

BYLAWS  
UNIT #383  
AMERICAN CONTRACT BRIDGE LEAGUE

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BYLAWS  
UNIT #383  
AMERICAN CONTRACT BRIDGE LEAGUE

ARTICLE I

Name; Purpose; Offices

Section 1.1 Name. The name of this organization shall be Unit 383, American Contract Bridge League. Unit 383 American Contract Bridge League is also known as ACBL Unit 383 of Santa Fe and referred to in these Bylaws as Unit 383.

Section 1.2 Incorporation. Unit 383, American Contract Bridge League is incorporated as a nonprofit corporation under the laws of the state of New Mexico and shall be governed by the Nonprofit Corporation Act (53-8-1 to 53-8-99 NMSA 1978).

Section 1.3 Purposes. The purposes for which Unit 383 is organized are:

- (a) To preserve and promote the best interests of competitive duplicate contract bridge and any modifications thereof;
- (b) To cooperate with and assist the ACBL in the promotion and conduct of contract bridge tournaments;
- (c) To encourage the highest standards of conduct and ethics by its members and to enforce such standards;
- (d) To promote the education of members and the development and organization of sanctioned club games within Unit 383;
- (e) To cooperate in ACBL's charity program and to sponsor and conduct charity events with the object of realizing funds to be devoted to worthy humanitarian causes;
- (f) To promote retention of current members and actively recruit new members; and
- (g) To conduct such other activities as may be in keeping with its principal purposes

Section 1.4 Registered Office and Registered Agent. The registered office of the corporation shall be located in the State of New Mexico 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 II

### American Contract Bridge League

Unit 383 is a separate legal entity that interacts with the American Contract Bridge League (ACBL) through Unit 383 charter process and exists for the purposes specified in Article I of these Bylaws. As such, Unit 383 and its members shall be subject to and abide by the Bylaws and Regulations of the ACBL as in existence and amended from time to time by ACBL. No rule, regulation or bylaw adopted by Unit 383 shall be inconsistent with or be in contravention of the rules, regulations and bylaws of the ACBL. Unit 383 shall conduct its affairs in a manner consistent with the rules, regulations, policies, procedures and bylaws of the ACBL.

## ARTICLE III

### UNIT JURISDICTION

The geographical area within which Unit 383 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 Unit 383. Any person who lives outside the geographical area over which this corporation has jurisdiction may apply for membership in Unit 383 according to regulations established by the ACBL. Any person who resides within the geographical area of Unit 383 may apply to become a member of a different Unit according to regulations established by the ACBL.

Section 4.2 Rights and Obligations. In accordance with the procedures established by the ACBL Board of Directors, the members of Unit 383 shall have voting rights and any other legal rights or privileges in connection with the governance of Unit 383. Members of Unit 383 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 Unit 383 unless and until he changes his residence to a place outside the jurisdiction of Unit 383, without taking the necessary steps to retain membership in Unit 383, per ACBL regulations. If a

member loses ACBL membership that would also result in no longer being a member of Unit 383.

Section 4.4 Dues. No dues shall be paid directly to Unit 383 by its members. Instead, dues are paid by members to the ACBL. The Unit's Board of Directors, hereinafter referred to as the Board, shall have no power to levy special assessments.

Section 4.5 Disciplinary Procedures for Unit Members. Disciplinary procedures involving conduct or ethics will be pursuant to the powers granted by ACBL to club managers and directors or will be in accordance with the ACBL Code of Disciplinary Regulations.

## ARTICLE V

### MEMBERSHIP MEETINGS

Section 5.1 Meeting Conduct. Roberts Rules of Order (revised) are to be followed at all meetings. A written agenda shall be furnished for all meetings.

Section 5.2 Annual Meeting. There shall be an annual meeting of the members which shall be held on the occasion of the Unit-Sponsored December holiday party. This meeting shall be for the purpose of nominating and electing members of the Unit 383 Board of Directors and for the consideration of other business which should come before the membership.

Section 5.3 Special Meetings. Special meetings of the members may be called at any time to consider specific subject matters by Unit 383 Board of Directors or by the President or by petition of the members containing signatures of at least 10% of the membership.

Section 5.4 Notice of Meetings. Notice, written, printed or by electronic transmission, stating the time and place of the annual meeting, and in the case of any special meeting, the purpose or purposes for which the meeting is called, shall be delivered at least fourteen (14) days prior thereto by or at the direction of the President, Secretary or officers or persons calling the meeting, to each member entitled to vote at such meeting.

Section 5.5 Quorum. A quorum for the transaction of business at any annual meeting or special meeting shall consist of ten percent (10%) 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.

In addition to the powers herein granted by other provisions hereof, and by the laws of the State of New Mexico, Unit 383 Board of Directors (“Board”) shall have powers and duties including by not limited to:

- (1) the conduct, management, supervision and control of the business of Unit 383;
- (2) the employment and discharging of employees and the supervision of the conduct and fixing of their compensation;
- (3) the acquisition, administration, maintenance, and disposition of property of Unit 383;
- (4) the responsibility to appropriate the funds of Unit 383 for the purposes set forth in these Bylaws;
- (5) the responsibility to have an audit of all receipts and disbursements of Unit 383 by a qualified person at the end of each Treasurer’s term and to require the Treasurer to semi-annually present the Bank Statement and Investment Account Statement for review by the Board; and
- (6) the responsibility to conduct, manage, supervise and control all of the business of Unit 383 included in but not limited to the conduct of tournaments, the selections of all dates and locations for holding such tournaments and the making of all contracts in connection therewith.

Section 6.2 Number of Directors. The Board shall consist of seven (7) Directors, all of whom must be members in good standing of the ACBL as well as members of Unit 383. No active, rated tournament directors or other permanent ACBL employee is eligible to serve on the Board.

Section 6.3 Term of Office. Each Director shall hold office for a period of two (2) years and shall continue to hold office until his successor shall have been duly elected. The commencement of the term shall be January 1st. No Director shall be eligible for more than two (2) consecutive terms without an absence of one year.

Section 6.4 Nominations.

- (a) The Board shall appoint a nominating committee to fill vacancies on the Board that occur either through resignation or expiry of term. The nominating committee shall consist of at least three members, and shall meet at least two months prior to the member notification of the Annual Meeting, and shall propose a slate of selectees, the number to be equal to the number of vacancies on Board. The proposed slate is to be given to the Secretary no later than five weeks prior to the annual meeting and will be included in the member notification of the Annual Meeting which will be disseminated at least two weeks prior to said meeting.
- (b) The nominating committee will function throughout the calendar year to fill any vacancies that may occur.
- (c) Additional nominations may be made by the membership of Unit 383 from the floor at the Annual Meeting but such nominees must have given prior consent in writing or be present at the meeting to give consent.

Section 6.5 Election.

- (a) If the number of candidates proposed by the nominating committee is equal to the number of vacancies on Board and there are no nominations from the floor at the Annual Meeting, the candidates shall be considered to be elected by acclamation.
- (b) If candidates are nominated from the floor at the Annual Meeting, resulting in more candidates than vacancies, a secret paper or electronic ballot will be prepared by the Secretary and distributed in a timely manner to all Unit 383 members. A specific deadline for casting the secret ballot shall be clearly stated on the ballot. Counting of the ballots shall be done by a three person committee appointed by the Board and may not include either a member of the Board or a candidate. Ballots shall be kept by the newly-elected Secretary for a period of sixty (60) days after election. They may be inspected within that period upon protest of any Unit 383 member.
- (c) Any new members joining Unit 383 must have paid their dues before the date of the Annual Meeting in order to be qualified to vote for candidates for the Board.

Section 6.5 Vacancies. Vacancies due to death, resignation or other cause shall be filled by the nominating committee and approved by Board. The person(s) so appointed shall hold office for the balance of the unexpired term.

Section 6.6 Meetings. The Board shall hold a minimum of six (6) meetings a year, one of which shall be the Annual Meeting. Subsequent regular meetings thereafter shall be held pursuant to regulations established by the Board on appropriate notice. A written agenda shall be furnished by the President for all such meetings.

