

The American Contract Bridge League Unit 354, Phoenix, Arizona Bylaws

Unit 354 of the American Contract Bridge League (the Unit) is a separate entity enabled by the ACBL through the unit charter process for the purposes specified in these bylaws.

The Unit and its members are subject to the articles, bylaws and rules of the ACBL as amended from time to time. No action of the Unit shall be inconsistent with or contravene the articles, bylaws or rules of the ACBL.

- Accepted December 1, 1986
- Amended October 31, 1991
- Amended January 8, 2006
- Amended June 25, 2012
- Amended May 15, 2019

ARTICLE 1 – NAME; PURPOSES; OFFICES

Section 1.1 Name

The Unit may be referred to as ACBL Unit 354 or 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 and is governed by the nonprofit corporation law, Title 10 of the Arizona Revised Statutes.

Section 1.3 Purposes

The purposes for which the Unit is organized are as follows:

1.3.1 To preserve and to promote the best interest of, and to stimulate interest in, the playing of 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 bridge 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 the Unit's 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 required by law.

ARTICLE 2 – ACBL UNIT JURISDICTION

Unit 354 shall have jurisdiction over the geographical area as presently, or may in the future be, assigned by the Board of Directors of the ACBL.

ARTICLE 3 – MEMBERSHIP

Section 3.1 Members

Any person who is a member of the ACBL in good standing and resides within the geographical area of the Unit shall be a member of the Unit unless they have been approved, in accordance with regulations established by the ACBL, as a member of another 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.

Section 3.2 Members in Good Standing

A member is in good standing if their ACBL dues are current and the member is not suspended or expelled from membership in accordance with the regulations established by the ACBL.

Section 3.3 Rights and Obligations

In accordance with the procedures established by the ACBL Board of Directors, members of the Unit have voting rights and other legal rights and privileges pertaining to governance of the Unit. Members of the Unit must abide by and conduct themselves in a manner consistent with the bylaws, regulations, policies, code of conduct and ethics established by the ACBL and the Unit.

Section 3.4 Termination of Unit Membership

A member shall remain a member of the Unit unless, and until, the member 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 4 – MEMBERSHIP MEETINGS

Section 4.1 Annual Meeting

An annual meeting of the Unit shall be held at such time and place as may be fixed by the President and approved by the Unit Board. The agenda of the annual meeting shall include publication of annual financial reports and transactions of other business as may properly come before the meeting, such as the election of board members.

Failure to hold an annual meeting shall not result in forfeiture or dissolution of the Unit, or invalidate any action otherwise properly taken by the Board of Directors or Unit Officers.

Section 4.2 Special Meetings

Special meetings of the membership of the Unit may be called by the President, by a majority of the Board of Directors, or by petition of not less than 5% of the Unit members. The Notice of any Special Meeting shall contain an agenda of the matters to be determined. No other business shall be transacted at any such Special Meeting.

Section 4.3 Place of Meeting

All membership meetings of the Unit shall be held within the geographical limits of the Unit, unless another location is approved by the Board.

Section 4.4 Notices of Meetings

The Unit Secretary shall ensure that written notice of the annual meeting, or of any Special Meeting of the unit members, shall precede the meeting by not less than 10, nor more than 30 days. Such Notice shall include the Agenda of the meeting and the specific time, date and location of the meeting. For purposes of Notice, the following **two** actions, together, are sufficient:

1. Posting of the meeting Notice on the Unit website, www.unit354.com ;
2. Mailing (via electronic methods or US Mail) to all the Clubs of record within Unit 354 with a request to post or announce the Notice to all its members.

Section 4.5 Quorums

A quorum for the transaction of business at any membership meeting, including but not limited to the Annual Meeting and Special Meetings, shall consist of not less than five (5) percent of the total membership of the Unit or two-thirds (2/3) of the members (including ex-officio members) of the Unit 354 Board of Directors.

