

BYLAWS
of the
Northeast Kansas Unit 234, Inc.

Article I

Name; Incorporation; Purposes; Offices

Section 1.1 **Name.** The name of this organization shall be the Northeast Kansas Unit, Inc. The Northeast Kansas Unit is also known as ACBL (American Contract Bridge League) Unit #234 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 Kansas (“State”) and shall be governed by the nonprofit corporation law of the state (“Nonprofit Law”).

Section 1.3 **Purposes.** The purposes for which the Unit is organized are:

1. To foster community welfare in the furtherance of the game of contract bridge in its various forms of competition;
2. To promulgate high standards of conduct and ethics to its members, and to enforce such standards;
3. To provide organized bridge activities and services to satisfy the social, recreational, and competitive needs of the membership and the community;
4. 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.

Section 1.4 **Registered Office and Registered Agent.** The registered office of the corporation shall be located in the State of Kansas at the address designated by the registered agent who shall be the President of the Board or the President’s designee.

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 I 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. The areas presently assigned to the Unit are the following counties in Kansas: Atchison, Brown, Doniphan, Douglas, Franklin, Leavenworth, Jackson, Jefferson, Marshall, Miami, Nemaha, Osage, Pottawatomie, Riley, Shawnee and Wabaunsee.

Article IV Membership

Section 4.1 Members. Any person who is a member of the American Contract Bridge League 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. 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 Unit shall be held at such time and place as shall be fixed by the President of the Unit Board or by the Unit Board of Directors. The agenda of the Annual Meeting shall include presentation of annual reports; transaction of such other business as may properly come before the general membership; and election for Unit Board of Director members. Notice to the general membership shall be made no later than thirty (30) days prior to 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 of the Unit may be called by the President or by the Board of Directors. A special meeting may be called by the President on petition by not less than twenty (20) members entitled to vote. Notice of a special meeting and the agenda for that meeting shall be made to all members at least thirty (30) days prior to the meeting.

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 the place, day and hour of the annual meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than thirty (30) 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 member entitled to vote at such meeting.

Section 5.5 Quorum. Attendance of twenty (20) members in good standing of the Unit shall constitute a quorum at any meeting of the membership.

Section 5.6 Proxy Voting. No proxy voting shall be permitted at membership meetings.

Section 5.7 Electronic Communication. Notice of meetings, election ballots and other communication from the Unit may be provided by electronic transmission (e-mail) only to those members who so consent.

Section 5.8 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 or Order.

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. Among the powers hereby conferred is the power to impose sanctions upon members in accordance with ACBL rules and regulation, 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 Board of Directors 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 their 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 for election as Directors to fill the positions of those Directors whose terms shall expire at the annual meeting. The member 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.

Any member not nominated by the nominating committee may have their name placed on the ballot by submitting a written request signed by not fewer than fifteen (15) unit members to the Board Secretary by April 15.

After the April 15 deadline for additional nominees the nominations are closed. The Board Secretary will prepare a ballot which shall be made known to the general membership at least thirty (30) days prior to the Annual Meeting. The nominees on the ballot are up for election as Directors to fill the positions of those Directors whose terms shall expire at the end of the year and any vacancies due to resignation or termination of membership.

Section 6.4 Number. The Board of Directors shall consist of nine (9) members. All directors must be members in good standing of the ACBL as well as members of the Unit.

Section 6.5 Terms of Office. There shall be three (3) directors elected each year for terms of office of three (3) years, the term to commence with the election. All Board Members shall hold their position on the board until their successors are elected and qualified or until their sooner death, resignation or removal.

Section 6.6 Regular and Special Meetings. The Board shall establish a schedule for regular meetings. Regular meetings of the Board of Directors shall be held, with proper notice, not less frequently than once per quarter year. Special meetings of the Board may be called at any time by the President, the Board, or upon the written request of five (5) or more directors. Members of the Board of Directors 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 by such means shall constitute presence in person at a meeting.

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 fourteen (14) nor more than thirty (30) day prior to the date of the meeting. Notice may be provided by electronic transmission (e-mail) only 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 Quorum and Manner of Acting. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A vote of a simple majority of the directors present at a meeting at which a quorum is present shall be the act of the board, unless a greater number is required by law or by these bylaws.

