

BY-LAWS OF UNIT 425

AMERICAN CONTRACT BRIDGE LEAGUE

Article 1 Name and Geographical Areas

Section 1.

The name of this organization shall be Unit 425 of the American Contract Bridge League (ACBL). This is a nonprofit organization hereinafter referred to as The Unit.

Section 2.

Unit 425 is the boroughs, cities, and geographical areas of: Aleutian Islands, Anchorage, Bethel, Bristol Bay, Dillingham, Kenai Peninsula, Kodiak Island, Matanuska-Susitna, Nome, North Slope, Northwest Arctic, Southeast Fairbanks, Valdez-Cordova, Wade Hampton, and Yukon-Koyukuk.

Article 2 Purpose

Section 1.

This organization is formed to further the recreational, educational, and charitable goals of the ACBL in advancing the enjoyment of contract bridge in Alaska and the nation through games and tournaments, education of new players, recognition of player achievements, and public awareness of the enjoyment which bridge provides.

Section 2.

No part of the net earnings of this organization shall inure to the benefit of or be distributable to its members, board of directors, officers, or other private persons, except this organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 1, above.

Section 3.

The organization is further authorized to do and engage in any and all lawful activities that may be incidental or reasonably necessary to the foregoing purposes and to have and exercise all other powers and authority now or hereafter conferred upon nonprofit corporations under the laws of the State of Alaska.

Article 3 Unit Status

Unit 425 shall be affiliated with the ACBL. The rules and regulations of the ACBL, to the extent they apply to Units, shall govern this organization.

Article 4 Membership, Privileges

Section 1.

Alaskans who are members of ACBL in good standing and reside in those parts of Alaska designated to be Unit 425 as defined by the ACBL shall be members of this Unit. Unit members are entitled to vote for Board members and to play in membership games. Any bridge player, regardless of membership status, may play in Unit-sponsored games and tournaments not restricted to members by ACBL regulations.

Section 2.

Any person who lives outside the geographical area over which this corporation has jurisdiction may apply for membership in the Unit according to 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.

Section 3.

A member shall remain a member of the Unit unless and until the member changes his 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 5 Directors; Terms

Section 1.

The business and property of The Unit shall be managed by a board of directors, which shall be not fewer than nine (9) nor more than fifteen (15) in number. Directors shall serve for two years or until the election and taking of office of their successors. An outgoing director's term expires when the December meeting is called to order.

Section 2.

Full authority to administer all properties, monies, and affairs of the corporation shall be vested in the board of directors; and those responsibilities may in turn be transferred or delegated by the board to such members, member organizations, and committees as the board may see fit from time to time to appoint.

Section 3.

The board of directors is authorized to manage the Anchorage Bridge Center in accordance with Sections 1 and 2 of Article 5.

Article 6 Election and Replacement of Directors

Section 1.

Nominations for the position of member of the board of directors are made by a nominating committee of not fewer than four (4) members appointed by the existing board of directors. Nomination for the position of member of the board of directors may also be made upon written petition of any three (3) members. No person may be nominated unless he or she has consented to the nomination.

Section 2.

At least four (4) weeks prior to the expiration of the terms of directors, the members shall be notified by posting on The Unit bulletin board the names of proposed nominees. Ballots shall be distributed to members on request and shall be counted if deposited in a ballot box at The Unit's customary playing site at least

one (1) week prior to the expiration of directors' terms. The nominating committee will count the ballots and certify the election.

Section 3.

A board member may be excused from a meeting by notifying the president at least 24 hours prior to a meeting. Three excused or two unexcused absences shall be grounds for removal of a board member. Any board member may be removed by a two-thirds (2/3) vote of the board members then in office.

Section 4.

Vacancies on the board of directors shall be filled by a majority vote of the board. A person appointed to fill a vacancy shall serve the remainder of the term.

Article 7 Officers

Section 1.

The president shall be the principal executive officer of The Unit and shall in general supervise and control all of the business affairs of the corporation subject to the orders of the board. The president shall preside at all meetings of the members and of the executive committee. The president shall sign with the secretary, treasurer, or other proper officer or member of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed. The president must be a duly elected board member.

Section 2.

The vice-president shall preside and assume all powers and duties of the president in his or her absence. The vice-president must be a duly elected board member.

Section 3.

The secretary shall issue notices for all meetings and shall keep the minutes thereof, have charge of the corporate books, and sign with the president such instruments as require their joint signatures.

Section 4.

