

BYLAWS of
UNIT 131 ACBL, INC.

Article 1. Name: Purposes: Offices

1.1 Name: The name of the Corporation is Unit 131 ACBL, Inc. (usually referred to herein as the "Unit"). The Unit is also known as Unit 131 of the American Contract Bridge League ("ACBL").

1.2 Incorporation: The Unit is incorporated as a Not for Profit Corporation under Chapter 355 of the laws of the State of Missouri, and shall be governed by the Nonprofit Corporation Law of such state ("Act"). These Bylaws, and the application and interpretation hereof, shall be governed exclusively by its terms and by the Act.

1.3 Purposes: The purposes for which the Unit is organized are, as set forth in the Articles of Incorporation, as follows: to foster community welfare in furtherance of the game of contract bridge in its various forms of competition; to teach and promote the game and sport of contract bridge; 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 in 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. The Unit shall possess all legal powers useful, necessary or appropriate for the carrying on of its purposes and objectives, consistent with Missouri Nonprofit law.

1.4 Registered Agent and Office: 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 Board of Directors, and the registered agent shall be located at the same address, upon filing of such notices as may be required by law.

Article 2. Relation to American Contract Bridge League

2.1 Separate Entity: The Unit is a separate legal entity that interacts with the ACBL through the contractually oriented Unit charter process and exists for the purposes specified in Article 1 of these 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.

2.2 No Agency: Neither the ACBL nor the Unit have any relationship to each other which would create an agency, partnership, or joint venture, or give either the power or ability to bind the other to any contract or other document without the express written consent of the party against whom the document is to be enforced.

Article 3. ACBL Unit Jurisdiction

31 General 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.

32 Current Jurisdiction: The area currently assigned to the Unit includes Johnson and Wyandotte counties in Kansas, and the following counties in Missouri: Adair, Andrew, Atchison, Audrain, Bates, Benton, Boone, Buchanan, Caldwell, Callaway, Carroll, Cass, Chariton, Clay, Clinton, Cole, Cooper, Daviess, DeKalb, Gentry, Grundy, Harrison, Henry, Hickory, Holt, Howard, Jackson, Johnson, Knox, Lafayette, Livingston, Macon, Mercer, Moniteau, Nodaway, Pettis, Platte, Putnam, Randolph, Ray, Saline, Schuyler, Scotland, St. Clair, Sullivan, Vernon and Worth.

Article 4. Membership

41 Members: All members must pay their ACBL dues or their Life Master service fees at the rate set by the ACBL. Life members, members who joined before 1996 and who have achieved the rank of Life Master, remain members in good standing for purposes of voting, without having to pay their annual service fees. Any person who is a member of the ACBL, in good standing, and resides within the geographical area over which this Unit has jurisdiction shall be a member of the Unit unless they are a member of another ACBL Unit. Any person who lives outside the geographical area over which this Unit has jurisdiction may apply for membership in the Unit according to the 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.

42 Rights and Obligations: In accordance with the procedures established by the ACBL Board of Directors, the 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.

43 Termination of Membership: A member shall remain a member of the Unit if s/he is a Life Member or if not a Life Member, unless and until s/he (a) fails to pay the requisite dues or life master service fee; (b) changes his/her residence to a place outside of the jurisdiction of the Unit, without taking the necessary steps to retain membership in the Unit, pursuant to ACBL regulations; (c) is suspended or expelled by the ACBL in accordance with their regulations and procedures; or (d) elects to become a member of another Unit following proper ACBL procedure.

Article 5. Membership Meetings

51 Annual Meeting: The Annual Meeting of the membership of the Unit shall be held at such date and time before July 31 and at such place in the geographical area assigned to the Unit as shall be determined at least 45 days in advance by the Board of Directors. If feasible, the date specified will be during a tournament. The agenda at the annual meeting shall

include (a) the election of Directors and Officers to replace those whose terms expire coincident with the Annual Meeting and to fill any other vacancies in such positions; (b) presentation of annual reports, including the President's report on business and operations, and the Treasurer's report of the financial statements of the Unit; and (c) transaction of such other business as may properly come before the meeting.

52 Special Meetings: Special meetings of the membership of the Unit may be called by the President, by the Board of Directors, or upon petition of not less than the greater of (a) Fifty (50) members or (b) five percent (5%) (rounded to the next whole higher number) of the members entitled to vote. Notice shall be made to all members through the unit's website and under any of the notice provisions established in Section 5.5.

