing meetings of the Executive Committee shall be as established by the Board, or in the absence thereof, by the committee itself.

Section 7.3 Other Committees. Other committees shall be established at the discretion of the President. Each committee may adopt rules for its meetings which are not inconsistent with these bylaws.

Section 7.4 Minutes of Meetings. While each committee may adopt its own rules, all committees must maintain minutes of their meetings, copies of which must be provided to the Secretary/Treasurer.

Article 8

AMENDMENT OF THE BYLAWS

These bylaws may be amended, altered or repealed and new bylaws may be adopted at any meeting of the Board provided that members of the Board have been given a copy of all amendments and/or proposed changes at least thirty (30) days prior to the meeting. A concurrence of two-thirds (2/3) of the votes present at any quorum meeting of the Board of Directors shall be required for the passage of any amendments and/or changes to these bylaws.

Article 9

NONPROFIT STATUS and DISSOLUTION

Section 9.1 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.

Section 9.2 Distribution on Dissolution. 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.

Section 9.3 Income Tax Failsafe. In no event may the remaining assets of the Corporation, upon dissolution or winding up, be distributed in a manner which would violate the statutes and regulations governing the taxation of nonprofit corporations.

Article 10

MISCELLANEOUS

Section 10.1 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, and effect shall be given to the intent which that portion held invalid or inoperative manifests.

Section 10.2 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 bylaws or the intent in any of the provisions.

Section 10.3 Fiscal Year. The fiscal year for the Corporation shall run from July 1 through June 30.

The foregoing bylaws have been adopted by the requisite vote of the Board Directors at a duly called meeting at which a quorum was present. The meeting was held on the 7th day of Ocotber 2017. These bylaws are effective as of the 8th day of October, 2017.

/S/ Mel J. Volmert
Signed-Authorized Director or Officer

Mel J. Volmert
Print Name

President
Print Title

Witness:

/S/ Phyllis J. Harlan
Signed-Authorized Director or Officer as witness

Phyllis J. Harlan
Print Name

Secretary/Treasurer
Print Title