

BLUEGRASS BRIDGE ASSOCIATION BYLAWS
ACBL Unit 164

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BYLAWS OF THE BLUEGRASS BRIDGE ASSOCIATION, UNIT 164

NOVEMBER 18, 2009

ARTICLE I

NAME; PURPOSES; OFFICES

Section 1.1. Name: The name of this organization shall be The Bluegrass Bridge Association (BBA). The Bluegrass Bridge Association is also known as ACBL, Unit 164, and referred to in these BYLAWS as the "Unit".

Section 1.2. Incorporation: The UNIT is incorporated as a non-profit corporation under the laws of the Commonwealth of Kentucky and shall be governed by the non-profit corporation law of the Commonwealth.

Section 1.3. Purposes: The purposes for which the UNIT is organized are: (i) to develop, promote, and support programs that encourage participation in the game of duplicate bridge (ii) to foster community welfare in the furtherance of the game of contract bridge in its various forms of competition (iii) to promulgate high standards of conduct and ethics to its members and to enforce such standards (iv) to provide organized bridge activities and services to satisfy the social, recreational, and competitive needs of the membership and the community (v) to promote membership in the ACBL (vi) to conduct tournaments and other competitive events as permitted by the ACBL (vii) 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 Commonwealth of Kentucky 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, Section 1.3 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 the 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 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: 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/she changes their residence to a place outside the jurisdiction of the UNIT, without taking necessary steps to retain membership in the UNIT, per ACBL regulations.

ARTICLE V

MEMBERSHIP MEETINGS

Section 5.1. Annual Meetings: The Annual Meeting of the UNIT shall be held at least once a year at the Spring Sectional Tournament or at another time designated by the Unit Board of Directors. UNIT elections shall be held at this meeting as well as other business that may from time to time come up. The agenda of the Annual Meeting shall also include Officer's annual reports that will be posted on the UNIT web page** for membership review seven to ten (7-10) days prior to the meeting. Officers will be available to answer any questions that may arise.

**www.unit164.org

Section 5.2. Special Meetings: Special meetings of the membership of the UNIT may be called by the President or by a majority of the Board of Directors or a special meeting shall be called by a petition of not less than twenty-five (25) members entitled to vote. Notice of such meetings, stating the place, time, day, hour, and purpose shall be made not less than seven (7) nor more than ten (10) days prior to the meeting. Said notice may be sent electronically to the membership or to the Club managers for posting.

Section 5.3. Place of Meetings: All membership meetings of the UNIT shall be held within the geographical limits of the UNIT.

Section 5.4. Quorum: Fifty (50) members in good standing of the UNIT shall constitute a quorum at any meeting of the membership.

Section 5.5. 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 the 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 arbitrator of its own membership.

Section 6.2. Director's 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/her duties as a Director. In addition to the duties granted by the other provisions of these Bylaws and the Laws of the Commonwealth of Kentucky, the Board of Directors shall have the following duties:

6.2.1. To hold, administer, and maintain all property of the UNIT and to acquire and dispose of all real property of the UNIT with ratification of two-thirds (2/3) vote of the membership.

6.2.2. To appropriate the funds of the UNIT for the purposes set forth in the Articles of Incorporation.

6.2.3. To ensure an audit of all receipts and disbursements of the UNIT is conducted once per year.

6.2.4. 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 therewith.

6.2.5. To participate or shall have participated, provided leadership, and in general be supportive of all activities of the UNIT to ensure its success.

Section 6.3. Nomination and Election of Directors: Elections shall be held during the Annual Membership Meetings that occur at the Spring Sectional Tournament or at another time as designated by the Unit Board of Directors. The President shall appoint a nominating committee approved by the Board and shall designate a chairperson at the Board meeting PRIOR to the Spring Sectional Tournament consisting of three (3) persons. The chairperson shall be a sitting member of the Board of Directors with the other two (2) persons either from the Board or from the membership at large and none of these persons shall be eligible for nomination. This committee shall prepare a slate, submitting one (1) candidate for each Officer or Director whose term expires on June 30, having secured the consent of each nominee to serve if elected. The slate shall be posted on the UNIT web page fourteen (14) days prior to the election. At the time of the election, additional nominations will be accepted from the floor. In this event, the election shall be conducted by secret ballot per the rules described below. If no office is contested, each Officer and Director shall be elected by the membership either by a show of hands or by acclamation.

RULES/GUIDELINES FOR CONDUCTING SECRET BALLOT ELECTIONS**

6.3.1. Every member in good standing shall be entitled to one (1) vote for each Director position on the ballot and one (1) vote for each Officer to be elected.

