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Erase the word before and replace with AFTER.      6.5 in the second line, it should read, years, the terms to commence January 1 of the year following the election OR AT THE NEXT DULY NOTICED MEETING AFTER THE ELECTION WHICHEVER FIRST OCCURS.      6.6 in the third line, put a period after the word President and then erase the rest of that sentence (and shall coincide with the following tournaments: Hawkeye Holiday, Spring Festival and Cornbelt).        **ARTICLE I**  **NAME; PURPOSES; OFFICES**  **Section 1.1 Name:** The name of this corporation shall be the Hawkeye Bridge Association, Inc. The Hawkeye Bridge Association, Inc. is also known as ACBL Unit 216 and referred to in these Bylaws as the “Unit”.  **Section 1.2 Incorporation:** The Unit is incorporated as a nonprofit corporation under the laws of the State of Iowa and shall be governed by the applicable corporation law of said State.  **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 Iowa 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**  **Section 2.1:**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 (Go to:**[**ARTICLE I Name; Purposes; Offices**](http://www.bridgeunit216.org/Unit216/unit216.htm#Article I)                          [**ARTICLE VI Board of Directors of Directors**](http://www.bridgeunit216.org/Unit216/unit216.htm#ARTICLE VI))  **ACBL UNIT JURISDICTION**  **Section 3.1:**The geographical area within which this Unit shall have ACBL jurisdiction is confined to the following counties within the State of Iowa:  Adair, Adams, Appanoose, Audubon, Boone, Cass, Clarke, Dallas, Decatur, Fremont, Guthrie, Jasper, Jefferson, Lucas, Madison, Mahaska, Marion, Marshall*,* Monroe, Montgomery, Page, Polk, Ringgold, Shelby, Story, Taylor, Wapello, Warren, Wayne, and Union and such area as may in the future be assigned to it by the Board of Directors 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 con- nection 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 (** **Go to:**[**ARTICLE I Name; Purposes; Offices**](http://www.bridgeunit216.org/Unit216/unit216.htm#Article I))  **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. A special meeting shall be called by the President on petition by not less than twenty-five (25) members of the Unit 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 given not less than fourteen (14) 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.  Notice shall be deemed given by posting at the Des Moines Bridge House.  **Section 5.5. Quorum:**The members present in good standing of the Unit shall constitute a quorum at any meeting of the membership, but there must be at least twenty (20) members present at said meeting for it to be considered a valid meeting. .  **Section 5.6. Proxy Voting:** No proxy voting shall be permitted at membership meetings.  However, prior voting for Directors may be permitted by the Board of Directors as further explained in Section 6.3.  **ARTICLE VI**  **BOARD OF DIRECTORS (Changes made to these bylaws in October 2012 are shown with strike through of deleted and underlining of added words.**  **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 Corporation 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, the President shall appoint a nominating committee. The nominating committee shall determine and present to the members 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 or at such other time as herein specified. Nominations for Directors shall be accepted from the floor at said membership meeting.  The members shall, by affirmative vote required, elect the requisite number of Directors from among the list of nominees. The top vote-getters shall fill the required Director slots. There shall be only one vote per member of good standing but said vote may be cast for at least seven (7) days ~~before~~after, as well as at, the annual meeting itself.  **Section 6.4. Number:** The Board of Directors shall consist of twelve (12) members. All Directors must be members in good standing of the ACBL as well as members of the Unit.  **Section 6.5. Term of Office:**  Four (4) Directors shall be elected each year for terms of office of three (3) years, the terms to commence January 1 of the year following the election or at the next duly notice meeting after the election whichever first occurs. All Directors 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:**The Board of Directors shall establish a schedule for regular meetings. Regular meetings of the Board of Directors shall be held, with proper notice, three (3) times each year. The meetings shall commence at a time and place designated by the President. ~~and shall coincide with the following tournaments: Hawkeye Holidays, Spring Festival, and Cornbelt~~. Special meetings of the Board of Directors may be called at any time by the President, the Board of Directors, 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 of Directors 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 mailed no fewer than fourteen (14) days prior to the date of the meeting. Notice may be provided only by electronic transmission (e-mail) to those Directors who so consent. Notice shall be deemed given by posting at the Des Moines Bridge House.  **Section 6.8. Waiver of Notice:**Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. A waiver of notice signed by the Director or Directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.  **Section 6.9. Participation in Meeting by Conference Telephone:**Directors may participate in a meeting through use of conference telephone or similar communications equipment, as long as Directors partici- pating in such meeting can hear one another.  **Section 6.10. 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 6.11. 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 6.12. Removal:** A Director may be removed for cause at any meeting of the Board of Directors provided at least two thirds (2/3) 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 6.13. 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 6.14. Voting by Proxy:** Voting by proxy is not permitted.  **ARTICLE VII ( Go to:**[**ARTICLE I Name; Purposes; Offices**](http://www.bridgeunit216.org/Unit216/unit216.htm#Article I))  **OFFICERS**  **Section 7.1. Designations:** The officers of the Corporation/Unit shall be a President, a Vice-President, a Secretary, and a Treasurer. All officers shall be elected for terms of one year 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 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.  **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 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/Unit and shall keep regular books of account. The Treasurer shall disburse the funds of the Corporation/Unit in payment of the just demands against the Corporation/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 Corporation/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 Corporation/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. Removal:**Officers may be removed by a vote of at least two thirds (2/3) of the Directors present at a Board of Directors meeting.  **Section 7.8. 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 7.9. Compensation and Reimbursement of Officers:**The Officers of the Unit shall serve without compensation, except for an annual stipend to the Secretary and to the Treasurer as determined by the Board of Directors of Directors, but the Officers may be authorized to receive reimbursement of expendi-tures made on behalf of the Unit.  **Section 7.10. 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.  **ARTICLE VIII ( Go to:**[**ARTICLE I Name; Purposes; Offices**](http://www.bridgeunit216.org/Unit216/unit216.htm#Article I))  **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 Executive Committee:**The Board of Directors may designate, from among its Directors, an Executive Committee. This committee shall have powers as provided by resolution of the Board of Directors of Directors except as prohibited by nonprofit law. 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.  This committee shall consist of President, Vice President, Secretary, Treasurer and immediate Past President (ex officio).  **Section 8.3 Other Committees:** 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 until a successor is appointed unless the committee is sooner dissolved.  **ARTICLE IX**  **AMENDMENT OF THE BYLAWS**  **Section 9.1:**These bylaws may be amended, altered or repealed and new bylaws may be adopted by a vote of the Board of Directors of at least two thirds (2/3) of the Directors  present at any meeting of the Directors at which a quorum is present, and not otherwise.  **ARTICLE X**  **LIABILITY AND INDEMNIFICATION**  **Section 10.1.  Exemption of Private Property:**Consistent with **§** 504.901 of the Code of Iowa, the private property of the members, Directors, Officers, employees, and volunteers of the Corporation/Unit shall be exempt from all debts, obligations and liabilities of the Corporation/Unit of any kind whatsoever and members, Directors, Officers, employees, and volunteers of this Corporation/Unit shall not be personally liable in that capacity, for a claim based upon an act or omission of the person performed in the discharge of the person’s duties, except for (1) the amount of any financial benefit to which the person was not entitled; (2) an intentional infliction of harm on the Corporation/Unit; (3) a violation of Section 835 of the Revised Iowa Nonprofit Corporation Act; or (4) an intentional violation of criminal law. If Iowa law is hereafter changed to mandate or permit further elimination or limitation of the liability of the Corporation/Unit’s members, Directors, Officers, employees and volunteers shall be eliminated or limited to the full extent then permitted.  **Section 10.2.Non-Liability:** Except as otherwise provided by law, a Director, Officer or employee  of the Corporation/Unit is not liable for the Corporation/Unit’s debts or obligations and a Director, Officer, or other volunteer is not personally liable in that capacity, for a claim based upon any action taken or failure to take any action in the discharge of the person’s duties, except liability for (1) the amount of any financial benefit to which the person was not entitled; (2) an intentional infliction of harm on the Corporation/Unit; a violation of Section 835 of the Revised Iowa Nonprofit Corporation Act; or (4) an intentional violation of criminal law. If Iowa law is hereafter changed to permit further elimination or limitation of the liability of Directors, Officers, employees or other volunteers for monetary damages to the Corporation/Unit, then the liability of such Director, Officer, employee or other volunteer of the Corporation/Unit shall be eliminated or limited to the full extent then permitted. The Directors, Officers, employees or other volunteers of the Corporation/Unit have agreed to service in their respective capacities in reliance upon the provisions of this Article.  **Section 10.3. Indemnification:** Except as otherwise provided by law, a Director of the Corporation/Unit shall be indemnified by the Corporation/Unit for liability, as defined in Section 851, subsection 5, of the Revised Iowa Nonprofit Corporation Act, to any person for any action taken, or any failure to take any action, as a Director, except liability for any of the following:  (1)  of any financial benefit to which the person was not entitled; (2) an intentional infliction of harm on the Corporation/Unit; (3)a violation of Section 835 of the Revised Iowa Nonprofit Corporation Act; or (4) an intentional violation of criminal law.   The Corporation/Unit may, by authorization set forth in the Bylaws, provide such additional indemnification to such of the Officers, employees, and agents of the Corporation/Unit to such extent and to such effect as it shall determine to be appropriate and authorized by applicable law.   The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquires under any statute, provision of the Articles of Incorporation, or Bylaws of the Corporation/Unit, agreement, vote of disinterested Directors, or otherwise. Any repeal or amendment of this Article by the Directors of the Corporation/Unit shall not adversely affect any right or protection of a Director of Officer existing at the time of such repeal or amendment.  **ARTICLE XI ( Go to:**[**ARTICLE I Name; Purposes; Offices**](http://www.bridgeunit216.org/Unit216/unit216.htm#Article I))  **MISCELLANEOUS**  **Section 11.1. Publication:**The official publication of the Unit shall be as designated by the Board of Directors as the “Hawkeyer” and shall be published by the Unit.  **Section 11.2. 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 11.3. 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 11.4. 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.  **Section 11.5. Fiscal Year:** The fiscal year for the Corporation shall run from January 1 to December 31 annually.  **ARTICLE XII**  **DISSOLUTION and NONPROFIT STATUS**  **Section 12.1:**The 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 the Corporation assets remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation shall be distributed according to the regulations and policies of the ACBL. If the 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 OF DIRECTORS**   The undersigned hereby certifies (i) I am the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ 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  Directors on the \_\_\_ day of \_\_\_\_\_\_\_\_\_, 200\_\_,  and in accordance with the laws of the State of \_\_\_\_\_\_\_\_\_\_\_, 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 \_\_\_\_\_, 200\_.   By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | | | | | |