

BY-LAWS OF THE NEW HAMPSHIRE BRIDGE ASSOCIATION ACBL UNIT #150

ARTICLE I

Designation

1. The name of this organization shall be the New Hampshire Bridge Association. The Unit is also known as "ACBL Unit #150", an independent Unit of the American Contract Bridge League (The League).
2. 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 II 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 II

Purpose

The purpose of the Association shall be:

1. To preserve and promote contract bridge and any modifications thereof;
2. To cooperate with and assist The League in the promotion and conduct of contract bridge tournaments;
3. To prescribe rules of eligibility for participation in tournaments under its own auspices; and,
4. To consider and act upon reports of dishonest, unethical, or improper conduct of members and participants in tournaments, and to bar or suspend from further participation or otherwise discipline persons found guilty of such conduct; all in the interest of social recreation and improvement.

ARTICLE III

Unit Jurisdiction

- 1 The geographical area within which this Unit may operate shall be such areas as are assigned to it by the Board of Directors of ACBL.

ARTICLE IV

Membership

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.
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
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

Directors

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 II. The Board of Directors is the sole judge of its own membership.
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.
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 expire that 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 Directors from among the list of nominees.
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.
5. **The Past President** will be a non-voting (tenth) member of the board, if not elected to any other office.
6. **Term of Office.** Two or three (2-3) directors shall be elected in alternate years for terms of office of two years, The number elected will provide a total of nine directors. More directors may be nominated and elected for one year terms as needed to fill vacancies.

All Board Members shall hold office until their successors are elected and qualified or until their sooner death, resignation or removal.

ARTICLE VI

Fiscal and Membership Years

1. The fiscal year of the Unit shall end on the thirty-first day of December of each year.
2. The membership year of the Unit shall end on the thirty-first day of December of each year.

ARTICLE VII

Membership Meeting

1. The Annual Meeting of the members shall be held at a time and place fixed by the Board of Directors.
2. The Board of Directors shall fix the time and place of the Annual Meeting and shall give notice of such meeting at least ten (10) days prior to the meeting.
3. Special meetings of the members may be called at any time by the Board of Directors or by the President upon ten (10) days written notice to all members, The notice of any special meeting shall contain an agenda of the matters to be taken up at such meeting.
4. A majority of the members present at the Annual Meeting or special meeting shall constitute a quorum for the transaction of any business.
5. Place of Meeting. All membership meetings of the Unit shall be held within the geographical limits of the Unit.
6. Proxy Voting. No proxy voting shall be permitted at membership meetings.

ARTICLE VIII

Election of Directors

There shall be total of nine directors as follows:

1. Each officer of the Unit (the President, Vice-President, Secretary, and Treasurer) shall be a Director. See Section X and XI
2. Three Directors at Large shall be elected at odd-year Annual Meetings to serve for a period of two years.
3. Two Directors at Large shall be elected at even-year Annual Meetings to serve for a period of two years.
4. Directors terms will begin immediately after the Annual Meeting where they are elected.
5. If there is a vacancy on the board, the Board of Directors may appoint a new member to serve until the next Annual Meeting.

ARTICLE IX

Duties of Directors

In addition to those provided by other provisions of these By-Laws, the Directors shall have the following powers and duties:

1. To acquire, hold, administer, maintain and dispose of all the property of the Unit;
2. To appropriate the funds of the Unit for the purpose set forth in these By-Laws;
3. To contract for services and to supervise the conduct and compensation for such services;
4. To audit all receipts and disbursements of the Unit;
5. To conduct, manage, supervise and control all the business of the Unit included in 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;
6. To censure, suspend, expel, or otherwise discipline any member. But no member shall be censured, suspended, expelled or otherwise disciplined until he has been furnished with written charges, to which he has had time to reply and until after a hearing of which he has received reasonable notice. He may be represented by counsel.
 - a. A member who has been disciplined by the Unit may appeal the action taken to the District 25 Judiciary Committee.
7. To meet at the call of the President or whenever requested by at least three (3) Directors. A vote of a majority of the Directors present at a Board Meeting shall be required for any resolution coming within the jurisdiction of the Board, provided that any resolution to which a majority of the Board shall consent in writing shall be valid as though passed by a regularly called meeting of the Board.
8. All owners of active clubs within the Unit shall be invited to open meetings of the Board of Directors, These owners shall be considered members of a standing Club Owners Committee.
9. At the discretion of the Board, meetings may be held in executive session wherein only directors and those invited by the directors may participate.