Section 4.6 Electronic Voting and Voting by Proxy

Proxy voting is not permitted. Email or other electronic voting methods, as well as US Mail, are permitted with the prior approval of the Board.

ARTICLE 5 – BOARD OF DIRECTORS

Section 5.1 Powers and Duties & Responsibilities

The Board is the policy-making body of the Unit and has (in addition to the powers granted by other provisions of these bylaws, the rules of the ACBL and the laws of the

State of Arizona) the following specific powers:

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

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

5.1.3 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.

5.1.4 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.

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

5.1.6 To contract for Board Members' and Officers' Liability Insurance.

5.1.7 Neither the President, nor the Vice President of the Unit shall obligate the Unit for any cost in excess of \$2,000 without the prior approval of a majority of the Board voting on such matter. No other 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 5.2 Board Member's Fiduciary Duties and Standards of Conduct

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

Section 5.3 Nominations and Election of Board Members

5.3.1 Prior to the end of October of each year, the President shall ensure that the membership is given notice of any positions on the Board which will become vacant at the end of the year. For purposes of Notice, the following **two** actions, together, are sufficient:

- Posting of the Notice of Upcoming Vacancy on the Unit website, www.unit354.com;
- Mailing (via electronic methods or US Mail) to all the Clubs of record within Unit 354 this Notice of Upcoming Vacancy with a request to post or announce the Notice to all its members.

Unit members wishing to be considered for a Board position must submit their intent in writing to the Secretary of the Board. For these purposes, either email or US Mail is sufficient.

5.3.2 No active club owner, operator, manager, or active tournament director with an ACBL rating of sectional or higher shall be eligible for membership on the Board. If a

Board member becomes a member of such a group while serving as a Board Member, that member will immediately relinquish that seat on the Board, and the Board will fill the vacancy following the procedures in these bylaws.

5.3.3 Board members will be elected by the members of the Unit no later than Decemberⁱ 31 of each year by a voting method approved by the Board.

Section 5.4 Numbers of Directors

All members of the Board, including ex-officio Members, must be active members in good standing of the ACBL and the Unit.

5.4.1 The Board of Directors shall consist of twelve (12) Regular members and any Ex-Officio members that exist as a result of the procedures in these bylaws, all with the right to vote on issues properly put before the Board. The Board, in its sole discretion, may, but is not required to, ask the retiring President of the Board to serve as an Ex-Officio member for a term not to exceed one (1) year.

5.4.2 Any Board member who becomes a District or National Board of Directors member 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.

Section 5.5 Terms of Office

Each Board Member shall be elected for a term of three years and continue to hold office until a successor has been installed. To ensure continuity of the Board, one-third (1/3) of the Board Member positions 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 Board Member may serve more than three (3) consecutive full terms, unless these limits are waived by a vote of two-thirds (2/3) of the Board.

Section 5.6 Compensation

Board Members serve without compensation, except as noted below, for their regular duties but may be authorized to receive reimbursement of expenditures made on behalf of the Unit. Each year, each Board Member of record, as of the first January meeting, will receive ten (10) "Free-Plays" to be used exclusively by them in Unit 354 administered Sectional events.

Section 5.7 Regular and Special Meetings

5.7.1 The Board shall hold, with proper notice, regular meetings each year with the exact time and place of the meetings to be selected by the President. The Board will hold no fewer than six meetings each calendar year.

5.7.2 The President, or a majority of the elected members of the Board, 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 shall determine the exact time and place of the special meeting.

5.7.3 Board members may participate in regular or special meetings by means of a conference telephone or similar communication equipment. Such equipment must allow all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person.

5.7.4 Notice of any regular or special meeting stating the place, day, and hour of the meeting shall be made no fewer than seven (7) calendar days prior to, nor more than 21 days before, the meeting. For purposes of Notice, the following **two** actions, together, are sufficient:

- Posting of the meeting Notice on the Unit website, www.unit354.com ;
- Mailing (via electronic methods or US Mail) to all the Clubs of record within Unit 354 with a request to post or announce the Notice to all its members.

