

## **BYLAWS**

### **WISCONSIN-UPPER MICHIGAN BRIDGE ASSOCIATION, INC. Unit 149 of the American Contract Bridge League**

#### **ARTICLE I**

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

Section 1.1. Name. The name of this association of bridge players shall be WISCONSIN-UPPER MICHIGAN BRIDGE ASSOCIATION and shall be commonly known as WUMBA. It shall be Unit 149 within District 13 of the American Contract Bridge League (known as ACBL).

Section 1.2. 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 standard 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 1.3. Incorporation. The Unit is incorporated as a nonprofit corporation under the laws of the state of Wisconsin and shall be governed by the nonprofit corporation law of the state of Wisconsin.

Section 1.4. Registered Office and Registered Agent. The registered office of the corporation shall be located in the State of Wisconsin 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 the State of Wisconsin (except Douglas, Kenosha, Racine, Milwaukee, Waukesha, Ozaukee, Walworth and Washington Counties) and the Upper Peninsula of Michigan (except Sault Ste. Marie).

#### **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 Unit has jurisdiction shall be a member. Any person

who lives outside the geographical area over which this Unit 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 shall be held following the annual meeting of the Board of Directors of the Association. Notice of this open meeting is to be included in all advertising of the tournament at which the annual meeting of the Board is held. 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 twenty (20) members entitled to vote.

Section 5.3. 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 Unit and a duty of care in the performance of his duties as a director.

Section 6.3. Nomination and Election of Directors. Sixty (60) days before the annual meeting of the Board of Directors in odd numbered years, the President of the Unit shall notify the Zone Managers to conduct elections of directors. Every eligible member must be given the opportunity to be a candidate and to vote in the election.

Section 6.4. Number. The Board of Directors shall consist of eighteen (18) members and shall be proportional to population in each zone. 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 directors shall be elected for two (2) years, the term to commence on the day of the annual meeting in odd numbered 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. Regular meetings of the Board of Directors shall be held, with proper notice, not less frequently than twice a year, with one being designated as the annual meeting. Special meetings of the Board may be called at any time by the President, the Board, or upon the written request of ten (10) or more directors.

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 thirty (30) days nor more than sixty (60) 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 who so consent.

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. 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 6.10. 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 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. 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 6.12. Voting by Proxy. Voting by proxy is not permitted.

## **ARTICLE VII**

### **OFFICERS**

Section 7.1. Designations. The officers of the unit shall be a President, a Vice-President, a Secretary and a Treasurer. All officers shall be elected for terms of two (2) years in odd numbered years by the Board of Directors. 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 Unit 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 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. S/he shall maintain a list of all clubs within Unit 149 and maintain a label list to be available to all tournament chairpersons, in order to facilitate the

distribution of information relative to bridge activities and tournaments.

Section 7.5. Treasurer. The Treasurer shall have the custody of all monies and securities of the Unit and shall keep regular books of account. The Treasurer shall disburse the funds of the Unit in payment of the just demands against the Unit 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 Unit. 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 Unit 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. Reimbursement of Officers. The officers of the Unit 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, 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 officer's resignation will not be necessary to make it effective.

## **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 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. 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. Standing committees are: Budget and Finance, Membership, Education, Disciplinary and Nominating. 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**

### **PARLIAMENTARY AUTHORITY**

All membership and special meetings as well as meetings of the Board of Directors shall be governed by Robert's Rules of Order Newly Revised where they are not in conflict with the bylaws or other rules of the Unit.

**ARTICLE X**

**DISTRIBUTION OF ASSETS**

A committee shall be formed to decide the disposal of assets in the event of the dissolution of the Unit.

**ARTICLE XI**

**AMENDMENT OF THE BYLAWS**

These bylaws may be amended, revised or repealed and new bylaws passed by approval of a two-thirds vote of the Board of Directors and adopted by a two-thirds vote of the members present at any meeting of the members, provided the amendment has been submitted in writing at the previous regular meeting.