53 Place of Meetings: All membership meetings of the Unit, whether Annual or Special, shall be held within the geographical limits of the Unit.

54 Record Date For Meetings: The Board of Director's shall establish a future date as the record date for those members who are entitled to notice of and to vote at meetings of members. The record date may not be more than 70 days prior to the date of the meeting.

54.1 List of Members. Promptly following establishment of the record date, the Unit Secretary shall prepare an alphabetical list of the names and addresses of the members who are entitled to vote at the annual meeting. The list must be available for inspection by any member for the purpose of communicating with other members, beginning two days after the list is prepared and continuing through the meeting, at the Unit's register agent's office or at a reasonable place identified in the meeting notice in the city where the meeting is to be held. A member, a member's agent or a member's attorney shall be entitled to inspect the list on written demand at a reasonable time during the period it is available for inspection. The Unit shall make the list of members available at the meeting, and any member, a member's agent or attorney shall be entitled to inspect the list at any time during the meeting or any adjournment.

54.2 Voting by Members. At the Annual Meeting and at all other meetings of Members, each Member shall be entitled to one vote. In elections for directors a Member may cast only one vote for any candidate and shall not be permitted to vote cumulatively by casting more than one vote for any candidate.

55 Notice of Member Meetings:

55.1 Notices: All notices under these Bylaws shall be sufficiently given for all purposes when transmitted within the timeframes specified in Section 5.5.2 below by telephone, electronic mail or other form of wire or wireless communication, or by mail, in person delivery.

55.2 Annual Meeting Notice Contents: All notices of meetings of members shall be delivered to all members entitled to vote at the meeting as of the record date fixed by the Board of Directors, which shall be in compliance with the Act. Each notice shall state the place, date and time of the meeting, and be delivered not less than thirty (30) days prior to the meeting nor more than sixty (60) days prior to the meeting. The notice shall contain an agenda which shall include not less than: (a) the text of any proposed resolutions for adoption; (b) the names of any candidates, and the position for which they have been nominated (with, optionally, some description about such candidates); (c) a description of any

other matters reasonably expected to come before the meeting; and (d) how and where to obtain an absentee ballot.

553 *Special Meeting Notice Contents:* All notices of special member meetings shall be delivered to all members entitled to vote at the meeting as of the record date fixed by the Board of Directors. Each notice shall state the place, date and time of the meeting and shall be delivered not less than fifteen (15) days prior to the meeting nor more than sixty (60) days prior to the meeting. The notice shall contain the purpose or purposes for which the special meeting is called and how and where to obtain an absentee ballot.

56 Quorum: For any Annual or Special meeting of the members, a quorum shall consist of the lesser of (a) fifty (50) members or (b) five percent (5%) of the total number (rounded to the next higher whole number) of members of the Unit who are entitled to vote and who are present at the meeting in person or by absentee ballot. Subject to the limitation of §5.6.2 below, the action of a simple majority of a quorum present at a meeting shall be binding upon the Unit, unless a higher percentage vote is otherwise specified for a particular action or required by law. Members present only by absentee ballot shall be considered present only for the matters included on the ballot.

561 *Presence at Meeting:* In addition to being physically present at a meeting, a member is also deemed "present in person" if the member is connected electronically or telephonically in a manner in which s/he can hear the discussion of the meeting, is able to participate therein, or read the same through closed captioning, or by any other electronic method which achieves the essential result of allowing the member to participate contemporaneously in the meeting.

562 *Missouri Limitation on Voting:* The quorum requirement is set by these Bylaws is effective for matters stated in the notice of meeting, and summarized appropriately in the absentee ballot. For any meeting at which fewer than one-third of the members are present in person or by absentee ballot, with respect to those matters stated in the notice of meeting, the only matters that may be voted upon are those stated in the notice of meeting. Absentee ballots cannot be counted with respect to items not stated in the notice of meeting.

5.7 Voting

57.1 *Candidate Elections:* Written ballots will be used for the election. Voting will take place following the written procedure for written ballots set forth below. Each member casting a vote is entitled to vote only once for each position listed in the election notice. For the purposes of these bylaws, written ballots that are mailed in are called absentee ballots. In the event a member believes he will be unable to attend the annual meeting, he is entitled to vote by absentee ballot under the procedure stipulated below.

a. The member should execute an absentee ballot, place the completed ballot in a sealed inner envelope and mail it to the address specified by the chairman of the nominating/election committee, postmarked not less than seven (7) days prior to the annual meeting which shall take place at the Unit's first sectional tournament of each calendar year. Absentee ballots shall be included in the Declarer or a mailing which satisfies the notice requirements and specifies the date by which the ballot must be postmarked to be counted. Absentee ballots shall also be posted in a time frame which meets the notice requirements on the Unit website and may be printed from that website. The member's name, signature and ACBL number must be placed on the outside of the

inner envelope, on a separate piece of paper inside the outer envelope, or on the outer envelope.

b. The election committee shall meet prior to the beginning of voting at the Unit's first sectional tournament of each calendar year, cross the name of any member who has voted by absentee ballot within the specified time limits from the printout of Unit members meeting the Record Date, and hold the sealed ballots for counting during the annual meeting. The election committee ide a sealed ballot box at the Unit's first sectional of the calendar year for submission of written ballots from those eligible to vote, other than by absentee ballot. The election committee shall establish and post the deadline by which eligible ballots must be submitted in person in the specified ballot box. The ballots shall be counted and results reported at the annual meeting.

c. An active member requesting a ballot at the Unit's first sectional tournament of the calendar year prior to the ballot submission deadline will be issued the appropriate ballot if he has not voted by absentee ballot as indicated by having his name crossed off on the appropriate printout list.

d. A ballot shall be valid even if a vote is not cast for each vacancy.

e. Board vacancies shall be filled in the following manner:

i. The candidates receiving the highest tally of votes shall be elected, unless ineligible for office, in which case the eligible candidate with the next highest tally of votes will be elected. In the event of a tie for one or more of the at large Board positions, all candidates who, but for the tie would have been elected outright shall be deemed elected, and the number of directors shall be increased accordingly. In the event of a tie for an officer position, the result will be decided by a coin toss by the chairman of the meeting, with the winner awarded the position.

ii. All ballots shall be secret. Each candidate is entitled to have one witness at the counting of the ballots.

iii. An absentee ballot may not be revoked, even if a member attends the meeting in person. A member may submit only one ballot. In the event that a member submits or attempts to submit more than one ballot, then only the first ballot received shall be accepted and counted.

5.72 *Resolution or Issue Voting:* Absentee ballots shall be accepted for voting upon resolutions or issues coming before a meeting. The text of the resolution or issue shall be provided in the notice of the meeting. Such absentee ballots shall be considered as present for determining a quorum so long as the vote is on the language as published prior to the meeting. Amendments (except correction of typographical or grammatical errors having no substantive effect upon the issue or resolution as set forth in the notice) to the language of the issued ballots is not allowed. All solicitations for votes by a written ballot must:

- a. Indicate the number of responses needed to meet quorum requirements;
- b. State the percentage of approvals necessary to approve each matter other than election of directors; and
- c. Specify the time by which a ballot must be received by the Corporation in order to be counted.

58 Positions Voted By Membership.

581 *Board of Directors-Direct Election:* The membership shall vote on the members of the Board up for election each year.

582 *Officers-Specific Positions Elected:* The membership shall vote on the following officers in the year in which they are up for election:

- a. President
- b. First Vice President
- c. Second Vice President
- d. Secretary
- e. Treasurer.

583 *Term:* All elected positions shall be for two year terms.

59 Rules of Order at Meetings: Unless the notice of a meeting of either the Members or the Board of Directors shall specify to the contrary, all meetings will be conducted in accordance with Robert's Rules of Order.

Article 6. Board of Directors

61 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 ("Board"), including but not limited to, the conduct of tournaments, the selection for all dates and locations for holding such tournaments, and the making of all contracts in connection therewith. 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 or further actions as may from time to time be necessary to further implement the purposes and aims of the Unit as set forth herein. To further

these purposes, the Board shall have all other powers granted to it by the Missouri Nonprofit Corporation Act.

62 No Compensation: No director shall be compensated for his/her services to the Corporation in his/her capacity as a director. When warranted, substantial additional services, as requested and approved by the Board, may be compensated with respect to those specific services. Notwithstanding the foregoing, a director may be authorized to receive reimbursement of direct costs incurred and expenditures made on behalf of the Unit.

