

Las Vegas Bridge Unit 373, ACBL

BYLAWS

Las Vegas Bridge Unit 373, ACBL (Unit) of the American Contract Bridge League (ACBL) is a separate entity enabled by the ACBL through the Unit Charter process for the purposes specified in these Bylaws.

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

ARTICLE 1 – NAME, PURPOSE and OFFICES

Section 1.1 Name

The Unit's name is Las Vegas Bridge Unit 373, ACBL.

Section 1.2 Incorporation

The Unit is incorporated as a Domestic Nonprofit Corporation (82) under the laws of the state of Nevada.

Section 1.3 Purposes

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

- 1.3.1 To preserve and to promote the best interest of, and to stimulate interest in, the playing of competitive duplicate contract bridge.
- 1.3.2 To promote the membership, development and organization of affiliated clubs within the Unit.
- 1.3.3 To encourage the highest standards of bridge conduct and ethics by its members.
- 1.3.4 To cooperate with, and to assist the ACBL in the promotion and conduct of contract duplicate bridge tournaments.
- 1.3.5 To cooperate in the ACBL charity program and to sponsor and conduct various charity events with the object of raising funds to be devoted to worthy humanitarian causes.
- 1.3.6 To conduct such other activities as may be in keeping with the Unit's principal objectives.
- 1.3.7 To fairly and equitably promote and support the development and organization of all active sanctioned clubs within the Unit.

Section 1.4 Registered Office and Registered Agent

The registered office of the corporation shall be in the state of Nevada at such place as may be fixed from time to time by the Unit Board of Directors (Board) upon filing of such notices as required by Nevada law.

ARTICLE 2 – ACBL UNIT JURISDICTION

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

ARTICLE 3 – MEMBERSHIP

Section 3.1 Members

Any person who is a member of the ACBL in good standing, and who resides within the geographical area of the Unit, shall be a member of the Unit unless they have been approved, in accordance with regulations established by the ACBL, as a member of a different Unit. Any person who lives outside the geographical area over which the Unit has jurisdiction may apply for membership in the Unit according to regulations established by the ACBL.

Section 3.2 Members in Good Standing

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

Section 3.3 Rights and Obligations

In accordance with the procedures established by the ACBL, members of the Unit have voting rights and other legal rights and privileges pertaining to governance of the Unit. Members of the Unit must abide by and conduct themselves in a manner consistent with the Bylaws, Regulations, Policies, Code of Conduct and Ethics established by the ACBL and the Unit.

Section 3.4 Termination of Unit Membership

A Member shall remain a member of the Unit unless, and until, the member changes residence to a place outside the jurisdiction of the Unit, without taking the necessary steps to retain membership in the Unit per ACBL regulations.

ARTICLE 4 – MEMBERSHIP MEETINGS

Section 4.1 General Membership Meetings

The Unit shall conduct a minimum of two (2) General Membership Meetings annually.

Section 4.2 Annual Meeting

An Annual Meeting of the Unit shall be held in the month of November at a location, date and time determined by the President and approved by the Board. The agenda of the Annual Meeting shall include publication of financial reports and transactions of other business as deemed appropriate, including but not limited to, the election of Board Members. Failure to hold an Annual Meeting shall not result in forfeiture or dissolution of the Unit, or invalidate any action otherwise properly taken by the Board.

Section 4.3 Annual Awards Unit Game

The Unit's Annual Awards Meeting shall be held in the month of March or April at a location, date and time determined by the President and approved by the Board.

Section 4.4 Special Meetings

Special meetings of the Unit Membership may be called by the President, by a majority of the Board, or by petition of not less than 5% of the Unit membership. The Notice of any Special Meeting shall contain an agenda of the purpose or purposes for which the meeting is called. No other business shall be transacted at any such Special Meeting.

Section 4.5 Place of General Membership Meetings

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

Section 4.6 Notices of General Membership Meetings

Notices of General Membership and Special Meetings shall be made by email, website posting and announcement at clubs. It shall be the responsibility of the Unit Secretary to communicate to the Unit Membership any such Notices. The Notices shall include the location, date, and time of the meeting.

Section 4.7 Quorums

A quorum for the transaction of business at any General Membership Meeting, including but not limited to, the Annual Meeting, shall consist of not less than five (5) percent of the total Unit Membership.

Section 4.8 Electronic Voting and Voting by Proxy

Proxy voting is not permitted. Absentee ballots are permitted. Voting by email or other electronic voting methods, as well as US Mail, are permitted with the prior approval of the Board.

