

BYLAWS
of the
LOUISVILLE BRIDGE ASSOCIATION, UNIT 117

ARTICLE I
NAME; PURPOSES; OFFICES

Section 1.1 Name. The name of this organization shall be Louisville Bridge Association (LBA). The LBA Unit is also known as ACBL Unit 117 or the "Unit".

Section 1.2 Incorporation. The Unit is incorporated as a nonprofit corporation under the laws of the Commonwealth of Kentucky (the "State") and shall be governed by the nonprofit corporation law of the Commonwealth (the "Nonprofit Law").

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 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 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 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 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.

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 remains in good standing unless:

- a) He or she has failed to pay his/her dues for the current year within (6) months following the expiration date of the LBA's preceding fiscal year, or
- b) He or she has failed to pay his/her dues within thirty (30) days following notice by certified or registered mail sent at least thirty (30) days after the expiration of the LBA's fiscal year, or
- c) He or she has been disciplined.

Section 4.4 Standing as Member. A member who is not in good standing may reapply to the Board of Directors for reinstatement and such request shall be considered by the Board at their next regular meeting. A person must be a member of the LBA in good standing thirty (30) days prior to the Annual Meeting before he or she is qualified to vote in the LBA annual election. A member in good standing 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.

Section 4.5 Dues.

- a) Annual dues shall be determined by the ACBL, payable according to their ruling.
- b) The Board of Directors shall have no power to levy any special assessment.
- c) Any person elected to membership shall pay dues for the entire year without abatement.

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 Board of Directors. 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 upon 10 (ten) days written notice. A special meeting shall be called by the President on petition by not less than 50 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) nor more than thirty (30) 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. Fifty (50) 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, and interests, and other affairs of the Unit shall be vested in its Board of Directors, except as delegated to various officers. 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.

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. At a time reasonably in advance of each annual meeting of the Unit, a nominating committee shall be appointed. The membership of the nominating committee shall be determined by the procedures set forth in the Standing Rules. The nominating committee shall determine and present to the members by a posting in the Kibitzer 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. The list of nominees shall also include any qualified member of the Unit who wishes to run for a position on the Board of Directors. Two (2) weeks prior to the posting of nominations from the nominating committee, there shall be prominently placed at the Bridge Center a blank list on which members may place their name in nomination for the Board. The Kibitzer shall include their names with the names nominated by the nominating committee for consideration by the members. The members shall, by the affirmative vote, elect the requisite number of Directors from among the list of nominees. Procedures for the election shall be determined by the Standing Rules.

Section 6.4. Number. The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, Historian, and ten (10) members of the Association at Large, eight (8) selected from Greater Louisville and two (2) from the State at Large. All directors must be members in good standing of the ACBL as well as members of the Unit.

Section 6.5. Term of Office. Each Director shall be elected for a term of office of two (2) years, the terms to commence January 1 of the year following the election. All Board Members shall hold office until their successors are elected and qualified or until their sooner death, resignation or removal. Any limitations on the term and membership of the Board of Directors shall be established in the Standing Rules.

Section 6.6. Regular and Special Meetings. 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 four (4) times each 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.

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 posted at the regular bridge facility of the LBA no fewer than thirty (30) days prior to the date of the meeting. Notice may be provided by electronic transmission (email) to those members of the Board of Directors who so consent.

Section 6.8. Waiver of Notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting.

Section 6.9. Quorum. A majority of the Board of Directors including officers shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 6.10. 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 6.11. Removal. A Director may be removed for cause at any meeting of the Board of Directors provided two-thirds of the members of the entire Board vote for such removal. 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 6.12. 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 6.13. Voting by Proxy. Voting by proxy is not permitted.

Section 6.14. Additional Duties. In addition to the duties granted by other provisions of these Bylaws and the Laws of the Commonwealth of Kentucky, the Board of Directors shall have the

following duties:

- a) Except as otherwise provided, to hold, administer, and maintain all of the property of the Association. To acquire and dispose of all the real property of the LBA with ratification of two-thirds vote of the membership.
- b) To appropriate the funds of the LBA for the purpose set forth in the Articles of Incorporation.
- c) To hire and discharge employees and to supervise their conduct and to fix their compensation.
- d) To conduct, manage, supervise and control all the business of the LBA included in but not limited to, the conduct of tournaments, the selection of all dates and locations for holding tournaments, and the making of all contracts therewith.

ARTICLE VII OFFICERS

Section 7.1. Designations. The officers of the corporation shall be President, Vice-President, Secretary, Treasurer and Historian. All officers shall be elected for a term of two (2) years by the membership. 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 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. The President shall assign tasks to Board Members or to others willing to serve according to their capabilities and desires as are necessary for the effective operation of the Unit. These Appointments do not have the right to vote at the Board Meetings unless they are also elected Members of the Board of Directors. The President may not serve more than two (2) consecutive terms of two (2) years each for a total of four (4) years as President. No person shall serve as President who has not previously served for two (2) years on 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. No person shall serve as Vice-President who has not served previously on the Board of Directors for two (2) years.