63 Officer and Director Fiduciary Duties and Standards of Conduct: Each director is subject to a duty of loyalty to the Corporation and a duty of care in his/her performance of his/her duties as a director.

64 Size; Staggered Board; Term Limits:

64.1 *Size, Staggering Provisions*: The Board of Directors shall consist of ten (10) at large members; one or more additional at large members in the event of a tie vote between or among candidates receiving a sufficient number of votes to be elected; five (5) officer members; and the immediate past president. At large members shall be elected for two year terms, with staggered elections, such that five (5) at large members of the Board (plus any seats filled due to vacancy) shall be elected annually. Elected officers shall serve two year terms that expire in even numbered years so that in even-numbered years, the meeting for such election shall elect all officers and five (5) at large directors (in addition to any seats filled due to vacancy). For directors whose terms begin in odd numbered years, the meeting for such election shall elect five (5) at large directors (plus any seats filled due to vacancy). Terms of elected officers on the Board shall automatically terminate in the event of their resignation or removal as officers.

64.2 *Immediate Past President*: The immediate past president shall be a member of the Board and remain on the Board, without being in violation of term limits, until the current President becomes the new Immediate Past President. However, if the president resigns or is removed from office, s/he may not serve on the Board in this capacity. In this event, the most recent past president not so disqualified shall remain on the Board until a more recent president, who completed his/her term of office in the ordinary course of events, is available to assume the position of immediate past president.

64.3 *Term Limits/Duration*. An elected director may not serve more than three (3) consecutive elected terms (plus the unexpired portion of any term that director was appointed to fill). When a director reaches his/her term limit, s/he must not be on the Board for one full year from the date his/her term expired before s/he is eligible to stand again for election to the Board, thereby beginning term limits anew as if s/he had never been on the Board. For purposes hereof, the reference to a two-year term shall mean a period of approximately two years that expires at the second annual meeting of members after the election. All officer and directors shall serve until his/her successors has been elected.

65 Nomination and Election of Officers and Directors:

65.1 *Nominating Committee:* There shall be a nominating committee appointed by the Board of Directors annually consisting of at least two members of the Board and a sufficient number of other members of the Unit to constitute a majority of committee members who are neither officers nor directors. This committee shall be responsible for proposing a slate of directors to be elected at each annual meeting and for proposing a slate of officers for terms beginning in even numbered years (or when a position is otherwise due to be filled.) The Nominating Committee should be composed of members representing a variety of playing skill levels, varying length of membership within the ACBL and within the boundaries of the Unit, varying geographic distribution, and such other distinguishing details as may be deemed reasonable and appropriate. The Committee shall deliver to the Board of Directors its report and recommendations not later than seventy-five days prior to the scheduled election meeting. The names of those nominated by the Nominating Committee and those nominated pursuant to Section 6.6.2 shall be included on the ballot distributed by the Secretary with the notice of the meeting.

65.2 *Nomination by Petition:* In addition to nominations for director positions set forth by the nominating committee, additional nominations may be made by any member upon obtaining a petition signed by at least (a) twenty (20) members or (b) two percent (2%) (rounded up to the next highest number) of the membership. Such petition shall be submitted to the secretary no later than 60 days prior to the scheduled election meeting.

65.3 *Floor Nominations:* Nominations from the floor at a meeting for the election of one or more officers or directors will not be accepted, except in the event that all candidates for a vacancy have become disqualified, withdrawn, or are unable to serve. The Missouri quorum limitation rules will apply in such event.

65.4 *Officer and Director Eligibility:* All officers and directors nominated and/or elected by any of the methods in this Section 6.5 shall be members in good standing of ACBL and of Unit 131 both at the time of their nomination and their election.

66 Annual, Regular, and Special Board of Director Meetings: Annual, Regular, and Special Meetings of the Board shall be held at such times and places as the Board shall determine.

66.1 *Annual Meeting Required:* One Annual meeting of the Board of Directors shall be held, preferably within the month following the election of new directors each year. There shall be not less than two additional regular meetings scheduled by the Board of Directors, with meeting notice (including location, date, and time) to be published on the Unit website. Any other method of providing notice to directors of the meeting may be delivered as provided in Section 5.6.