6.3.2. A ballot with the names of those nominated by the Committee and from the floor shall be sent out to all members of the UNIT whose address is listed on the official ACBL printout for the UNIT as of the date for the start of the election process. This date shall coincide with the Spring Sectional Tournament or at another time as designated by the Unit Board of Directors. The nominating committee shall be responsible for ensuring the secret ballot process and for sending out the ballots.

6.3.3. The nominating committee shall send out the ballot and two (2) additional envelopes: one (1) small envelope with the word "BALLOT" stamped on it and one (1) large envelope bearing the official UNIT 164 return address label of the voting member and the address to which the ballot is to be returned. The ballot is to be marked by the member and placed in the small "BALLOT" envelope and sealed. This envelope is then placed in the larger envelope, sealed and mailed. There shall be no identification marking of any kind on the "BALLOT" envelope other than the word "BALLOT".

**Current ACBL Rules/Guidelines as of September 2009

6.3.4. The nominating committee shall serve as tellers of the election. Once the voting process is closed, the nominating committee shall meet and open all returned envelopes one (1) at a time, checking off the names of the voting members versus the official printout from ACBL. Each envelope stamped "BALLOT" will be placed in a box unopened. Once all returned envelopes have been opened, the nominating committee will then open each "BALLOT" envelope and tabulate the results.

6.3.5. If the voting for any Officer or Director should result in a tie vote, there shall be a runoff election held.

Section 6.4. Number: The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, UNIT Representative and nine (9) Directors elected by the UNIT membership that constitute proportionate representation within the UNIT 164 jurisdiction. Nomination and election of new Directors shall be such as to maintain proportionate representation across the UNIT. All Directors shall be in good standing with ACBL.

Section 6.5. Term of Office: Three (3) Directors shall be elected each year for a term of three (3) years, commencing on July 1. A Director may succeed himself/herself for one (1) term and then shall stand down for one (1) year before they can be reelected as a Director. He/she may serve in another capacity after one (1) term as a Director.

Section 6.6. Regular and Special Meetings: The Board of Directors shall meet regularly each year during at least two (2) of the Sectional Tournaments. The President shall prepare an agenda and distribute to each Board member at least ten (10) days prior to said meeting. In addition, special meetings may be called as required by the UNIT President or a majority of the Board members. The Secretary shall notify all Board members of the date, time, place, and agenda to be discussed at least seven (7) days prior to any special meetings. Notice may be by electronic means or regular mail.

Section 6.7. 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 6.8. Vacancies: If the office of any Director or Directors or Officer or Officers become vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, a quorum of the remaining Board members shall choose a successor or successors, who shall hold office for the unexpired term (s) for which such vacancy occurred or until the next election of Directors or Officers.

Section 6.9. Removal: A Director may be removed for cause at any meeting of the Board of Directors provided two-thirds (2/3) of the Board 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 of counsel of his/her choosing.

Section 6.10. 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 6.11. Proxy Voting: Voting by proxy is not permitted.

ARTICLE VII

OFFICERS

Section 7.1. Designation: The Officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer, and UNIT Representative.

Section 7.2. President: The President shall be the chief executive officer of the UNIT. The President shall preside at all meetings of the UNIT and of the Board of Directors. He/she shall have the general supervision of the interests of the UNIT and shall perform such other duties as are incident to the office. The President is empowered to assign any tasks that will contribute to the wellbeing of the UNIT. At each annual meeting it shall be the duty of the President or his/her designee to answer any questions that may arise from the Officers reports posted on the UNIT web page seven to ten (7-10) days prior to the meeting. The President shall serve as a delegate to the District 11 Board. The President shall appoint an alternate to attend the District 11 Board meeting in his/her absence.

The President shall be elected for a two (2) year term beginning July 1 and may succeed himself/herself for one (1) additional term if reelected. The past President may be reelected to any office of the Board after standing down for one (1) year from the end of his/her term as President.

Section 7.3. Vice President: The Vice Presidents duties are to handle tournament coordination, including sanctions and obtaining tournament chairpersons. The Vice President shall perform the duties and exercise the powers of the President in his/her absence. The Vice President shall also be responsible for maintaining a listing of all UNIT non-financial assets such as tables, bidding boxes, coffee makers, and supplies.

The Vice President shall be elected for a two (2) year term beginning July 1 and may succeed himself/herself for one (1) additional term and can then serve on the Board in another capacity if elected.

Section 7.4. Secretary: The Secretary shall record all proceedings (minutes) of the Board of Directors as well as all meetings of the membership; shall distribute via regular mail or by electronic means such minutes within thirty (30) days of the board meeting and retain these minutes in a book available for all members of the Board to review; shall notify all Board members and the membership of impending special meetings; shall conduct all correspondence of the board; shall furnish standing committees the necessary documents required for the performance of their duties; shall maintain and distribute the UNIT Board Members list and the Club Managers list; shall keep records for all tournaments and complete and file all UNIT reports that ACBL may require; shall keep accurate and detailed attendance records of all Board members; and shall perform other duties as may be requested by the President or the Board.