The treasurer shall have care and custody of all funds, money, and property of the corporation and sign all checks, notes, and other orders for the payment of monies with the exception that in the absence of the treasurer, the president or vice-president may sign. The treasurer shall sign with the president such instruments as require their joint signatures. The treasurer shall at all reasonable times exhibit the books and accounts to any director or member of the corporation at the place or site of such records.

Section 5.

In addition to the above assigned duties, officers shall make such reports and perform such other duties as are incident to their respective offices or are properly required of them by the board of directors.

Section 6.

Officers shall be elected by the board of directors at the December meeting. Officers shall serve a term of one year or until their successors are duly elected. The President and Vice-President must be current board members.

Article 8 Members' Meetings; Quorum

Section 1.

Annual Meeting of Members. The annual meeting of the members shall be held during the fall sectional tournament. Notice of the time and place of the annual meeting shall be in the tournament calendar of events. The purpose of the annual meeting is to report the activities of the directors and to seek the advice of the membership.

Section 2.

Special Meetings of Members. Special meetings of members may be called by the president or secretary upon request of ten (10) members to such officer made in writing. Notice of the meeting shall be posted on The Unit bulletin board and sent to the membership via the internet at least twenty days previous to the meeting At

such special meeting there shall only be considered such business as is specified in the notice of meeting.

Section 3.

Quorum for Members' Meeting. At members' meeting of The Unit, either regular or special, a quorum shall consist of the presence, in person or by proxy, of one-tenth of the membership of the organization.

Section 4.

Lack of Quorum. If a quorum is not present, the presiding officer may adjourn the meeting to a day and hour fixed by her or him.

Article 9 Board of Directors Meetings

Section 1.

The board shall meet once per month at its discretion¹ at The Unit's customary playing site. July and August meetings are at the option of the board.

Section 2.

Special meetings of the board may be called at any time by the president and, in his or her absence, by the vice-president. Upon request of three board members, the president shall call a meeting of the board.

Section 3.

A quorum shall consist of a majority of the number of filled board positions. Conduct of meetings shall be governed by Roberts Rules of Order where not in conflict with these By-Laws. All meetings shall be open to the members.

Section 4.

Each board member shall have the right to vote. Unless otherwise provided in these By-Laws, all questions shall be decided by a majority vote of the members present.

¹ Amended 11/13/2019. Formerly "on the third Monday of each month".

Article 10 Fiscal Year

The fiscal year for this organization shall be January 1 to December 31.

Article 11 Committees

Section 1.

Executive Committee. The Executive Committee shall consist of the president, vice-president, secretary, treasurer, and one other director or member of the Unit appointed by the president. Meetings of the Executive Committee may be called at any time by the president and, in his or her absence, by the vice president. Upon the request of three (3) members of the Executive Committee, the president shall call a meeting of the Executive Committee. A quorum shall consist of three members of the Executive Committee. Meetings may be held by telephone. The Executive Committee shall have the full authority of the board of directors and may exercise such powers as are conferred upon the full board of directors by law and by these By-Laws, provided, however, that the Executive Committee may not elect or remove a director. The Executive Committee also may not authorize an expenditure exceeding \$500.00 for any cost or expense not approved or previously authorized by the directors.

Section 2.

Club Management Committee. The board of directors shall serve as unit and club management committee. The board may hire a club manager to perform duties and responsibilities approved by the board for the functioning of Unit 425 and the Anchorage Bridge Center

Section 3.

Ethics/Protest Committee. The Ethics/Protest Committee shall consist of one or more Unit members appointed by the President. The Ethics/Protest Committee shall impartially hear all complaints of player misconduct or rulings of the game director and shall present findings and recommendations thereon to the board of directors for appropriate action.

Section 4.

The board of directors or the president of the board may establish such other committees required to fulfill the function of the board of directors and the purposes of the Unit.

Article 12 Contracts, Deposits, and Funds

Section 1.

Contracts for this organization shall be made on behalf of the Unit and upon such terms as the board of directors or other authorized representatives of the Unit shall in each case determine. The board of directors may authorize any officer or officers, or agent or agents of this organization, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Unit and such authority may be general or confined to specific instances.

Section 2.

All funds of the Unit shall be deposited from time to time to the credit of this organization in such bank, trust company, or other depository as the board of directors may select. Unit funds and Anchorage Bridge Center funds may reside in the same account if so approved by the board.

Section 3.

All revenues shall be devoted to the general purposes of the organization.

Article 13 Amendments

These By-Laws may be amended, altered, or repealed at any board of directors meeting. A vote of not fewer than two-thirds (2/3) of the board present shall be required for such amendments.