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

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

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

5.7.8 Executive Session of the Board – from time to time it may be necessary for the Board to meet in a private, Executive Session. These are restricted to discussions concerning specific personnel or legal issues. At the sole discretion of the President all or part of a Board meeting may be declared to be in Executive Session provided that it complies with the conditions stated above.

Section 5.8 Approval of Motions

Unless otherwise specified in these bylaws, the Unit's Articles of Incorporation or rules of the ACBL, any motion is approved by a simple majority of the voting-eligible Board Members voting either "yea" or "nay" (i.e. a tie vote means the motion fails to pass).

Section 5.9 Minutes of Meetings

Minutes of Board meeting shall consist of the following information:

- Time of "Call to Order";
- Names of present and absent Board members;
- The text of all Motions made and duly seconded, with the name of the author and the seconder noted;
- Disposition – Pass/Fail with the count of votes noted when available;
- A brief summary of the salient items discussed;
- Time of Adjournment

Section 5.10 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 serve in the position vacated for the remainder of the current year or up to the Annual Meeting, whichever comes first, and if approved by a majority of votes cast by the membership at the annual meeting, will continue to serve the remaining term of the position that was vacated.

Section 5.11 Removals

5.11.1 Any Officer, Board Member, 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 this person is a member.

5.11.2 Absences from any three (3) meetings of the Board during a calendar year is cause for a member to be removed. Excused absences do not accumulate.

5.11.3 Any Officer, Board Member, or ex-officio member against whom a motion for removal is brought shall be notified in writing by the Secretary, by certified and first-class mail, of the alleged offenses supporting such a motion at least fifteen (15) days prior to the meeting at which removal is set for decision. The member so charged shall be given an opportunity to be heard by the Board and may be represented by counsel of choice.

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

ARTICLE 6 – OFFICERS

Section 6.1 Designations

6.1.1 The Officers of the Unit shall be: President, Vice-President, Secretary and Treasurer.

The Board shall elect all officers from its members, by secret ballot, at the first meeting of the New Year. The persons so elected shall hold office for one (1) year. Officers elected will 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.

6.1.2 At the discretion of the Board of Directions, the Secretary and Vice-President Positions may be consolidated with one other officer position.

Section 6.2 President

The President is the presiding officer at all meetings of the Unit, has general supervision of the affairs of the Unit and performs other duties incident to the office properly required of the president by the Board or deemed necessary to conduct Unit affairs. The President is also an ex-officio member of all Committees.

Section 6.3 Vice-President

The Vice-President shall preside in the absence or inability of the President and shall perform such other duties as assigned by the President or the Board of Directors. The Vice President will chair the Audit Committee.

Section 6.4 Secretary

The Secretary shall issue notices for all meetings, keep minutes of all meetings, develop and maintain a consolidated document control system for all Unit business, and 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 6.5 Treasurer

The Treasurer shall maintain custody of all monies and securities and pay all proper bills and expenses of the Unit. The Treasurer shall keep regular books of account in accordance with generally accepted accounting principles. The Treasurer shall give a true financial report at all Board meetings.

The books of the Unit are available for inspection by any member in good standing of the Unit at a reasonably convenient time to be established by the Treasurer. 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 a regular meeting no later than April 30 of that year. The independent auditor may be anyone who has competent knowledge of generally accepted accounting principles.

Section 6.6 Vacancies

A current Board Member shall fill vacancies of Officers due to death, resignation or other causes by a majority vote of the remaining members of the Board. The person so elected to the Board shall serve the remaining term of the person replaced, provided that this appointment is affirmed by a majority of votes taken at that year's Annual Meeting of the Membership.

Section 6.7 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, Board Member or other person it may select.

