

BYLAWS

OF

ACBL UNIT 380

A New Mexico 501(c)4 nonprofit corporation

Public Regulatory Commission Number 1943224

ARTICLE I – OFFICES

The principal office of this corporation shall be in the City of Las Cruces, Dona Ana County, New Mexico. This corporation may have such other offices, either within or without the State of New Mexico, as the Board of Directors may designate.

The registered office of this corporation required by the New Mexico Nonprofit Corporation Act (53 NMSA 1978, Article 8) may be, but need not be, identical with the principal office in the State of New Mexico and the address of the registered office may be changed from time to time by the Board of Directors. No change in the registered office of this corporation shall be valid unless filed with the State Public Regulatory Commission.

ARTICLE II – REGISTERED AGENT

The registered agent of this corporation shall be an individual resident in New Mexico whose business office is identical with the registered office of this corporation. No change of the registered agent of this corporation shall be valid until filed with the New Mexico State Public Regulatory Commission.

ARTICLE III – OBJECTIVES

Section 1 – The Corporation. The corporation functions within the Bylaws and Regulations of the AMERICAN CONTRACT BRIDGE LEAGUE and its District, hereinafter called the League.

Section 2 – Objectives of the Corporation. The objectives of the corporation are:

- A. To preserve and promote the best interests of and to stimulate interest in the art of playing competitive duplicate contract bridge and any modifications thereof;
- B. To cooperate with and assist the League in the promotion and conduct of contract bridge tournaments;

- C. To encourage the highest standards of conduct and ethics by its members and to enforce such standards;
- D. To promote the development and organization of affiliated clubs within the corporation and to exercise general supervision over affiliated clubs operating within the jurisdiction of the corporation to include the observance and enforcement of the League regulations and policies;
- E. To cooperate in the League's charity program and to sponsor and conduct charity events with the objective of realizing funds to be devoted to worthy humanitarian causes; and
- F. To conduct such other activities as may be in keeping with its principal objectives.

ARTICLE IV – CORPORATION JURISDICTION

The geographical area within which this corporation shall have jurisdiction shall be such area as is presently or may in the future be assigned to it by the Board of Directors of the League.

ARTICLE V – MEMBERSHIP

Any person of good moral character and residing within the jurisdiction of the corporation, subject to District regulations, is eligible for membership and no person shall be denied membership because of race, creed, color, or sexual orientation.

Such person, upon favorable action, shall become and remain a member unless:

- A. Member changes residence to a place outside the jurisdiction of the corporation, in which case that person shall become a member of the new unit where that person resides immediately on processing by the League of the change of address.
- B. Member has failed to pay dues in accordance with regulations of the League.
- C. Member has been suspended or expelled from membership in accordance with regulations established by the League and the Board of Directors of this corporation, provided, however, that such regulations shall conform to the rules of due process applicable to membership corporations and that such regulations as are established by the Board of Directors of this corporation shall not be in conflict with the regulations of the League.

Membership in this corporation carries with it membership in the League.

ARTICLE VI – DUES

Annual dues shall be in an amount fixed by the League. This corporation's Board of Directors shall have no power to levy any special assessments.

ARTICLE VII – MEMBERSHIP MEETING

There shall be an annual membership meeting in December of each year.

This corporation's Board of Directors shall fix the time and place of the annual membership meeting and shall give adequate notice to the general membership and all affiliated clubs. 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) nor more than sixty (60) days before the date of the meeting .

Special meetings of the members may be called by the president or by a majority of the Board of Directors, or on petition of 10% of current enrolled members, at any time for the transaction of business and any special meeting shall consist of 20% or more of current enrolled members.

No proxies or absentee ballots shall be permitted.

ARTICLE VIII – CORPORATION BOARD OF DIRECTORS

Section 1 – Number of Directors. The affairs of the corporation shall be managed and conducted by a Board of Directors that shall consist of seven (7) persons, one of whom shall be the past President who will serve as voting parliamentarian.

Section 2 – Procedures. All meetings of this organization shall be conducted in accordance with Roberts Rules of Order.

Section 3 – Terms of Office. Each elected Director shall hold office for a period of two (2) fiscal years and shall assume office the 1st of January following the election. Each year a minimum of three (3) Directors shall be elected, each to serve a two-year term. No member shall be eligible to be elected to the Board of Directors for more than two (2) consecutive terms.

Section 4 – Vacancies. Any vacancy on the Board of Directors shall be filled by the Board of Directors and the persons so appointed shall hold office for the balance of the unexpired term.

Section 5 – Meetings. The Board of Directors shall hold a minimum of five (5) board meetings a year and one general membership meeting. Corporation officers shall be elected at the first meeting of the Board of Directors in each year.

Section 6 – Quorum. A quorum of the Board of Directors for the transaction of business shall consist of at least four (4) members of the Board.

