

**BYLAWS
AMERICAN CONTRACT BRIDGE LEAGUE
OF GREATER ST. LOUIS, INC - UNIT 143**

**ARTICLE I
NAME; PURPOSES; OFFICES**

Section 1.1 Name. The name of this organization is the AMERICAN CONTRACT BRIDGE LEAGUE OF GREATER ST. LOUIS, INC. The organization is also known as ACBL Unit 143 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 Missouri.

Section 1.3 Purpose. The Unit is organized for the purpose of conducting activities for American Contract Bridge League (ACBL) members within the geographical area assigned to the Unit by the ACBL and:

- (1) to foster community welfare in the furtherance of the game of contract bridge in its various forms of competition;
- (2) to encourage contract bridge players to become ACBL members;
- (3) to promulgate high standards of conduct and ethics to ACBL members, and to enforce such standards;
- (4) to provide organized bridge activities and services to satisfy the social, recreational, and competitive needs of ACBL members;
- (5) to conduct tournaments and other competitive events for ACBL members as permitted by the ACBL;
- (6) 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; and
- (7) 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 Unit shall be located in the State of Missouri at such place as may be fixed from time to time by the Board of Directors.

**ARTICLE II
AMERICAN CONTRACT BRIDGE LEAGUE**

The Unit is a separate legal entity that is subservient to the ACBL through the unit charter process and exists for the purposes specified in Article I of these Bylaws. As such, the Unit 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
UNIT Geography**

The geographical area within which this Unit functions is the area as is presently or may in the future be assigned to it by the Board of Directors of the ACBL

**ARTICLE IV
ACBL MEMBERSHIP SUBSET**

Section 4.1 ACBL Membership Subset. ACBL members assigned by ACBL to the Unit are a subset of ACBL members.

Section 4.2 Rights and Obligations. In accordance with the procedures established by the ACBL, only those ACBL members assigned by ACBL to the Unit shall have voting rights and the privilege of participating in the governance

of the Unit. ACBL members who fail to pay to the ACBL dues in accordance with the regulations of ACBL or who have been suspended or expelled by the ACBL shall not be held in good standing by the Unit and as such shall not have voting rights or hold office. ACBL members shall abide by and conduct themselves in a manner consistent with the regulations, policies, code of conduct, and ethics standards established by the ACBL.

ARTICLE V **ANNUAL MEETINGS**

Section 5.1 Annual Meeting. The Unit shall hold an Annual Meeting of the ACBL members assigned to the Unit each year during the fall sectional tournament, except that when in the opinion of the Board of Directors such time is not feasible. The Board of Directors shall designate another time and location, when feasible. The Annual Meeting shall include reports on the activities and financial condition of the Unit and other such business as may properly come before the members. Failure to hold an annual meeting shall not work a forfeiture or dissolution of the Unit nor invalidate any action taken by the Board of Directors or officers of the Unit.

Section 5.2 Special Meetings. Special meetings of the ACBL members assigned to the Unit may be called at any time by the President or the Board of Directors. The Secretary shall also call such Special Meetings upon receipt of a petition signed by at least five percent (5%) of the ACBL members assigned to the Unit on the close of business on the thirtieth day before delivery of the demand for the special meeting. Every page of such petition must clearly state the specific matters to be discussed. Such special meeting shall be held during the Unit's next regularly scheduled Sectional or Regional tournament scheduled to start at least sixty (60) days after receipt of the petition. No other business shall be transacted at such special meeting.

Section 5.3 Place of Meeting. All membership meetings of the Unit shall be held at the Unit's Sectional or Regional tournaments in the St. Louis Metropolitan area.

Section 5.4 Notice of Meetings. The Secretary shall cause notice to be posted on the Unit's website not less than thirty (30) days or more than sixty (60) days before the meeting. The notice shall state the date, time, and place of the annual meeting and in the case of a special meeting, the business to be conducted at such meeting. If notice of a special meeting demanded by petition is not given within thirty (30) days after the petition is delivered, a person signing the petition may set the date, time, and place of the meeting and give notice of the special meeting.

Section 5.5 Eligibility to Notice and Vote. ACBL members assigned to the Unit and in good standing in accordance with Section 4.2 shall be entitled to speak upon all matters that come before such meetings. Voting by proxy will not be permitted. Quorum for the transaction of business at any Annual or Special Meeting of the Unit shall consist of at least ten (10) members.

