

BYLAWS OF THE VIRGINIA PENINSULAS UNIT 110 OF THE AMERICAN CONTRACT
BRIDGE LEAGUE

ARTICLE I
NAME; PURPOSES; OFFICES

Section 1.1. Name.

The name of this organization shall be The Virginia Peninsulas Unit 110. The Virginia Peninsulas Unit 110 is also known as American Contract Bridge League (ACBL) Unit 110 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 Virginia and shall be governed by the nonprofit corporation law of the state.

Section 1.3. Purpose.

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 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 and the community; to conduct tournaments and other competitive events as permitted by the ACBL; to encourage and promote education; 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 of the corporation shall be located in the State of Virginia 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

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 1 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.

Section 3.1. Geographical Map of the Unit.

ARTICLE IV

MEMBERSHIP

Section 4.1. Members. Any person who is a member of the ACBL 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 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 4.2. Rights and Obligations.

Membership of the Unit shall be determined by ACBL regulations. 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.

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, per ACBL regulations.

ARTICLE V

MEMBERSHIP MEETINGS

Section 5.1. Annual Meeting. The annual meeting of the members of the Unit shall be held during the first quarter of the calendar year at a time and place to be specified by the Board of Directors unless otherwise directed by the Board of Directors. 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 to consider specific subject matters may be called at any time by the Board of Directors, the president, or by the membership pursuant to written petition signed by at least 25 members.

Section 5.3. Place of Meeting. All membership meetings of the Unit shall be held within the geographical limits of the Unit.

Section 5.4. Notice of Meetings. Notice, written, printed or by electronic transmission, stating of purposes for which the meeting is called, shall be delivered not less than 30 days nor more than 45 days before the date of the meeting, by or at the direction of the President, Secretary or officers or persons calling the meeting, to each entitled to vote at such meeting.

Section 5.5. Quorum. A quorum for the transaction of business at any annual or special meeting of the membership shall consist of not less than 25 members.

Section 5.6. Proxy Voting. No proxy voting shall be permitted.

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, herein referred to as the BOD. 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 implement the purposes and aims of the Unit as set forth in Article I. The BOD is the sole judge of its own membership.

Section 6.2. 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.

Section 6.3. Nomination and Election of Directors. At a time reasonably in advance of each annual meeting of the Unit, the President shall appoint a nominating committee. The nominating committee shall determine and present to the members a list of nominees geographically representative of the Unit, for election as directors to fill the positions of those Directors whose terms shall expire. The intent is to elect about 50% of the board every year, to foster continuity on the board. The membership shall, by the affirmative vote as required by the provisions of section 5.5 of these Bylaws, elect the requisite number of Directors from among the list of nominees.

Section 6.4. Number. The BOD shall consist of eleven (11) members. All directors must be members in good standing of the ACBL as well as members of the Unit for at least one year. The

number of BOD elected annually will be 50% or to fill expiring positions. The intent is to elect approximately 50% of the BOD every year.

Section 6.5. Term of Office. Eleven (11) directors shall be elected for terms of office of two (2) years, the terms to commence at the BOD Meeting following the election. All Board Members shall hold office until their successors are elected and qualified or until death, resignation or removal.

Section 6.6. Regular and Special Meetings. The BOD shall establish a schedule for regular meetings. Regular meeting of the BOD shall be held, with proper notice, not less frequently than every other month. Special meetings of the Board may be called at any time by the President, the Board, or upon the written request of 4 or more directors. Members of the BOD may participate in a meeting of such board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation and by such means shall constitute presence in person at a meeting. Location for the meetings should vary and reflect the geographical membership.

Section 6.7. Notice. Notice, written or printed, of any regular or special meeting stating the place, day and hour of the meeting shall be mailed no fewer than 30 days nor more than 45 days prior to the date of the meeting. Notice may be provided only by electronic transmission (email) to those members of the Board of Directors who so consent.

Section 6.8. 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 6.9. Participation in Meeting by Conference Telephone. Members of the BOD 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.