Section 6.7 Quorum. A quorum for the transaction of business shall consist of not less than five (5) Directors.

Section 6.8 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. No Director may have a financial interest in a club conducting games sanctioned within Unit 383 jurisdiction.

## ARTICLE VII

### OFFICERS

Section 7.1 Designation. The Officers of the Unit 383 Board of Directors ("Board") shall consist of a President, a Vice President, a Secretary and a Treasurer.

Section 7.2 Election. The Board shall elect all Officers at its first meeting following the annual meeting and the persons elected shall hold office for one (1) year or until their successors have been duly elected.

Section 7.3. 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. A Director may not serve as President for more than 2 consecutive years.

Section 7.4. 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.

Section 7.5. Secretary. The Secretary shall issue notices for all meetings, shall keep minutes of all meetings, shall have charge of the corporate books, and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board.

Section 7.6. 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 and shall render to the Board, from time to time as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the corporation. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board.



Section 7.8. 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.

Section 7.9 Impeachment. Any officer or director may be removed for cause at any meeting of the Unit 383 Board of Directors provided five (5) of those present constituting a quorum shall so vote. Any officer or director against whom impeachment charges shall be brought shall be notified in writing, by registered mail, of the charges against him/her at least fourteen (14) days prior to the meeting and shall be given an opportunity to be heard before the Unit 383 Board of Directors and to be represented by counsel of his/her own choosing. Unexcused absence from any two (2) meetings shall be cause for removal of a Director.

## ARTICLE VIII

### COMMITTEES

The Board shall appoint such committees as may be necessary to perform the functions of the organization.

## ARTICLE IX

### AMENDMENT OF THE BYLAWS

Amendment of the Bylaws may be made by the members of Unit 383 upon petition signed by at least ten (10%) percent of the members or upon petition signed by at least five (5) members of the Board of Directors. Such petition shall be submitted to the Secretary at least ninety (90) days in advance of the annual meeting or any special meeting called for the purpose of amending the Bylaws. Upon presentation of a petition prepared in either of the manners specified above, it shall be the duty of the Secretary to incorporate the text of the meeting and to cause a copy of the proposed amendments to be disseminated to each member at least thirty (30) days prior to the time that the proposed amendment is to be considered by the membership. The concurrence of two-thirds of all members present at the time of voting on the proposed amendment shall be required to pass any amendment.

## ARTICLE X

### INDEMNIFICATION

Unit 383 indemnifies each and every director and officer, including former directors and officers, against expenses actually and reasonably incurred by each such director or officer in connection with the settlement or defense of any action, lawsuit or proceeding in which he or she is made a party by reason of being or having been such director or officer. Such indemnification specifically includes expenses incurred for the legal defense of any such action, lawsuit or proceeding. Unit 383 also specifically indemnifies each such director or officer and former director or officer, from payment of any judgment, levy or demand that might be granted against any such director or officer, by virtue of his or her occupancy of said directorship or office, growing out of any such action, suit or proceeding. However, the indemnification provisions of this Article shall not be applicable to any director or officer who is adjudged to be liable for willful or deliberate misconduct in the performance of duty to Unit 383.

## ARTICLE XI

### MISCELLANEOUS

Section 11.1. Publication. The official publication of Unit 383 shall be as designated by the Board of Directors and shall be published by Unit 383.

Section 11.2. Inoperative Portion. If any portion of the Bylaws shall be invalid or inoperative, then, to the extent reasonable and possible, the remainder shall be valid and operative, and effect shall be given to the intent that portion held invalid or inoperative manifests.

Section 11.3. Interpretation. Whenever the context indicates, the masculine gender shall encompass the feminine and neuter, and the singular shall encompass the plural or vice versa. The headings are solely for organization, convenience and clarity. They do not define, limit or describe the scope of these bylaws or the intent in any of the provisions.

Section 11.4. Books and Records. Unit 383 shall keep correct and complete books and records of accounts and shall keep minutes of all proceedings of its Board of Directors and membership meetings.

Section 11.5. Fiscal Year. The fiscal year for the Corporation shall run from January 1st to December 31<sup>st</sup>.

## 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.