Section 7 – Powers and Duties. In addition to the powers herein granted by other provisions hereof, the Board of Directors shall have powers and duties including, but not limited to the following:

- A. To acquire, hold, administer, maintain and dispose of all property of the corporation.
- B. To appropriate the funds of the corporation for the purposes set forth and authorized by the Board of Directors.
- C. To have audited the records of the corporation Treasurer at the end of term, or to arrange for a quality review of records, such report to be submitted to the Board of Directors at a regular Board meeting.
- D. To conduct manage, supervise and control all of the business of the corporation including, but not limited to, the conduct of tournaments, the selection of all dates and locations for holding such tournaments and for making of all contracts in connection therewith.
- E. To censure, suspend, expel or otherwise discipline any member in accordance with regulations of the League. No member shall be censured, suspended, expelled or otherwise disciplined until furnished with written charges of which reasonable notice has been given. Disciplinary action by the corporation may be appealed to the District Board of Directors of the League.

Section 8 – Restrictions on Powers. Neither the Board of Directors nor the members nor the officers of this corporation shall have power to do anything or to omit to do anything that would disqualify the corporation from being exempt from income tax.

Section 9 – Elections.

- A. The President shall appoint a committee of three persons, the majority of whom are not Board members, to nominate a member for each vacancy on the Board of Directors. The nominating committee shall present the nominees at the annual membership meeting at which time the floor will be opened for nominations. All nominees will have been previously contacted and will have agreed to serve if elected.

- B. Bridge Club Owners, owner's spouses or others receiving remuneration, either directly or beneficially, on a regular basis from Bridge Club activity shall not be eligible to run for or serve on the Board of Directors.
- C. Election of Directors will be held at the annual membership meeting and new Directors shall take office on January 1st .

ARTICLE IX – CORPORATION OFFICERS

Section 1 – Officers of the Corporation. The officers of the corporation will be elected by the Board of Directors.

Section 2 – Duties. The duties of the officers shall be in accordance with the League and such other duties as may be assigned by the Board of Directors, as follows:

PRESIDENT:

Presides at all meetings of the Board of Directors and all general meetings of the corporation's membership; appoints all committees and chairs, except when the Bylaws or regulations of the corporation specify otherwise; exercises general supervision over the activities of the corporation and performs such other duties as are incidental to the office and is a member ex-officio of all committees excepting the nominating committee. Shall arrange for audit or quality review as specified elsewhere.

VICE PRESIDENT:

In the absence or incapacity of the President, assumes the duties of the President. Performs such other duties as the President or Board of Directors may prescribe.

SECRETARY:

Attends and keeps the minutes of all meetings of members and Directors; keeps records of all tournaments and other activities of the corporation; completes and files all corporation reports required by the League, notifies members of meetings; and shall cooperate with the Treasurer in the maintenance of an up-to-date roster of active corporation members.

TREASURER:

Has custody of and is responsible for all funds, securities and deposits such funds in the bank the Board of Directors designates; keeps accurate records and makes financial reports as directed by the Board of Directors;

shall cooperate with the Secretary in the maintenance of an up-to-date roster of active corporation members; shall submit to the Board of Directors a separate financial report of all receipts and disbursements of all tournaments and/or any special games the Board of Directors may designate. The retiring Treasurer will be asked to fully acquaint the newly appointed Treasurer with the method of recording all receipts and disbursements, of the filing of all bank statements, cancelled checks, bills and any other records needed to accomplish a satisfactory audit or quality review at the end of the fiscal year.

PARLIAMENTARIAN:

Shall advise the Board of Directors and see that all business is conducted in accordance with Robert's Rules of Order and these Bylaws.

Section 3 – Fiscal Year. The term “Fiscal Year” in these Bylaws shall cover the period from January 1 to December 31 of each year.

ARTICLE X – ABSENCE FROM BOARD MEETINGS

Absences by a director from three consecutive Board of Directors meetings may be cause for removal of said director from the Board. The action taken shall be conclusive and final.

ARTICLE XI – TOURNAMENTS

The corporation shall have complete authority over all tournaments conducted by it, subject to the regulations of the League.

ARTICLE XII – AMENDMENTS TO THE BYLAWS

Amendments to the Bylaws may be made by the members of the corporation upon petition signed by at least twenty (20) members and submitted to the Secretary at least 14 days in advance of the annual meeting or any special meeting called for the purpose, or upon petition signed by at least five (5) members of the Board of Directors. It shall be the duty of the Secretary to incorporate the text of the proposed amendment in the notice of the meeting. The concurrence of two-thirds (2/3) of all members present and voting shall be required to pass any amendment. No amendment or repeal of these Bylaws and no new Bylaws adopted shall be valid until filed with the New Mexico State Public Regulatory Commission.

ARTICLE XIII – 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.

PASSED AND ADOPTED this 14th day of September, 2012.

Evelyn Colson, President

Christina Little, Secretary

CERTIFICATE OF ADOPTION

We, the undersigned Evelyn Colson, President, and the undersigned Christina Little, Secretary, of ACBL UNIT 380, a New Mexico nonprofit corporation, certify that the foregoing amended Bylaws, consisting of seven (7) pages, were adopted as the Bylaws of said corporation on September 14, 2012, and are now in effect.

DATED: September 14, 2012

Evelyn Colson, President

Christina Little, Secretary