ARTICLE VI **BOARD OF DIRECTORS**

Section 6.1 Powers and Duties. The management of all business, property, interests, and other affairs of the Unit shall be vested in its Board of Directors, hereinafter referred to as the Board. Without implication of limitation on the Board's management powers, the Board shall have the powers and duties that include but are not limited to:

- (1) To acquire, hold, administer, maintain and dispose of all properties of the Unit;
- (2) To appropriate funds of the Unit for the purposes set forth in these Bylaws;
- (3) To hire and discharge employees, if any, to supervise their conduct, and to fix their compensation;
- (4) To delegate non-policy making authority to members who are not directors;
- (5) To account for all receipts and disbursements of the Unit and publish and report to the ACBL members assigned to the Unit an annual statement of assets and profit and loss for the preceding year at the annual meeting or on the Unit's website or both;
- (6) To impose sanctions in accordance with ACBL rules and regulations,

- (7) To conduct, manage, supervise and control all of the business of the Unit, including but not limited to, the conduct of tournaments, the selection of all dates and locations for holding such tournaments and the making of all contracts in connection therewith;
- (8) To authorize all expenditures and empower persons to make expenditures for specific purposes within specified limits;
- (9) 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 Board is the sole judge of its own membership.

Section 6.2 Directors' Duty of Loyalty and Care. Each director is subject to a duty of loyalty to the Unit and a duty of care in the performance of his duties as a director.

Section 6.3 Number. The Board shall consist of twelve (12) members.

Section 6.4 Eligibility. Directors shall be ACBL members assigned to the Unit in good standing in accordance with Section 4.2 of these bylaws. Directors shall be of minimum age eighteen (18) at the time of taking office.

Section 6.5 Board Member Nominations. The President shall appoint a committee of not less than two eligible ACBL members assigned to the Unit to nominate a slate of three Directors for election at each Annual Meeting. The President may not serve on the nominating committee. Each member of the slate needs to be approved by the Board. If one or more members of the slate are not approved by the Board, the committee shall nominate other members, and they shall be voted on by the Board until a slate of three is approved. If at least fifty (50) ACBL members assigned to the Unit nominate one or more persons separate from the slate by delivering a signed petition to the Secretary at least sixty days in advance of an Annual Meeting, in that event, an election will be held at the Annual meeting. The vote will be taken of the eligible members one half hour before the first event at the Sectional when the next annual meeting is held. Voting by raising of hands or voice vote is acceptable. If no competing nominations are made, the slate approved by the Board is automatically elected.

Section 6.6 Nomination of Directors. Any ACBL member assigned to the Unit who is in good standing and willing to accept the responsibility of a Board member shall notify the President, Vice President, or Secretary by letter or email of the member's interest in being nominated for the Board.

Section 6.7 Election of Directors. New directors shall be elected by the existing directors at the November Board meeting. Directors whose terms are ending in that November are eligible to vote in the election. The Board will announce the names of the new Board members on the Unit's website.

Section 6.8 Regular and Special Meetings. Regular meetings of the Board will usually be held once per month. Special meetings of the Board may be called at any time by the President or upon the request of at least five of the directors then in office.

Section 6.9 Notice. Regular meetings may be held without notice. Notice of a special meeting shall be sent by the President or Secretary at least five days before the date of the meeting. Notice for a special meeting shall state the date, time, place, and business to be considered. No other business shall be conducted at such special meeting.

Section 6.10 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 6.11 Quorum. A majority of the presently serving Board shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 6.12 Voting by Proxy. Voting by proxy is not permitted.

Section 6.13 Vacancies. All vacancies in the Board, 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 6.14 Removal. A director may be removed for any reason by a vote at a membership meeting specifically called for that purpose. The Board shall not be empowered to remove a director without cause. A director may be removed by the Board for failing to attend three successive meetings (unexcused by the President) or when his/her actions or inactions are not in the best interests of the Unit. Any vote for removal shall have a minimum of fifteen (15) day notice. Removal shall require a two-thirds (2/3) vote of the directors presently serving. A vote for removal shall be conducted by secret ballot. The actions of the Board on the subject shall be conclusive and final.