ARTICLE 7 – COMMITTEES

Section 7.1 Establishment

The President, with the approval of the Board of Directors, shall have the power to create such standing and special committees as deemed necessary or appropriate, designate Board Members as the chair and assign functions. Committee members need not be members of the Board of Directors.

Section 7.2 Standing Committees

Each Committee Chair is responsible for staffing the Committee, establishing policy, procedures, managing processes and reporting to the Board as required. The following are the Standing Committees of the Board:

7.2.1 The **Disciplinary Committee** is responsible for investigating charges that involve the conduct or ethics of members of the Unit. The Unit Recorder is a member of the Disciplinary Committee.

7.2.2 The **Education Committee** is responsible to promote the development and education of bridge within the Unit. This committee shall appoint the intermediate/newcomer coordinator.

7.2.3 The **Membership Committee** is responsible for increasing the membership of the Unit by seeking new members and encouraging former members to renew.

7.2.4 The **Tournament Committee** is responsible for planning, coordination, administration and supervision of all tournaments within the Unit.

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

7.2.6 The **Nominating Committee** is responsible for identifying qualified candidates for the Board.

7.2.7 The **Audit Committee** is responsible for selecting an auditor and overseeing the annual audit of the books.

7.2.8 The **Youth Bridge Committee** is responsible for promoting bridge, primarily within the K-12 community, for young people. This includes generating interest and providing education and mentorship for developing members.

ARTICLE 8 – DISTRICT 17 REPRESENTATIVES

Section 8.1 District 17 Board

The Board will elect the maximum number of Unit members permitted, as defined by the District, to serve on the District 17 Board in accordance with District 17 election rules (Article VI of District 17 Bylaws). The Board will provide reasonable and timely notice to all unit members when an election is scheduled and describe the procedure to be followed in conducting said election.

Section 8.2 Eligibility to Serve

In addition to existing Board Members, any Unit member is eligible for consideration and election to the District 17 Board. Unit members must indicate their interest in running for this position by providing written notice to the Secretary of the Board requesting

consideration by the Board.

ARTICLE 9 – AMENDMENTS TO THE BYLAWS

These bylaws may be amended, altered, or repealed and new bylaws may be adopted by a vote of a majority of the membership at a Special Meeting called explicitly for this reason, provided that no fewer than 5% of the Unit membership is present. If, after properly calling for a Special Meeting, and failing to have at least 5% of the Unit membership present, the Board, in its sole discretion may amend, alter, or repeal all or some of these bylaws, and new bylaws may be adopted by a vote of two-thirds (2/3) of the Board Members eligible to vote. Unit members may submit proposed amendments to the bylaws by submitting their proposal in writing to the Secretary of the Board.

ARTICLE 10 – INDEMNIFICATION

The ACBL maintains a General Liability policy and a D & O Policy, among others, that extends insurance coverage to Units. These are incorporated herein by reference.

ARTICLE 11 – MISCELLANEOUS

Section 11.1 Inoperative Portion

If any portion of the bylaws shall become invalid or inoperative, then, to the extent reasonable and possible, the remainder shall be valid and operative.

Section 11.2 Interpretation

Whenever the context indicates the masculine gender shall encompass the feminine and neuter, and the singular shall encompass the plural or vice versa. 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 11.4 Fiscal Year

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

Section 11.5 Loans

The Unit will not make loans to any Board Member or Officer. Any Board Member 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 repaid.

ARTICLE 12 – 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, 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

IN WITNESS WHEREOF, these restated bylaws have been executed as of the day, month and year indicated. The President and Secretary of the Unit certify that this document has been approved by a vote of no fewer than two-thirds (2/3) of the members of the Board of Directors of the Unit.

Unit 354

An Arizona Non-profit Corporation,

By: _____
Kenneth Titow, President

By: _____
Jill Estrada, Secretary

ⁱ Typographical error changing Jan 31 to December 31 corrected June 20, 2019 as approved by the Board at their June 19, 2019 meeting