The Secretary shall be elected for a term of two (2) years and may succeed himself/herself for an unlimited number of terms until replaced. The Secretary may serve in another capacity on the Board if elected, after having served as Secretary.

Section 7.5. Treasurer: The Treasurer shall have custody of and be responsible for all UNIT funds and securities; shall keep full and accurate accounts of receipts and disbursements; shall deposit all monies and other valuable effects in such depositories as may be designated by the board of Directors; shall request approval of the board prior to making any changes in these investments or depositories; shall give a full reporting of the financial condition of the UNIT at the annual meeting, including receipts and disbursements for the year, assets on hand and bank balances; shall reimburse expenses upon presentation of receipts of such expenses; shall prepare a budget annually for the approval by the board at the May Meeting; shall present the books for audit annually to the Auditor or Audit Committee at least thirty (30) days before the annual meeting; shall secure the approval of the board for any unbudgeted item over \$500.00; shall prepare any and all tax returns, forms and other documentation required by the state and federal governments pertaining to the UNIT; and shall be Bonded by a bonding company approved by the board of Directors.

The Treasurer shall be elected for a term of two (2) years and may succeed himself/herself for an unlimited number of terms until replaced. The Treasurer may serve in another capacity on the Board if elected, after having served as Treasurer.

Section 7.6. Unit Representative: The UNIT Representative serves as one (1) of the delegates to the District 11 Board. The UNIT Representative shall make a written report to the UNIT Board at the next regular meeting regarding the topics of the District Board meeting.

The UNIT Representative shall be elected by the membership for a term of three (3) years. The UNIT Representative may succeed himself/herself for one (1) term after which he/she shall stand down for one (1) year as UNIT Representative. The UNIT Representative may continue to serve in another capacity on the Board if elected.

Section 7.7. 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 7.8. Vacancies: In case any office shall become vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, a quorum of the remaining Board members shall choose a successor or successors, who shall hold office for the unexpired terms (s) for which such vacancy occurred or until the next election of Officers.

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. The UNIT will only reimburse qualified expenses for the two (2) delegates to the District 11 Board Meetings.

Section 7.10. Resignation of Officers: Any Officer may resign at any time by delivering written notice to the President, 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.

Section 7.11. Eligibility: No member of the UNIT shall be eligible for the office of President or Vice President who has not previously served on the Board of Directors for a period of two (2) years. Two (2) members of the same family, who are defined as husband and wife, parent-child, siblings, or any two (2) members of the same household, or who are known to be significant others, shall not serve on the Board of Directors at the same time.

Section 7.12. Removal: An Officer may be removed for cause at any meeting of the Board of Directors provided two-thirds (2/3) of the Board 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. 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 and argue his/her removal with representation of counsel of his/her choosing.

ARTICLE VIII

COMMITTEES

Section 8.1. Establishment: The President shall have the power to create and appoint the members of such standing and special committees as he/she may deem necessary and appropriate and designate the chairs thereof and assign function thereto. The members of committees need not be members of the Board of Directors but chairpersons shall be a sitting member of the Board of Directors. The President shall be an ex-officio member of all appointed committees **EXCEPT** the nominating committee. As such, he/she may or may not attend meetings of the Committee, may vote with the committee but is not counted in the quorum of the Committee. The President shall appoint a committee to review and revise as necessary, the Bylaws every four (4) years.

Section 8.2. Term of Office: Each member of a committee should serve until a successor is appointed or the committee dissolved.

ARTICLE IX

ADOPTION AND AMENDMENTS TO THE BYLAWS

These **BYLAWS** will become effective **IMMEDIATELY** upon approval by a majority of the UNIT membership voting at a regular or special meeting or by mail or by electronic means. Newly elected Officers and Directors will assume their duties on July 1.

These **BYLAWS** may be amended, altered, or repealed and new **BYLAWS** may be adopted by a vote of a majority of the members present at any meeting of the UNIT membership.

ARTICLE X

DISSOLUTION AND NON-PROFIT

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 non-profit 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 manner as may be directed by judgment of a court of appropriate jurisdiction.

CERTIFICATION OF THE BOARD OF DIRECTORS

The undersigned hereby certify (i) I am the President of the Bluegrass Bridge Association, ACBL UNIT 164, a non-profit Corporation (ii) the above BYLAWS are a true, correct and complete copy of the BYLAWS adopted at a duly held meeting of the UNIT 164 membership on the **16th day of May, 2015** and in accordance with the laws of the State of Kentucky, 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 **16th day of May, 2015**.

By: //Sandra Marlin//
Sandra Marlin, President Unit 164