

**BYLAWS**  
Of the  
**SAN MATEO UNIT 498, INC.**

**ARTICLE I**

**NAME; PURPOSES; OFFICES**

Section 1.1 Name:

The name of this organization shall be the San Mateo Unit. The San Mateo Unit is also known as ACBL Unit 498 (and referred to in these Bylaws as the “Unit”).

Section 1.2 Incorporation:

The Unit is a tax-exempt social welfare organization under Internal Revenue Code Section 501(c) 4.

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 California 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 may operate shall include the County of San Mateo, California.

### **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 may 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.

## **ARTICLE V**

### **MEMBERSHIP MEETINGS (Cont'd)**

**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 forty (40) 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 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:**

Thirty (30) 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, 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.

In addition to the powers granted by other provisions of these Bylaws and the Laws of the State of California, the Board of Directors is authorized the following Unit specific 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 purposes set forth in these Bylaws;
- (3) To hire and discharge contractors and/or employees of the Unit and to supervise their

## **ARTICLE VI**

### **BOARD OF DIRECTORS (Cont'd)**

conduct and to fix their compensation;

(4) To audit all receipts and disbursements of the Unit;

(5) To conduct, manage, supervise and control all of the business of the Unit including but not limited to, the conduct of Tournaments, the selection of all dates and location for holding such Tournaments and making all of the contracts in connection therewith;

(6) To consider and pass upon reports of dishonest, unethical or improper conduct of participants in Tournaments, and to bar or suspend persons guilty of such conduct;

(7) To censure, suspend, expel or otherwise discipline any Unit 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 or until after a hearing of which he has received reasonable notice. Counsel may represent him. Disciplinary action by the Unit may be appealed to the District or National Board of Directors. The right of a member against whom charges are pending to play in Tournaments during such time shall not be affected unless otherwise directed by the Board.

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 least sixty (60) days in advance of each annual meeting of the Unit, the President shall appoint a nominating committee consisting of five (5) members, including a Director of the Board to serve as Chairman. The nominating committee shall determine a list of nominees for election as Directors to fill the positions of those Directors whose terms shall expire at the end of the year and shall submit a list of candidates proposed for nomination to the positions of President, Vice-President, Secretary, and Treasurer for acceptance by the Board of Directors at the last meeting before the Annual Meeting. The Board, upon approval of these nominees, will present these candidates to the members at the annual meeting. 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 and Officers for the next year.

Section 6.4 Number:

The Board of Directors shall consist of nine (9) members. The Immediate Past President shall be a member of the Board of Directors for a period of one (1) year after his/her term of office. This member shall be counted as part of the nine (9) total members. In the event that there is no immediate Past President with office less than one (1) year previous, there shall be an election for a one (1) year term for a director as part of the year's allocation in Article VI 6.5 below. All directors must be members in good standing of the ACBL as well as members of the Unit. Bridge Club owners, however, are not eligible to be Unit Board Members.

## **ARTICLE VI**

### **BOARD OF DIRECTORS (Cont'd)**

#### **Section 6.5 Term of Office:**

Each odd numbered year, five (5) directors shall be elected to a term of office of two (2) years. Each even numbered year four (4) Directors shall be elected to a term of office of two (2) years. The terms will commence on the first day of the next month following the election. No Director may serve more than two (2) consecutive terms. 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 Meeting:**

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) times per 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. Motions may be circulated electronically by the President without a physical meeting and shall be deemed approved if done by simple majority of the Board of Directors. Unit members may attend the Board Meeting, unless there is a closed session.

#### **Section 6.7 Notice:**

Notice of any regular or special meeting stating the place, day and hour of the meeting shall take place no fewer than two (2) days prior to the date of the meeting. Notice may be provided only by electronic transmission (e- mail) to those members of the Board of Directors unless otherwise requested.

#### **Section 6.8 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 6.9 Vacancies:**

Any mid-term vacancy on 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 6.10 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

## **ARTICLE VI**

### **BOARD OF DIRECTORS (Cont'd)**

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 6.11 Resignation:**

A 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. Any Director who misses three consecutive meetings is considered to have resigned. The Board President may reappoint said Director to complete his term of office if he believes it is in the best interest of the Unit.

#### **Section 6.12 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. The Board of Directors shall elect all officers for terms of one year. Officers may not serve in the same position for more than two (2) consecutive terms. 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 and Membership, 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. A member of the Board of Directors, who has been an Officer for a period of at least one (1) year or served on the Board of Directors for two (2) years, shall fill the office of President.

#### **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. A member of the Board of Directors who shall have been a Director for a period of at least one (1) year shall fill the office of Vice President.

**ARTICLE VII**  
**OFFICERS (Con't)**

Section 7.4 Secretary:

The Secretary may 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 member it may select.

Section 7.7 Removal:

Any Officer may be removed for cause at any meeting of the Board of Directors provided two-thirds of those present shall so vote. Any Officer against whom impeachment charges are brought shall be notified in writing, by registered mail, of the charges against him, at least ten (10) days prior to the meeting and shall be given an opportunity to be heard before the Board of Directors and to be represented by counsel of his own choosing. The action by the Board of Directors shall be conclusive and final.

Section 7.8 Vacancies:

Should any office become vacant by reason of death, resignation, and removal or otherwise, the directors then in office may appoint a successor or successors for the unexpired term.

Section 7.9 Compensation and Reimbursement:

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:

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

## **ARTICLE VII**

### **OFFICERS (Con't)**

unless the notice of resignation specifies a later effective date. Acceptance of an officer's resignation will not be necessary to make it effective. Any Officer who misses three consecutive meetings is considered to have resigned. The Board President may reappoint said Officer to complete his term of office if he believes it is in the best interest of the Unit.

## **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. The standing committees shall include Tournament Committee, Conduct and Ethics Committee, Nominating Committee and the Membership Committee.

#### Section 8.2 Executive Committee:

The Executive Committee is a standing committee consisting of the Officers and the Immediate Past President. This committee shall have powers as provided by resolution of the Board of Directors except as prohibited by nonprofit law.

#### Section 8.3 Other Committees:

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

## **ARTICLE IX**

### **AMENDMENT OF THE BYLAWS**

#### Section 9.1 Proposals:

Proposal (s) to amend these Bylaws may be proffered by six (6) members of the Board of Directors or by petition signed by at least thirty (30) members and submitted to the Secretary.

#### Section 9.2 Adoptions:

Any such proposal shall be adopted if two-thirds (2/3) of the Board of Directors so votes.



## **ARTICLE X**

### **MISCELLANEOUS**

#### Section 10.1 Publications:

The official publication of the Unit, "Unitizer" 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 in compliance with the ACBL, Federal and California State Laws.

#### Section 10.5 Fiscal Year:

The fiscal year for the Corporation shall run from January 1st to December 31st.

#### 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 Vice 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 \_\_\_\_\_(membership) on the \_\_\_ day of \_\_\_\_\_, 2017, and in accordance with the laws of the State of California, 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 \_\_\_ day of \_\_\_\_\_, 2017.

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