Section 6.15 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. 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 6.16 Participation in Meeting by Conference Telephone or Video Conference. Members of the Board may participate in a meeting through use of conference telephone, video conference, or similar communications technology, as long as all members participating in such meeting can hear one another.

Section 6.17 Action without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent to such action. Such consents shall have the same effect as a unanimous vote of the Board. The Secretary shall cause the action and evidence of all consents to be placed in the corporate records with other meeting minutes.

Section 6.18 Open Meetings. All meetings of the Board except discussions about the conduct of a particular player(s) shall be open to any ACBL member assigned to the Unit, subject only to reasonably available physical or technological space.

ARTICLE VII **OFFICERS**

Section 7.1 Designations. The officers of the Unit shall be a President, a Vice-President, a Secretary, and a Treasurer. Officers shall be elected by the Board. Officers shall hold office for one year or until their successors are elected and qualified. All officers shall be presently serving directors. No director shall hold more than one office at a time. The election of officers shall be held at the beginning of the first meeting of the Board after the annual election of directors but in no case more than four weeks after such annual election. Officer's terms shall commence upon their election to office.

Section 7.2 President. The President shall preside at all meetings of the Board, shall have general supervision of the affairs of the Unit 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 two (2) consecutive years.

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 Board.

Section 7.4 Secretary. The Secretary shall keep minutes of all membership and Board meetings, shall have charge of the corporate record books and responsibility for authenticating those records to ensure compliance with Missouri statutes governing Corporate Records for Nonprofit Corporations, 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 7.5 Treasurer. The Treasurer shall have the custody of all monies and securities of the Unit and shall keep regular books of account. 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 account of all transactions undertaken as Treasurer and of the financial condition of the Unit. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board.

Section 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 may, from time to time, delegate the powers or duties of such officer to any other officer or director or other person it may select. This delegation shall not exceed a period of four months.

Section 7.7 Removal. Officers serve at the pleasure of the Board and may be removed at any time with or without cause by a two-thirds (2/3) vote of the presently serving Board and with at least fifteen (15) days notice.

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. If the President's office becomes vacant for any reason, the Vice President shall immediately assume the duties of President and serve until the Board appoints a replacement President. If the directors remaining in office constitute less than a quorum of the Board, they may fill the vacancy by a majority vote of all directors remaining in office.

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 Board, or by giving oral or written notice at any meeting of the Board. 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.

Section 7.11 Execution of Contracts. The Board may establish rules limiting the power of officers or representatives to enter contracts.

ARTICLE VIII **COMMITTEES**

Section 8.1 Establishment. The Board shall be empowered to establish and dismiss standing committees including but not limited to the Executive, Tournament, Publicity, Hospitality, Finance, and Nominating Committees. The President may create additional committees and assign functions thereto, subject to approval by the Board. The President shall appoint committee chairs subject to being overruled by majority vote of the Board. Committee chairs need not be members of the Board. The chairs shall appoint committee members. Each committee shall have at least two presently serving directors. Other members of committees need not be members of the Board.

Section 8.2 Executive Committee. In the event of a need to make decisions on emergency items of business, if there is not time to consult with the full board, the President shall consult with an Executive Committee consisting of the President, the Vice President and a third person appointed by the Board who may be either the immediately past president of the Board or a presently serving director. The Executive Committee shall have powers as provided by resolution of the Board except as prohibited by nonprofit law. Rules governing meetings of the Executive Committee shall be as established by the Board, or in the absence thereof, by the committee itself. The President shall appoint an Executive Committee member responsible for recording and distributing minutes of all Executive Committee meetings and decisions. Minutes shall be distributed to the Board within five (5) days of such meeting or decision. The Secretary shall place a copy of these minutes in the Corporate Records.

Section 8.3 Committee Powers. Any subject not assigned to a committee shall be retained for consideration by the Board itself. Any matter that would typically fall within the responsibility of one committee may be directed by the chair of that committee or by the President to any other committee or to the Board itself for consideration. All matters considered by committees shall be referred to the Board for action except where such authority has been expressly delegated to a committee. Committees may be authorized to enter contracts or spend monies on behalf of the Board only as previously authorized by the Board. Board approval of a budget shall constitute prior

approval. If a committee chair is not a member of the Board, the committee shall designate a Board member to represent it at Board meetings.

Section 8.5 Term of Office. Each member of a committee shall serve for one year or until a successor is appointed unless the committee is sooner dissolved.