66.2 *Open Meetings; Exception:* All Board of Director meetings shall be open to the membership to attend as visitors who are not entitled to vote; except that those meetings or parts of meetings dealing with legal advice, attorney work product, legal settlement offers, personnel or disciplinary actions may be closed to all non-directors not necessary to the meeting, in the discretion of the Board of Directors. Visiting members may request permission to address the Board which may be granted or denied in the sole discretion of the Board. Visiting members who become unruly or disrupt the meeting may be expelled from the meeting.

663 *Quorum*: At any meeting of the Board, a quorum shall consist of one-third of the directors currently in office plus one (rounding up fractions), unless a higher number is fixed by law in which case the lowest number permitted by law shall constitute a quorum.

67 Notice of Board Meetings: Notices for Annual and Regular director meetings, which have been posted to the Unit web site for at least thirty (30) days, constitute valid notice for those meetings. If desired, additional notices or reminders may be delivered by any method stated in Section 5.5

67.1 *Special Board of Director Meeting*: Special meetings may be held upon call by the President, or by any four (4) members of the Board, in either case by duly notifying the Secretary, who shall then provide proper notice to all members of the Board of Directors. The notice must contain, in addition to the location, date and time, the specific agenda to be discussed at the Special Meeting of the Board of Directors, and a brief statement of why this agenda requires a Special Meeting. Notice must be given at least 72 hours in advance of the meeting.

67.2 *Waivers 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, which objection must be presented at the beginning of the meeting. A waiver of notice signed by the director or directors, whether before or after the time stated for the meeting, shall be the equivalent to the giving of notice.

68 Electronic Attendance: In addition to being physically present at a meeting, a member is also deemed present in person if the member is connected electronically or telephonically in a manner in which s/he can hear the discussion of the meeting, is able to participate therein, or read the same through closed captioning, or by any other electronic method which achieves the essential result of allowing the member to participate contemporaneously in the meeting.

69 Resignations, Vacancies, Removal or Impeachment of Directors:

69.1 *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.

69.2 *Removal*: Upon a majority vote of all current directors, the office of any Director or Officer shall be declared vacant if s/he has failed to attend three-fourths (3/4) of the Board meetings during the year. The directors may, without cause, at a meeting duly called where the issue of the removal of the director is one or more of the purposes in the Notice, remove a director by the vote of a simple majority of a quorum.

69.3 *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 present at a duly-noticed meeting, so long as the number present constitutes a quorum. A director elected to fill any vacancy shall hold office until the next annual membership meeting, at which point any unexpired portion of the term will be filled by election of the membership.

610 Policies & Procedures: In addition to the duties specified herein for officers, committees and other operations of the Unit, the Board of Directors may in its Policies and Procedures provide additional detail, directions and requirements to the officers and committees as the Board may consider necessary or appropriate. Policies and Procedures are binding on all future operations of the Unit until such time as the Board revises or rescinds any part of them. No Policy or Procedure may be adopted, revised, rescinded or revoked unless either written notice of such adoption, revision or rescission has been given at least fifteen (15) days prior to the meeting of the Board at which such action is to be considered or such action is approved by a majority of the full Board.

Article 7. Officers

7.1 Designation of Officers: The officers of the Unit shall be a President, First Vice President, Second Vice President, Secretary, and Treasurer. All officers shall be elected for a term of two years, except that officers elected or appointed to fill a position that has become vacant prior to the expiration of the term of office shall serve until next following annual meeting of the members.

7.2 Duties of President: The President shall preside at all meetings of the Members and 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.

7.3 Duties of First Vice President: During the absence or disability of the President, the first vice president shall exercise all the functions of the President. The first vice president shall have such powers and discharge such duties as may be assigned to him/her from time to time by the President. It is anticipated that the First Vice President will run for the office of President.

7.4 Duties of Second Vice President: The second vice president shall oversee all tournament activities and shall chair the tournament committee, subject to the final approval of the Board of Directors.

7.5 Duties of Secretary: The Secretary shall issue notices for all meetings, shall keep minutes of all meetings, shall have charge of the corporate books and records of the Unit, 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.