ARTICLE 5 – BOARD OF DIRECTORS

Section 5.1 Role and Responsibility of the Board

The Board is the policy-making body of the Unit and has (in addition to the powers granted by other provisions of these Bylaws, the Rules of the ACBL and the laws of the State of Nevada) the following specific powers:

- To manage all business, property, and interests of the Unit.
- To take actions as may be necessary to further the purposes of the Unit.
- To conduct all Unit tournaments, subject to ACBL approval.
- To hire, supervise and discharge employees of the Unit and determine their compensation.
- To secure appropriate insurance for events under the auspices of the unit.
- To ensure that all appropriate tax liabilities to the State of Nevada, and to the U.S. Internal Revenue Service, are handled promptly and properly.
- To communicate the status and activities of the Unit to its Members in a timely manner.

No member of the Board of Directors shall obligate the Unit for any cost or expense more than \$1,000.00 without the prior approval of the Board.

Section 5.2 Board Member's Fiduciary Duties and Standards of Conduct.

Each Board Member shall be required to comply with applicable State and Federal laws pertaining to nonprofit organizations. The Board shall have a fiduciary responsibility to the membership and shall exercise due diligence in the performance of their duties.

Section 5.3 Nominations and Election of Board Members

5.3.1 Prior to October thirty-one (31) of each year, the President shall direct the Unit Secretary to notify the Unit Membership of the Call for Candidates. The notification shall be by email, website posting and announcement at clubs. It shall be the responsibility of the Unit Secretary to communicate to the Unit Membership such Notice. Unit Members wishing to be considered for a Board position must submit their intent in writing to the Unit Secretary. The statement of interest may be submitted either in writing or by email.

5.3.2 Board Members will be elected by the Unit Membership no later than November thirtieth (30) of each year by a voting method approved by the Board.

5.3.3 All Board Members must be active members in good standing of the Unit and ACBL.

5.3.4 The Board shall consist of seven (7) members.

5.3.5 No person who owns or manages an ACBL-sanctioned face-to-face or virtual club game catering to members located in the geographical area of the Unit may be nominated for, elected to or appointed to the Board. In the event a current Board member assumes ownership or management of a face-to-face or virtual club game as defined above for financial compensation or benefit, that director's seat is deemed vacant after thirty (30) days.

5.3.6 Board Vacancy: If the position of a member of the Board shall become vacant, it shall be filled by an appointee elected by the remaining Board. The appointee shall serve in the position vacated for the remainder of that member of the Board's term.

Section 5.4 Terms of Office

Each Board Member shall be elected for a term of two years and continue to hold office until a successor has been installed. No Board Member may serve more than three (3) consecutive full terms.

Section 5.5 Compensation

Board Members serve without compensation.

Section 5.6 Removal

5.6.1 Any Officer or Board Member may be removed for cause at any meeting of the Board where a quorum is present, and an affirmative vote is cast.

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

5.6.3 Any Officer or Board Member, against whom a motion for removal is brought, shall be notified in writing by the Unit Secretary. Notification of the alleged offenses, supporting such a motion, shall be sent within fifteen (15) days by certified and first-class mail. Prior to the Executive Session at which removal is set for decision, the Board Member so charged shall be given an opportunity to be heard by the Board and may be represented by counsel of their choice and expense.

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

ARTICLE 6 – REGULAR, SPECIAL, EMERGENCY AND EXECUTIVE MEETINGS

Section 6.1 Regular Meetings of the Board

The Board shall hold, with proper notice, regular meetings each year with the location, date, and time, specified by the President. The Board will hold, no fewer than, six meetings each calendar year. All Regular Meetings must be called in accordance with Nevada’s Open Meetings Law.

Section 6.2 Special or Emergency Meetings of the Board

The President, or a majority of the elected members of the Board, may call for a Special or Emergency Meeting of the Board to consider a specific subject(s). Notification of any such Special or Emergency Meeting must be called in accordance with Nevada’s Open Meetings Law.

Section 6.3 Participation in Regular, Special and Emergency Meetings

The Board, Unit members and/or guests may participate in person, or by means of a conference call, telephone, or similar communication equipment. Such equipment must allow all people participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person.

Section 6.4 Quorum at Regular, Special, Emergency and Executive Session Meetings

A majority of the Board shall constitute a quorum for the transaction of business.

Section 6.5 Meetings in Executive Session

Executive Sessions of the Board are closed to the Unit membership and conducted in accordance with Nevada’s Open Meetings Law.

Section 6.6 Approval of Motions

Unless otherwise specified in these Bylaws, or rules of ACBL, any motion is approved by a simple majority vote of the Board.

