

**UNIT BOARD BYLAWS
MINNESOTA GOPHER UNIT 103**

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**BYLAWS
of the
MINNESOTA GOPHER UNIT 103**

**ARTICLE I
NAME; PURPOSES; OFFICES**

Section 1.1 Name. The name of this organization shall be the Minnesota Gopher Unit 103. The Minnesota Gopher Unit 103 is also known as ACBL Unit 103 (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 Minnesota and shall be governed by the nonprofit corporation law of the state of Minnesota.

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 Minnesota 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 shall remain a member of the Unit unless and until the member changes their 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~~ Semi-Annual Meeting. The *Semi*-Annual Meeting of the Unit shall be held at such time and place as may from time to time be fixed by the Unit President [or the Board]. The agenda of the *Semi*-Annual Meeting shall include presentation of annual reports and transaction of such other business as may properly come before the meeting. Failure to hold a *Semi*-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. *The location of the Semi-Annual meeting will rotate every other year between outstate and metro locations.*

Section 5.2. Special Meetings. Special meetings of the membership of the Unit may be called by the Unit President or by the Board of Directors. A special meeting shall be called by the Unit President on petition by not less than at least 50 members or ten percent of 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 twenty (20) nor more than ninety (90) days before the date of the meeting, by or at the direction of the Unit President, Secretary or officers or persons calling the meeting, to each member entitled to vote at such meeting.

Section 5.5. Quorum. At least forty members or two percent of the total voting 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. 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 their 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 Unit President shall appoint a nominating committee if there is an open board position to be filled. 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. 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.

Section 6.4. Number. The Board of Directors shall consist of Nine (9) members. All directors must be members in good standing of the ACBL as well as members of the Unit. The board shall endeavor to have at least one (1) member from each of the following geographic areas within the Unit:

Duluth and/or Northeastern Minnesota
Mankato and/or Southwestern Minnesota
Rochester and/or Southeastern Minnesota
St. Cloud and/or Northwestern Minnesota
St. Paul and/or the greater Metro area

Section 6.5. Term of Office. All duly elected 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. 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 once each year. Special meetings of the Board may be called at any time by the Unit President, the Board, or upon the written request of three or more directors. Members of the Board of Directors not able to physically attend the board meeting 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 mailed no fewer than five (5) days nor more than thirty (30) 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. 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 Electronic Means.

Members of the Board may participate in a meeting through use of telecommunications software that allows at minimum all members participating in such meeting to 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 their 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 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 their removal with representation by counsel of their choosing. Absence for three (3) consecutive meetings may be cause for removal of a Board member.

Section 6.13. Resignation. Any director may resign at any time by delivering written notice to the Unit 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 **OFFICERS**

Section 7.1. Designations. The officers of the corporation shall be a Unit President, a Vice-President, a Secretary, and a Treasurer. All officers shall be elected by the Board of Directors. Officers shall hold office until their successors are elected and qualified.

Section 7.2. Unit President. The Unit 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 Unit President by the Board of Directors.

Section 7.3. Vice President. During the absence or disability of the Unit President, the Vice President shall exercise all the functions of the Unit 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. The Secretary need not be a member of 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. The Treasurer need not be a member of 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 person it may select.

Section 7.7. Removal. An 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 such impeachment charges are brought will be notified in writing (which may be electronic) of the charges at least 10 days prior to the meeting and will have an opportunity to be heard by the board. Absence for three (3) consecutive meetings may be cause for removal of an Officer.

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 but may be authorized to receive reimbursement of expenditures 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 Unit 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. The resignation of an officer does not necessarily mean the officer is resigning their position as a director should they also hold that position.

ARTICLE VIII
COMMITTEES

Section 8.1. Establishment. The Unit 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 the Unit President 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 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.

Section 8.3 Other Committees. Other committees shall be established at the discretion of the Unit 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

These bylaws may be amended, altered, or repealed and new bylaws may be adopted by a vote of the majority of the members present at any meeting of the members at which a quorum is present, and not otherwise.

ARTICLE X
INDEMNIFICATION

To the full extent permitted by the Minnesota Nonprofit Corporation Act, as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whenever and by whomever brought (including any such proceeding, by or in the right of the corporation), whether civil, criminal, administrative, or investigative, by reason of the fact that the person is or was a member, director, or officer of the corporation, or the person is or was serving at the specific request of the Board of Directors of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by the corporation by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee, , or agent of another corporation, partnership, joint venture, trust, or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust, or other enterprise . The indemnification provided by this Article shall inure to the benefit of the

heirs, executors, and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the Bylaws

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. 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.

Section 11.6. 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 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.

CERTIFICATION OF THE BOARD OF DIRECTORS

The undersigned hereby certifies (i) I am the 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 twentieth day of August, 2020, and in accordance with the laws of the State of Minnesota, 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 the twentieth day of August, 2020.

By: _____

Warren E. Nelson, President, Unit 103