ARTICLE X

Election of Officers

1. A President and Vice-President shall be elected from the membership at the Annual Meeting in odd years to serve for two years starting at the end of the Annual Meeting and until the next odd years' Annual Meeting and their successors are elected.
2. A Secretary and Treasurer shall be elected from the membership at the Annual Meeting in even years to serve for two years starting at the end of the Annual Meeting and until the next even years' Annual Meeting and their successors are elected.
3. In the event of a vacancy of an officer, the Board of Directors shall elect a successor to fill the unexpired term, after having first filled the vacancy in the Board, if any.

ARTICLE XI

Duties of Officers

President

1. The President shall be the executive head of the Unit and shall preside at meetings of the Unit and of the Board of Directors, but at meetings of the Board of Directors he shall vote only for purposes of breaking a tie.
2. The President, subject to the control and direction of the Board of Directors, shall appoint such committees as may be necessary or desirable to perform the functions of the organization and he shall define their duties,
3. The President shall perform such other duties as the Board of Directors may from time to time prescribe.
4. The President has the power and duty in cooperation with the Secretary and Treasurer to see that the property of the Unit, while out of custody of the Secretary and Treasurer for any reason, is reasonably safeguarded and that monies collected at events or otherwise handled out of custody of the Secretary and Treasurer be reasonably safeguarded and turned over to the custody of the Secretary and Treasurer with all reasonable expediency.
5. The President shall appoint delegates to the District 25 of the American Contract Bridge League from the membership of the Unit, Delegates should be Unit members who attend most District 25 Regionals. The members for each (following) year should be selected in December, and posted on the unit website along with several potential alternates for when a regular delegate cannot attend a meeting.

Vice President:

6. The Vice President shall perform the duties of the President in the latter's absence or disability.
7. If the position of President becomes vacant, the Vice President becomes President, and a new Vice-President is selected by the Board to fill the Vice President's remaining term.

Treasurer

8. The Treasurer shall, under the direction of the Board of Directors, have custody of the membership rolls, records, bank accounts and all other property of the Unit.
9. The Treasurer shall be the fiscal agent for receipt of all monies payable to the Unit and it shall be the responsibility of all of the Directors and Officers including the Treasurer to direct in person or in any written communication concerning money payable to the Unit, that checks be made out payable to "New Hampshire Bridge Association" and addressed to the Treasurer.
10. The Treasurer shall perform the duties of the President in the event that the President and Vice President are absent or unable to perform their duties.
11. The Treasurer shall provide an annual financial statement at the Annual Meeting, and also at meetings of the Board of Directors if they request.
12. The Board of Directors shall have the power but no duty to obtain such insurance as is reasonably available and desirable in the interests of the Unit for protections the assets and the officers of the Unit, but in no case shall be liable for failure to obtain insurance.

13. The Treasurer shall be a paid position, with the Board of Directors determining the amount.

Secretary

14. The Secretary shall keep the minutes of all meetings of the Board of Directors and of the membership,
15. The Secretary shall be responsible for information on the unit's web site and for distributing information regarding sectionals and unit events to club owners and to other units.
16. The Secretary shall be responsible for all bulk communications with unit members and for all communication with the ACBL and the District.
17. The Secretary shall arrange all sectionals and unit events.
18. The Secretary shall perform the duties of the President in the event that the President, Vice President and Treasurer are unable to perform the duties of the President.
19. The Secretary shall be a paid position, with the Board of Directors determining the amount.

ARTICLE XII

Committees

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.
2. Nominating Committee. The President shall appoint a Nominating Committee, composed of three (3) members of the Unit, a majority of whom shall not be members of the current Board of Directors. Said Nominating Committee shall prepare a slate of officers and Directors At Large to be placed in nomination by it at the Annual Meeting of the members. The Nominating Committee shall to the best of its ability attempt to maintain representation on the Board of Directors from various parts of the Unit where there are a concentration of Unit Members.
- 3 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.

ARTICLE XIII

Execution of Papers and Fiscal Matters

- 1 The signature of the Treasurer will be valid for checks, bank withdrawals, and other fiscal documents.

- 2 During incapacity of the Treasurer, fiscal papers may be executed by the President and the Secretary jointly. Other documents, not of a purely fiscal nature, may be executed by the President or Secretary as directed by the Board of Directors.

ARTICLE XIV

Tournaments

1. The Unit and the Board of Directors shall have complete authority over all tournaments conducted by it subject to the regulations of the American Contract Bridge League and each year shall run a 3-session State Pairs Championship.

ARTICLE XV

Approval

The Unit By-Laws and any subsequent amendment, deletion or addition to the By-Laws may be approved at the Annual or a Special Meeting by a majority vote of the members present provided the Notice has advised the members of the approval sought and the nature of any changes proposed.

Approved: January 24, 2016 Winter Meeting (after postponement)