Section 6.10. Quorum. A majority of the BOD shall constitute a quorum for the transaction of business at any meeting of the BOD.

Section 6.11. Vacancies. All vacancies in the BOD whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining 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 6.12. Removal. A director may be removed for cause at any meeting of the BOD provided two-thirds of those present shall so vote. The director subject to removal for cause shall be notified in writing of the grounds for such removal. Such notice shall be delivered by certified mail. The grounds for such removal must be submitted with the notice of said meeting and said director shall have a reasonable opportunity at said meeting to object to and argue his removal with representation by counsel of his choosing.

Section 6.13. 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 BOD. 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 6.14. Voting by Proxy. Voting by proxy is not permitted.

ARTICLE VII OFFICERS

Section 7.1. Designations. The officers of the corporation shall be a President, a vice-President, a Secretary, and a Treasurer. The BOD shall elect the officers for a term of two years. Officers shall hold office until their successors are elected and qualified.

Section 7.2. President. The President shall preside at all meetings of the BOD, 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 BOD. A director may not serve as President for more than two (2) consecutive terms.

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 BOD.

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 perform such other duties as are incident to the office, or are properly required of the Secretary by the BOD.

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 BOD and shall render to the BOD, 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 will arrange for an audit of the books annually or when the Treasurer changes. The Treasurer shall perform such other duties as are incident to the office or are properly required by the BOD.

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 the bylaws, the BOD 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 7.7. Removal. The removal of an officer or director for cause provided that two-thirds of those members of the board present at any duly constituted meeting 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 or her, at least 10 days prior to the meeting and shall be given an opportunity to be heard before the BOD and to be represented by counsel. The action taken by the BOD shall be conclusive and final.

Section 7.8. Vacancies. In case any office shall become vacant by reason of death, resignation, 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 but may be authorized to receive reimbursement of expenditures made on behalf of the Unit.

Section 7.10. Resignation of Officers. Any officer may resign at any time by delivering written notice to the President, the Secretary, or the BOD, or by giving oral or written notice at any meeting of the BOD. 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 BOD, 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 BOD.

Section 8.2. Executive Committee. The BOD may designate, from among its directors, an Executive Committee. This committee shall have powers as provided by resolution of the BOD except as prohibited by nonprofit law. Rules governing meetings of the executive committee shall be as established by the BOD, 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 that are not inconsistent with these bylaws. Committees may include but are not limited to: Conduct and Ethics, Audit, Parliamentary, Nominating, Fellowship, Tournament, Membership and Attendance, Publicity and Public Relations.

Section 8.4. Term of Office. Each member of a committee shall serve for one (1) year and until a successor is appointed unless the committee is sooner dissolved.

ARTICLE IX

AMENDMENT OF THE BYLAWS

These bylaws may be amended, altered or repealed and new bylaws may be adopted by a vote of majority of the members present at any meeting of the members at which a quorum is present, and not otherwise.

ARTICLE XI

MISCELLANEOUS

Section 11.1. Publication. The official publication of the Unit shall be as designed by the BOD 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, and effect shall be given to the intent that portion held invalid or inoperative manifest.

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 BOD and membership meetings.

Section 11.5. Fiscal Year. The fiscal year for the corporation shall run from 1 May to 30 April.

ARTICLE XII

DISSOLUTION AND NONPROFIT STATUS

CERTIFICATION OF THE BOARD OF DIRECTORS

By (signed)

RONALD ALLDAFFER
Unit 110 President

I certify that at the annual meeting of the members held March 18, 2017, this issue of the by-laws was duly adopted and approved.

Karen Crowley
Unit 110 Secretary

AMENDED:

1. JUNE 1974
2. NOVEMBER 1976
3. MAY 1981
4. NOVEMBER 1984
5. OCTOBER 1990
6. MAY 1993
7. MAY 1994
8. MAY 2000
9. MAY 2002
10. MAY 2010
11. MAY 2017