Section 8.6 President as Ex-officio Member. The President shall be an ex-officio member of all committees unless specified otherwise herein. The President shall have voting rights on all such committees but shall not be counted when establishing a quorum.

ARTICLE IX **AMENDMENT OF THE BYLAWS**

Section 9.1 Proposals. Amendments shall be proposed in any of the following manners:

- (1) Amendments to the Bylaws may be requested by any ACBL member assigned to the Unit upon petition, containing the proposed amendment, signed by at least fifty (50) ACBL members assigned to the Unit who are in good standing in accordance with Section 4.2 of these bylaws. The petition shall be submitted to the Secretary.
- (2) Amendments to the Bylaws may be requested by a majority of the Board at any meeting. The President shall then appoint a committee to draft such amendments. When approved by a majority of the Board at any subsequent Board meeting, the amendment shall be put to a vote at the next annual meeting.

Section 9.2 Approval. Any proposal under Section 9.1 must be submitted to the Secretary at least 30 days before the next annual meeting. The Secretary shall provide at least 10 days-notice to the membership in advance of the annual meeting on the first page/screen of the Unit website, showing the full text of the amendment. Such notice shall indicate that a vote will be taken of the eligible members one half hour before the first event at the Sectional when the next annual meeting is held. A quorum shall be 25 members. A vote in favor of the amendment by sixty (60) percent of those in attendance shall be sufficient to ratify the amendment. Voting by raising of hands or voice vote is acceptable.

Section 9.3 Notice of Amendment. The Secretary shall cause the full text of any passed amendments to be made available electronically on the Unit's website at least ten (10) days after being passed.

ARTICLE X **MISCELLANEOUS**

Section 10.1 Publication. The official publication of the Unit shall be as designated by the Board and shall be published by the Unit.

Section 10.2 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 10.3 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 10.4 Fiscal Year. The fiscal year for the Unit shall run from October 1 to September 30.

Section 10.5 Loans. The Unit will not make loans to any director or officer. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Unit for the amount of such loan until the repayment thereof.

Section 10.6 Seal The Unit shall have no corporate seal.

Section 10.7 Standing Rules. Standing Rules may be adopted by the Board subject to the following:

- (1) Standing Rules may be adopted with notice by majority vote of the directors present and voting or without notice by two-thirds (2/3) vote of the directors present and voting. If a proposed Standing Rule conflicts with an existing Standing Rule, the existing Standing Rule must be amended or rescinded before adopting the proposed Standing Rule.
- (2) Standing Rules may be amended or rescinded without notice by a two-thirds vote of the directors present and voting or by a majority of the presently serving Board. Standing Rules may be amended or rescinded with notice by a majority of the directors present and voting.
- (3) Standing Rules may be suspended without notice by a two-thirds vote of the directors present and voting, or with notice by a majority of the directors present and voting. Standing Rules shall be suspended only for the duration of the meeting.
- (4) Notice for votes concerning Standing Rules shall be given seven (7) days prior to the meeting. Notice may be given by any director.
- (5) The Secretary shall maintain a separate log of Board actions concerning Standing Rules including adoptions, amendments, rescindments, and suspensions. The Secretary shall have the log available at all Board meetings. The Secretary shall cause the current Standing Rules to be posted on the Unit's website.
- (6) The Executive Committee shall abide by the Standing Rules of the Board and shall have no power to adopt, amend, rescind or suspend any Standing Rule of the Board.

Section 10.8 Paperless Notice. Unless explicitly stated otherwise in these Bylaws, notice may be given in a paperless manner at the discretion of the Board.

Section 10.9 Insurance. The Unit may but is not required to purchase and maintain insurance on behalf of the Unit and its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

ARTICLE XI **DISSOLUTION and NONPROFIT 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 anyone. It is organized solely for nonprofit purposes. On the dissolution or winding up of this Unit, assets remaining after payment of, or provision for payment of, all debts and liabilities of this Unit shall be distributed according to the regulations and policies of the ACBL. Lacking specific requirements otherwise, the remaining assets shall be distributed to the new ACBL unit serving the ACBL members previously assigned to the Unit, or if the members are re-assigned to multiple ACBL units, the remaining assets shall be distributed to the other ACBL units in proportion to the number of members so re-assigned.