Section 6.10 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. A director so appointed to fill any vacancy shall hold office for the unexpired term of their predecessor and until a successor is elected and qualified.

Section 6.11 Removal. A director may be removed for cause at any meeting of the Board of Directors provided two-thirds (2/3) 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 with return receipt requested. 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 their removal with representation by counsel of their choosing, if desired.

Section 6.12 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.

Section 6.13 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 elected by the Board from among the members of the Board. All officers shall be elected for terms of one year. Officers shall hold office until their successors are elected and qualified.

Section 7.2 President. The President shall preside at all meetings of the 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. 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 by the Board of Directors.

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 Board of Directors.

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 Board of Directors and shall render to the Board of Directors, 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 shall perform such other duties as are incident to the office or are properly required by the Board of Directors.

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 these bylaws, the Board of Directors 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. An officer may be removed for cause at any meeting of the Board of Directors provided two-thirds (2/3) of those present shall so vote. The officer subject to removal for cause shall be notified in writing of the grounds for such removal. Such notice shall be delivered by certified mail with return receipt requested. The grounds for such removal must be submitted with the notice of said meeting and said officer shall have a reasonable opportunity at said meeting to object to their removal with representation by counsel of their choosing, if desired.

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 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 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 the 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 Board of Directors, shall have the power to create and appoint the members of such standing and special committees as they may deem necessary or appropriate, designate the chairs thereof and assign functions thereto. The member of committees need not be members of the Board of Directors.

Section 8.2 Executive Committee. The Executive Committee shall consist of the elected officers of the Board. This committee shall have powers as provided by resolution of the Board of Directors except as prohibited by nonprofit law. Rules governing meetings of the executive committee shall be as established by the Board of Directors, or in the absence thereof, by the committee itself. The purpose of this committee is to advise the President on matters of immediate urgency and may also be empowered to act for the board when an emergency board meeting is not practical.

Section 8.3 Other Committees. Other committees shall be established as required by ACBL, at the discretion of the President, or by action of the board. Each committee may adopt rules for its meetings which are not inconsistent with these bylaws.

Article IX Amendment of the Bylaws

Section 9.1 Amendments. These bylaws may be amended, altered or repealed and new bylaws may be adopted by a vote of two-thirds (2/3) of all directors.

Section 9.2 Proposed Amendments. Amendments may be proposed by petition of at least fifty (50) of the general membership or by petition of at least five (5) members of the board. Amendments proposed by the general membership but not adopted by the board shall be put to the vote of the general membership at the next annual meeting or at a special meeting called for that purpose. A vote of two-thirds (2/3) of members present at the annual meeting is required to adopt the amendment.

Section 9.3 Notice of Proposed Amendments. The Secretary shall include the text of the proposed amendment(s) in the notice of the meeting at which the vote will take place.

Section 9.4 Incorporation of Adopted Amendments. Notice of any alteration, amendment, repeal or adoption by the Board shall be made available to all members within ten (10) days after the date of such change.

Article X

Miscellaneous

Section 11.1 Publication. The official publication of the Unit shall be as designated by the Board of Directors 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 manifests.

Section 11.3 Books and Records. The Unit shall keep correct and complete books and records of accounts and shall keep minutes of all proceedings of its Board of Directors and membership meetings.

Section 11.4 Fiscal Year. The fiscal year for the Corporation shall run from January 1 through December 31 of each year.

Section 11.5 Loans. The corporation 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.

Article XI

Dissolution and Nonprofit Status

This Corporation 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 members. It is organized solely for nonprofit purposes. On the dissolution or winding up of this Corporation, assets remaining after payment of, or provision for payment of, all debts and liabilities of this Corporation shall be distributed according to the regulations and policies of the ACBL. If this Corporation holds any 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

The undersigned hereby certifies (i) I am the President of the Unit, a nonprofit corporation, (ii) the above Bylaws are a true, correct and complete copy of bylaws adopted at a duly held meeting of the Unit 234 Board of Directors on the 13th day of April, 2011, and in accordance with the laws of the State of Kansas, and (iii) the Resolutions are in full force and effect on the Effective Date hereof and have not been amended on or subsequent to the Effective Date.

IN WITNESS WHEREOF, I have hereunto executed this Certification in my official capacity on ___ day of ___, 20___.

By:_____