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### ARTICLE I

#### NAME; PURPOSES; OFFICES

##### Section 1.1 Name

The name of this organization is the Northern Indiana Unit No. 154 American Contract Bridge League and referred to in these bylaws as the Unit.

##### Section 1.2 Incorporation

The Unit is incorporated as a nonprofit corporation under the laws of the state of Indiana and shall be governed by the nonprofit corporation law of the state.

##### Section 1.3 Purposes

The purposes for which the Unit 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 for 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 promote the bridge education of its members; 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 1.4 Registered Office and Registered Agent

The registered office and the registered agent of the corporation shall be located in the State of Indiana at such place as described in the Standing Rules of the Unit by the Board of Directors and upon filing of such notices as may be required by law.

### ARTICLE II

#### AMERICAN CONTRACT BRIDGE LEAGUE

The Unit 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 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 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 over which this corporation has jurisdiction shall be a member of the Unit. Any person who lives outside the geographical area over which this corporation has jurisdiction may apply for membership in Unit 154 according to regulations established by the ACBL; and having been approved by the ACBL, shall become a member effective on the date of ACBL approval. 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, all 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 changes his residence to a place outside the jurisdiction of the Unit, without taking the necessary steps to retain membership in the Unit or by petition to join another unit, per ACBL regulations.

## **ARTICLE V**

### **MEMBERSHIP MEETINGS**

#### **Section 5.1 Annual Meeting**

The Annual Meeting of the Unit shall be held at such time and place as may from time to time be fixed by 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 or by the Board of Directors. A special meeting shall be called by the President on written petition by not less than 10% of the membership. Each page of such petition must clearly state the specific matter(s) to be considered. At such meeting no business other than that specified by the petition shall be considered.

#### **Section 5.3 Places of Meetings**

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 approximate time of the annual meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be sent not less than 30 days nor more than 60 days before the date of the meeting, by or at the direction of the President, Secretary or officers or persons calling the meeting.

#### Section 5.5 Quorum

Five (5) percent of the total membership 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 management of all business, property, and interests, and other affairs of the Unit shall be vested in 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 to 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' Fiduciary Duties and Standards of Conduct

Each Director (aka Representative) 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 6.3 Board membership drawn from club groups

Any unit member in good standing with the ACBL is eligible to be elected to the Board of Directors. The members of the Board of Directors shall be elected by and from each group of clubs within the Unit.

Each director shall serve as a representative of the club group that elects him. No individual may represent more than one group of clubs. The Board shall revisit the grouping of clubs and the allocation of directors at least every three (3) years starting in 2019. Using table count and geographical location as the primary criteria, the Board shall adjust the club groupings and allocation of directors to maintain a fair representation for each club grouping. Any adjustment shall be recorded in the Unit's Standing Rules and communicated to the Unit's membership in a manner consistent with provisions of these Bylaws at least sixty (60) days prior to the next election.

#### Section 6.4 Nomination and Election of Directors

At a time reasonably in advance of each annual election of directors, the President shall appoint an election committee. The election committee shall solicit eligible candidates in each constituent group that has a vacancy or a term expiring to stand for election to the Board of Directors. The method and procedure for nomination and election shall be as described in the Standing Rules of the Unit.

### Section 6.5 At-Large Election

If, despite reasonable efforts to obtain candidates for any of the vacant or expiring positions on the Board, the election committee is unable to identify a candidate, the committee will so report in writing to the Board. The sitting Board shall then elect by majority vote members on an at-large basis. These elected at-large members shall serve one-year terms until such time that eligible candidates within the particular constituent group stand for election.

### Section 6.6 Number of Board Members

The Board of Directors, including all officers, shall consist of thirteen (13) voting members. All Directors must be members in good standing of the ACBL as well as members of the Unit. The immediate Past President, if not an elected member of the Board, shall serve for one year, as a non-voting Board member.

### Section 6.7 Terms of Office

Directors shall be elected each year for terms of office for three (3) years each, the terms to commence with the first Board meeting following election. The Directors from those club groupings which are allocated two or more representatives shall hold staggered terms of three (3) years each. Upon approval of these Bylaws, the initial election of the Board members by the constituent club groups, including club groups allocated multiple representatives and their terms of office, shall be set forth in the Unit's Standing Rules.

All Board members shall hold office until their successors are elected and qualified or until their sooner death, resignation, or removal. No Director may serve more than three (3) consecutive terms, but may again be elected to the Board after at least three (3) years.

### Section 6.8 Regular and Special Meetings

The Board shall establish a schedule for regular meetings. Regular meetings of the Board of Directors shall be held, with proper notice, not less frequently than twice per year.

