

**BYLAWS**

of the

**MARYLAND BRIDGE ASSOCIATION, INC.**

**UNIT 135**

**May 20, 2012**

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## **BYLAWS**

of the

### **MARYLAND BRIDGE ASSOCIATION (UNIT135), INC.**

#### **ARTICLE I**

##### **NAME; PURPOSES; OFFICES**

Section 1.1 Name. The name of this organization shall be the **MARYLAND BRIDGE ASSOCIATION, INC.** The **MARYLAND BRIDGE ASSOCIATION** Unit is also known as ACBL **UNIT 135** (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 Maryland (the "State") and shall be governed by the nonprofit corporation law of the state (the "Nonprofit Law").

Section 1.3 Purposes. 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 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 Maryland 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 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.

### **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 may from time to time be fixed by the President [or the Board]. 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 of the Unit may be called by the President or by the Board of Directors. A special meeting shall be called by the President on petition by not less than fifty (50) members entitled to vote.

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 ten (10) days nor more than ninety (90) 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. Fifty (50) 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.

## **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 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 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 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 for election as Officers and Directors to fill the positions of those Officers and Directors whose terms shall expire at the end of the year. The members shall, by the affirmative vote as required by the provisions of Section 5.5 of these Bylaws, elect the requisite number of Officers and Directors from among the list of nominees.

In addition to those persons chosen by the Nominating Committee, any member of the Unit may petition, in writing, as an additional nominee so long as fifty (50) members of the Unit sign such petition. Such petition must be delivered to the Secretary of the Unit at least fourteen (14) days prior to the scheduled election.

Section 6.4 Number. The Board of Directors shall consist of eleven (11) members, six (6) elected Directors and four (4) Officers, and the Immediate Past president. All Directors must be members in good standing of the ACBL as well as members of the Unit.

Section 6.5 Term of Office. The President, Vice President, Secretary, and Treasurer shall be elected by the Unit membership for a term of two (2) years. Three (3) directors shall be elected each year for terms of office of two (2) years. All Board Members shall hold office 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 six (6) per year. Special meetings of the Board may be called at any time by the President, the Board, or upon the written request of four (4) or more Directors. No telephone meeting will be permitted.

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 ten (10) 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 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

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 elected to fill any vacancy shall hold office for the unexpired term of his predecessor and until a successor is elected and qualified.

Section 6.11 Removal. A Director may be removed for cause at any meeting of the Board of Directors 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 6.12 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. All officers shall be elected for terms of **two (2)** years by the membership. 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 to him from time to time 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 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 7.8 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 7.9 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 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 he may deem necessary or appropriate, designate the chairs thereof and assign functions thereto. The members of committees need not be members of the Board of Directors.

Section 8.2 Executive Committee. The Board may designate, from among its Directors, an Executive Committee. 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.

Section 8.3 Other Committees. Other committees shall be established at the discretion of the President. Each committee may adopt rules for its meetings which are not inconsistent with these bylaws.

Section 8.4 Term of Office. Each member of a committee shall serve for Two (2) years 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 (2/3) of the members present at any meeting of the members at which a quorum is present, and not otherwise.

## **ARTICLE X**

### **MISCELLANEOUS**

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

Section 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 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 10.5 Fiscal Year. The fiscal year for the Corporation shall run from September 1 to August 31.

Section 10.6 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 \_\_\_\_\_ 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 Maryland bridge Association, Inc., on the \_\_\_\_ day of \_\_\_\_\_, 2012, and in accordance with the

Laws of the State of Maryland 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 Certificate in my official capacity on the \_\_\_\_\_ day of \_\_\_\_\_, 2012.

By: \_\_\_\_\_