7.6 Duties of Treasurer: The Treasurer shall have custody of the financial books and records of the Unit and keep regular financial books of account. The Treasurer shall have custody of all the monies and securities of the Unit. The Treasurer shall disburse the funds of the Unit in payment of the just demands against the Unit or as may be ordered by the Board, and shall render to the Board, from time to time as may be required, an accounting of all transactions undertaken as Treasurer, and a statement of the financial condition of the Unit. Unless otherwise determined by the Board such accounting shall be in the form of a Statement of Operations, a Balance Sheet and a summary of cash transactions. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board.

7.6 Delegation: If any officer of the Unit 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 or director or any other person it may select.

7.7 Removal of Officers: The Board of Directors may remove any officer with or without cause.

7.8 Vacancies: In case any officer position shall become vacant by reason of death, resignation, removal or otherwise, the directors then in office may elect a successor to fill the vacancy who shall hold office until the next annual membership meeting at which point any unexpired portion of the term will be filled by vote of the membership.

7.9 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 8. Executive Committee

The Board of Directors, by action of a majority of the Board then in office, may create an Executive Committee which shall consist of the President and at least three (3) other Directors who are appointed by a majority of the Board and serve at the pleasure of the Board. Rules governing meetings and other actions of the Executive Committee shall be established by the Board in the Policies and Procedures or resolution creating the Executive Committee. The Executive Committee shall be the only committee with the general authority to exercise the powers on the Board in between Board meetings. Notwithstanding the foregoing, unless otherwise authorized by the Board for a specific purpose, no committee of the Board shall have the authority to incur indebtedness for borrowed money or for the purchase of property, the hiring of agents or employees, or lease of commitment in the amount of more than five-thousand dollars (\$5,000). The Executive Committee shall prepare minutes of its meetings and other reports of its actions which shall be submitted to all Board Members electronically or in writing not more than five (5) days after such actions are taken.

Article 9. Standing and Ad Hoc Committees

The Board of Directors or the President, with the authorization of the Board of Directors, may create and appoint the members of such standing and ad hoc committees as the Board may deem necessary or appropriate, designate the chairs thereof and assign functions thereto. The members of such committees serve at the pleasure of the Board of Directors (or President if appointed by the President) and may be removed with or without cause, except that members of the Disciplinary Committee may be removed only by the Board and only for cause. Committees other than the Executive Committee are not "Committees of the Board" as described in the Act and the committee members need not be members of the Board of Directors. Committees other than the Executive Committee shall not have the authority to take action in the name of the Board or bind the Unit except as to limited matters specifically authorized in the Policies and Procedures or resolution of the Board establishing the Committee. Standing committees shall include, but need not be limited to the following:

9.1.1 *Finance Committee:* The Finance Committee shall provide general guidance for the work of the Treasurer, including assisting in choices of accounting method and selecting outside accountants to audit or compile the Unit's financial statements, as determined by the Board. The Finance Committee shall be responsible for conducting an internal audit annually and shall perform such other duties as the Board may assign.

9.1.2 *Tournament Committee:* The Tournament Committee, which shall be chaired by the second vice president, shall have overall responsibility for the supervision of national, regional, and/or sectional tournaments held within the Unit's jurisdiction.

9.1.3 *Disciplinary Committee:* This committee shall be responsible for all interpretation and enforcement proceedings of the rules of contract bridge in use by the ACBL for ACBL sanctioned events, and for matters reduced to a charge under the ACBL Code of Disciplinary Regulations within the Unit's jurisdiction.

9.1.4 *Membership and Education Committee:* The Membership and Education Committee shall be responsible for recruiting new members to the unit, for promoting the game of bridge by teaching and advertising, or otherwise trying to improve the welfare of the community through the game of contract bridge and its related activities.

9.1.5 *Marketing Committee:* This committee shall be responsible for advertising of all events occurring within the Unit's jurisdiction. This committee will cooperate with the Membership and Education Committee and the Tournament Committee in furthering the goals of those committees also.

Article 10. Amendment To The Bylaws

10.1 Notice to Amend: These Bylaws may be amended only by the membership at any meeting at which notice that a proposal to amend the Bylaws has been sent to all Unit Members as of a date not less than thirty (30) nor more than (60) days in advance of the selected meeting date, including the exact language of the Bylaws to be changed, amended, or adopted. The Board may provide an "executive summary" along with the exact language of the

proposed changes where such proposed changes are extensive. Four or more members of the Board may propose one or more amendments of the Bylaws to be sent to the members.