Special meetings of the Board may be called at any time by the President, or upon the written request of five (5) or more Directors.

### Section 6.9 Notice

Notice, written or printed, of any regular meeting stating the place, day and hour of the meeting shall be communicated to all Board members no fewer than 30 days and no more than 60 days prior to the date of the meeting. Notice of any special meeting shall be as provided above but no fewer than 15 days. Notice shall be provided by electronic means or U.S. mail.

### Section 6.10 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 6.11 Participation in Meeting by Conference Telephone

Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, as long as members participating in such meeting can hear one another. Participation by such means shall constitute presence in person at a meeting.

**Section 6.12 Quorum**

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

**Section 6.13 Vacancies**

All vacancies in the Board of Directors, whether caused by resignation, death, or otherwise, may be filled by the affirmative vote of a majority of the remaining directors then constituting the entire Board of Directors. A Director elected to fill any vacancy shall hold office for the unexpired term of his predecessor and until a successor is elected and qualified.

**Section 6.14 Removal**

The Board may remove any member of the Board for any reason, but only by no less than a three quarters (3/4) majority of the entire Board including the Board member subject to removal.

**Section 6.15 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.

**Section 6.16 Voting by Proxy**

Voting by proxy is not permitted.

**Section 6.17 Records Retention**

The Board, acting by and through its officers, shall prepare, maintain, and preserve all records required by federal and state law. All financial records, including those not regulated by federal or state law, shall be maintained and preserved for no less than seven (7) years from the date of their creation or as may further be specified in the Standing Rules. All Unit and Board meeting minutes shall be maintained and preserved for no less than ten (10) years or as may be further specified in the Standing Rules.

## **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 and from within the Board of Directors. Officers shall hold office until their successors are elected and qualified. The offices of Secretary and Treasurer may be held by a single member of the Board as the Board may choose. No other combination of offices may be held by one member of the Board.

**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. No President shall serve in such capacity for more than two (2) consecutive years, but may again be elected after at least two (2) years out of that office.

**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 to him 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 shall perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors. The Secretary shall file the required national, state, and local forms incidental to this office.

#### 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, but at least once per fiscal year, 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. The Treasurer shall file mandatory IRS, state, and local forms within the required time limits.

#### 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 non-Board member it may select.

#### Section 7.7 Removal

The Board may remove and replace any officer for any reason, but only by no less than a three quarters (3/4) majority of the entire Board including the subject officer.

#### Section 7.8 Vacancies

In case any office shall become vacant by reason of death, of resignation, of 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 except as may be authorized by three quarters (3/4) majority Board vote annually at the first Board meeting of the fiscal year. Officers and other Board-designated Unit members may be authorized to receive reimbursement of expenditures made on behalf of the Unit provided that each such expenditure is documented by a written or printed receipt.

#### 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 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.

### Section 8.2 Executive Committee

The Board may designate, from among its Directors, an Executive Committee. This committee shall have powers as provided by resolution of the Board of Directors except as prohibited by nonprofit law. Rules governing meetings of the executive committee shall be as established by the Board of Directors, or in the absence thereof, by the committee itself.

### Section 8.3 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 8.4 Terms of Office

Each member of a committee shall serve at the pleasure of the Board until a successor is appointed unless the committee is sooner dissolved.

## **ARTICLE IX**

### **STANDING RULES**

The Board may from time to time issue or modify standing rules on various topics. All standing rules must conform to and may not contravene these Bylaws. In the event of any conflict, actual or perceived, between these Bylaws and any Unit Standing Rule, these Bylaws shall control.

## **ARTICLE X**

### **AMENDMENT OF 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 Unit members voting at the annual meeting, a special meeting or in conjunction with the unit election of board directors. Notice of proposed amendments, proposed changes, or other proposed alterations to these Bylaws must be communicated by appropriate means to the Unit membership at least thirty (30) days prior to any voting.

## **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.

#### 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 Years

The fiscal year for the Corporation shall run from June 1 to May 31.

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, plus interest at the rate of no less than eight (8%) percent per annum, until the repayment thereof.

Section 11.7 Voluntary Immunity

Pursuant to Indiana Code 34-30-4-1, as may be amended, all qualified officers and Directors of the Unit shall be entitled to immunity from civil liability arising from the negligent performance of their duties.

**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 \_\_\_\_\_, 20\_\_\_\_\_ and in accordance with the laws of the State of \_\_\_\_\_, 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 \_\_\_\_\_, 20\_\_\_\_\_.

By: \_\_\_\_\_