Section 7.4. Secretary. The Secretary shall 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. He or she shall keep in a safe custody the seal of the LBA and when

authorized by the Board, affix the same to any instrument requiring it, and when so affixed, it shall be attested by his or her signature. The Secretary shall be responsible for maintaining all membership records and for all correspondence for the LBA.

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. At the Annual Meeting the Treasurer shall give a full report of the financial condition of the Association, including receipts and disbursements for the year, assets on hand and bank balances. The Treasurer shall prepare a budget for the approval of the Board. 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. Historian. The Historian shall keep all records of LBA sponsored tournaments and other records, as specified by the Board.

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. Nomination and Election of Officers. At a time reasonably in advance of each annual meeting of the Unit, a nominating committee shall be appointed. The membership of the nominating committee shall be determined by the procedures set forth in the Standing Rules. The nominating committee shall determine and present to the members a list of nominees for election as Officers to fill the positions of those Officers whose terms shall expire at the end of the year. The list of nominees shall also include any qualified member of Unit who wishes to run for a position as an Officer of the Unit. Two (2) weeks prior to the posting of nominations from the nominating committee, there shall be prominently placed at the Bridge Center a blank list on which members may place their name in nomination as an Officer. The Kibitzer shall include their names with the names nominated by the nominating committee for consideration by the members. However, no President may succeed himself either by election or appointment who has served for four (4) consecutive years. The terms of other officers shall be determined by the Standing Rules. The members shall, by the affirmative vote, elect the requisite number of Officers from among the list of nominees.

Section 7.9. Removal. An Officer may be removed for cause at any meeting of the Board of Directors provided two-thirds of the members of the entire Board votes for such removal. 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 to and argue his removal with representation by counsel of his choosing.

Section 7.10. 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 7.11. Compensation and Reimbursement of Officers. The officers of the Unit shall serve without compensation, except as set forth in the Standing Rules, but may be authorized to receive reimbursement of expenditures made on behalf of the Unit.

Section 7.12. Resignation of Officers. 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 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 7.13. All officers shall be voting members of the Board of Directors.

Section 7.14. Term of Office. Each Officer shall be elected for a term of office of two (2) years, the terms to commence January 1 of the year following the election. All Officers shall hold office until their successors are elected and qualified or until their sooner death, resignation or removal. Any limitations on the term and membership of the Officers shall be established in the Standing Rules.

Section 7.15. The LBA, Unit 117, is entitled to two (2) Delegates to ACBL District Meetings, and they shall be the President and the Immediate Past President. The President, subject to approval by the Board, shall appoint two (2) Alternatives, one (1) for the President and one (1) for the Immediate Past President. The Delegates shall also be required to make a report at the next regular Board meeting.

Section 7.16. Each Officer shall have other responsibilities and jobs as designated by the Board of Directors, the President and in the Standing Rules.

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.

Section 8.2. 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
AMENDMENT OF THE BYLAWS

These bylaws may be amended, altered or repealed and new bylaws may be adopted by a vote of two-thirds (2/3) of the Board of Directors and then approval by two-thirds (2/3) of the members present at any meeting of the members at which a quorum is present, and not otherwise. Voting may be by mail, in person or electronically as designated by the Board of Directors.

ARTICLE X
TOURNAMENTS

Section 10.1. The LBA shall have complete authority over all tournaments conducted by it, subject to applicable regulations of the ACBL.

Section 10.2. All tournaments held within our Unit, but sponsored by the District or by National, shall be handled with the approval of the LBA Board of Directors. For long range planning purposes, once any such tournament is sanctioned, the President, subject to approval by the Board, shall have the authority to appoint the Chairman for Regional and/or National Tournaments. The Chairman shall select the Vice-Chairman or Chairmen, if need dictates. These appointments shall be binding on future Presidents. In the event of the inability of the Chairman to perform, the President, subject to approval by the Board, shall appoint a new Chairman.

ARTICLE XI
MISCELLANEOUS

Section 11.1. Publication. The official publication of the Unit shall be as designated by the Board of Directors and shall be published by the Unit.

Section 11.2. Procedures for Meetings. Robert's Rules of Order Revised for Deliberative Assemblies shall be the parliamentary authority for all matters of procedure not covered specifically by these Bylaws.

Section 11.3. 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 11.4. 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 11.5. 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 XII
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.

IN WITNESS WHEREOF, I have hereunto executed this Certificate in my official capacity on _____ day of _____, 2011.

By: _____

Office: _____