10.2 Petitions from Members: Upon petition from not less than (2%) or twenty Members, whichever is less, the Membership may propose an amendment to the Bylaws. Upon receipt of a proper petition for Amendment to the Board, the Board shall determine a reasonable meeting date (which may depend in part on the nature of the proposed amendment), and the Secretary shall send the notice, in timely fashion, to all members of the Unit. If the Board or the Secretary fails to act within 30 days, the members calling the meeting may send notices, setting the place, date, and time of the meeting.

10.3 Requisite Vote: An amendment to the Bylaws may be adopted only upon a vote equal to the lesser of

103.1 Two thirds (2/3) of a quorum present, in person, or by absentee ballot at a duly called meeting; or

103.2 A simple majority of the entire membership, present in person or by absentee ballot at a duly called meeting; or

103.3 A written consent signed and returned to the Unit Secretary (within sixty (60) days of sending notice to all Unit members) from a sufficient number of members to affirm the amendment under the standards of § 10.3.2 above.

Article 11. Indemnification

11.1 Disputes Within ACBL: Disputes within the scope of ACBL procedures at the Unit, District or National level shall not be considered "proceedings" within the statutory definitions, and shall not be subject to indemnification.

Article 12. Miscellaneous

12.1 Unit Publication; Website: A copy of the Unit's Articles of Incorporation and Bylaws, as most recently restated or amended, shall all be posted in full on the Unit website so long as they remain in effect.

12.2 Unit Recorder: The Unit Recorder shall have the duties required by the ACBL. The Unit Recorder shall be elected annually by the Board of Directors and the provisions regarding term limits set forth elsewhere in these bylaws shall not apply to the Unit Recorder.

12.3 Severable Provisions: If any provision of these Bylaws or the application thereof to any person or circumstance shall be invalid, illegal or unenforceable to any extent, the remainder of these Bylaws and the application thereof shall not be affected and shall be enforceable to the fullest extent permitted by law. Without limiting the generality of the foregoing sentence, to the extent that any provision of these Bylaws is prohibited or ineffective under the Act or common law, these Bylaws shall be considered amended to the smallest degree possible in order to make the Bylaws effective under the Act or common law.

12.4 Interpretation: Whenever the singular number is used in these Bylaws and when required by the context, the same shall include the plural and vice versa, and the masculine gender shall include the feminine and neuter genders and vice versa.

12.5 Books and Records:

125.1 *Financial Records/Audit:* Proper and complete financial records and financial books of account shall be kept or shall be caused to be kept by the Board, in which shall be entered fully and accurately all transactions and other matters relating to the Unit's business in such detail and completeness as is customary and usual for operations of the type engaged in by the Unit. The books and records shall at all times be maintained at the Treasurer's principal office or residence, at the Treasurer's discretion, and shall be open to the reasonable inspection and examination of the Members or their duly authorized representatives upon reasonable notice to the Treasurer, and reasonable arrangement of a suitable time and place for the inspection to occur. The Board shall direct that an annual or other audit of the books of account and financial records of the Unit be performed by an independent accounting firm if the Board deems such audit necessary or advisable. If the annual financial statements are not audited, they must be accompanied by the statement of the President or the person responsible for the Unit's financial accounting records: (1) stating the president's or other person's reasonable belief as to whether the statements were prepared on the basis of generally accepted accounting principles and, if not, describing the basis of preparation; and (2) describing any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year.

125.2 *Corporate Records:* The corporate documents, articles of incorporation bylaws, member lists, minutes, and other appropriate documents recording corporate activity shall be maintained by the secretary of the unit. The corporate books and records shall at all times be maintained at the secretary's principal office or residence, at the secretary's discretion, and shall be open to the reasonable inspection and examination of the members or their duly authorized representatives, upon reasonable notice to the secretary and reasonable arrangement of suitable time and place for the inspection to occur.

12.6 Fiscal Year: The Unit's fiscal year shall be the calendar year.

The undersigned officers of Unit 131 hereby certify that the foregoing Restated Bylaws of the Unit were duly adopted at a meeting of the members, for which due notice was given as required by law, held on September 2, 2018, at which a quorum was present and at least two thirds of those present in person or by absentee ballot voted in favor of these restated Bylaws.

Name: Wynne Begun
Title: Secretary, Unit 131

Attest:

Name: Norman Kahn
Title: President, Unit131

Date of Certification:
September 2, 2018