Section 6.7 Minutes of Meetings

Minutes of Board meeting shall consist of the following information:

- Time of “Call to Order”

- Names of present and absent Members, Unit Members and Guests
- Text of all Motions made and seconded, with the name of the maker and the seconder also stated
- Disposition – Pass/Fail with the count of votes registered
- Summary of the salient items discussed and
- Time of Adjournment

ARTICLE 7 – OFFICERS

Section 7.1 The Officers of the Unit

The officers of the Unit shall be President, Vice-President, Secretary and Treasurer.

The Board shall elect all officers from its members, by secret ballot, at the first meeting of the new year. The officers elected shall hold office for one (1) year. Officers elected will continue to hold office until their successors have been duly installed. The Officers of the Unit shall be responsible for the administration of the affairs of the Unit under policies established by these Bylaws and decisions made by the Board. At the discretion of the Board, the Secretary and Treasurer need not be elected and voting Members of the Board.

Section 7.2 President

The President is the presiding officer at all meetings of the Unit, has general supervision of the affairs of the Unit, and performs other duties incidental to the office. The President is also an ex-officio member of all Committees.

Section 7.3 Vice-President

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

Section 7.4 Secretary

The Unit Secretary shall issue notices for all meetings, keep minutes of all meetings, manage and conduct elections, develop and maintain a consolidated document control system for all Unit business, and make such reports and perform such other duties as are incidental to the office or are properly required of the Unit Secretary.

Section 7.5 Treasurer

The Treasurer shall maintain custody of all monies and securities and pay all proper bills and expenses of the Unit. The Treasurer shall give a comprehensive financial report at all Board meetings. The books of the Unit are available for inspection upon request by any member in good standing of the Unit, at a reasonably convenient time established by the Treasurer.

Section 7.6 Delegation

If any Officer is absent or unable to act and no other person is authorized to act in such Officer's place by the provisions of these Bylaws, the Board may, from time to time, delegate the powers or duties of such Officer to any other Officer, Board Member or other person the Board may select.

ARTICLE 8 – STANDING AND SPECIAL COMMITTEES AND CHAIRPERSONS

Section 8.1 Establishment

The President, with the approval of the Board, shall form Standing and Special Committees as identified in Sections 8.2.1 through 8.2.3 and as deemed necessary or appropriate. The President shall appoint a Chair and assign functions. Committee Members need not be Members of the Board but shall be members in good standing of the Unit. The President, with the approval of the Board, shall designate a Webmaster, Property and Supplies Chairperson, Unit Game Coordinator and Intermediate/Novice (I/N) Coordinator.

Section 8.2 Standing Committees:

Each Standing Committee Chair is responsible for staffing the Committee, establishing policy, procedures, managing processes and reporting to the Board as required.

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

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

8.2.3 The Communication Committee is responsible for publishing the newsletter, and publicizing the Unit's events, activities, and tournaments. The Unit's Webmaster is a permanent member and may serve as Chair of the committee at the President's discretion.

ARTICLE 9 – MAINTENANCE OF UNIT CORPORATE RECORDS

The Unit Secretary shall be responsible for the care and custody of all corporate records, including but not limited to, executed ACBL Charter, Las Vegas Unit 373, ACBL Bylaws, State and Federal filings, Unit Meeting Minutes and Election Records.

ARTICLE 10 – AMENDMENT TO THE BYLAWS

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

ARTICLE 11– INDEMNIFICATION

ACBL maintains a General Liability Policy and a D & O Policy that extends insurance coverage to Units.

ARTICLE 12 – MISCELLANEOUS

Section 12.1 Inoperative Portion

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

Section 12.2 Other Governance Documents

The Board may adopt Unit Guidelines, Policies and Procedure Manuals as it deems necessary to assure effective governance of the Unit.

Section 12.3 Fiscal Year

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

ARTICLE 13 – DISSOLUTION AND NON-PROFIT STATUS

This Unit is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its Unit Membership. It is organized solely for non-profit purposes. On the dissolution of this Unit, assets remaining after payment, or provision for payment, of all debts and liabilities of this Unit shall be distributed according to the Regulations and Policies of the ACBL. If the Unit holds assets in trust, they shall be disposed of in such a manner as may be directed by judgment of a court of appropriate jurisdiction.

CERTIFICATION OF THE BOARD OF DIRECTORS

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

Las Vegas Bridge Unit 373, ACBL
A Nevada Non-Profit Corporation

By:

Toby McEvoy, President

By:

Nancy Erickson, Secretary