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BYLAWS – FARTHEST NORTH UNIT 426

Article I - Purposes and powers

(a) Main purpose (ACBL Unit 426). The Corporation's main purpose is to serve as Unit 426 of the American Contract Bridge League (ACBL).

(b) Other purposes and powers. The Corporation has all powers that a nonprofit corporation may have under Alaska law and may engage in any activities that are not incompatible with the Corporation's role as a Unit of the ACBL. The Corporation should promote the ACBL and competitive duplicate contract bridge, including sponsoring or supporting a club and club games; supporting ACBL charity programs; conducting tournaments; teaching and mentoring; and fund-raising.

(c) Activities of tax-exempt organization. If the Corporation has tax-exempt status under federal law (for example, under IRC § 501(c)(3) or (4)), the Corporation will comply with limitations imposed by federal law on the activities of a tax-exempt organization.

Article II - Members and memberships

(a) Membership determined by ACBL. Membership in the Corporation is determined by ACBL requirements for membership in a Unit.

(b) Members' voting rights. Members have a right to vote for and elect Directors as provided in **Article III(g) (regular elections at annual meeting) and Article III(j)(1)[ii] (meeting convened to elect Director(s) when there are no Directors)** and to amend Bylaws and Articles of Incorporation as provided in **Article VI**. Members do not have a right to vote on any other matter. The Board may request an advisory vote of members on any matter, but members cannot compel an advisory vote.

(c) Membership meetings.

(1) Annual membership meeting. The Corporation holds an annual membership meeting once during each calendar year, preferably on a Saturday or Sunday in September. The Board ordinarily convenes the annual meeting, but if the Board has not set a date as of August 31, any 5 members may convene the meeting.

(2) Other meetings. The Corporation may hold other membership meetings as needed. The Board or any 5 members may convene an other membership meeting.

(3) Notice of meeting. The Corporation gives members reasonable notice of a membership meeting.

Reasonable notice means either (a) written notice mailed at least 10 days before the meeting, or (b) some other method(s) of communication (such as posting notice on the Corporation's website, sending notice by email or other electronic means, hand delivering notice, or telephoning members) that actually informs most members of the meeting at least 7 days before the meeting. Notice ordinarily includes an agenda that lists the topics to be addressed at the meeting. The Board is responsible for giving notice, but any member may give notice if the Board fails to do so.

(4) Objection to reasonableness of notice. A member who attends a meeting waives objection to the adequacy of notice unless, upon arriving at the meeting, the

member gives a written notice stating the reason(s) for the objection to the person presiding at the meeting. That person promptly decides whether to continue, recess, or adjourn the meeting. A member who misses a meeting because the member did not receive reasonable notice waives objection to the adequacy of notice unless the member gives a written objection to a Director within 10 days after learning of the meeting. The Board determines what action, if any, the Corporation takes in response to a timely objection.

(5) Who may attend a membership meeting.

[i] Members. A member is entitled to attend a membership meeting. If, however, a member unreasonably disrupts a meeting, the person presiding at the meeting may exclude the disruptive member from the meeting.

[ii] Nonmembers. The person presiding at a meeting may allow, limit, or forbid attendance by nonmembers unless the Board previously established a nonmember attendance policy for the meeting (in which case the Board's policy controls).

(6) Quorum for membership meetings. A quorum is 10 members or 20% of the number of members, whichever is less.

(7) Absentee Voting. Absentee Voting is allowed.

(Amended September 2015)

(8) Telephonic and other remote participation. The Corporation may (but is not required to) make arrangements to enable a member or other person to attend a meeting from another location (for example, by teleconference or internet conference).

Article III - Directorships and Directors.

(a) Management by Board. The Corporation is managed by a Board of Directors.

(b) Number (5) and designation of Board Seats. The Corporation has 5 directorships and ordinarily should have 5 Directors. The Directors collectively constitute the Corporation's Board of Directors.

(c) How Directors are chosen. The Corporation chooses Directors in 3 ways:

(1) Members elect Directors at an annual membership meeting (see Article III(g));

(2) If a vacancy occurs, the Board appoints a member to fill the vacancy (see Article III(j)(1)[i]); and

(3) If there are no Directors, members convene a membership meeting and elect at least one Director (see **Article III(j)(1)[ii]**).

(d) Eligibility.

(1) Members only. Only members are eligible to serve as Directors.

(2) No term limits or other limits. There are no term limits. A member may serve as a Director regardless whether or when the member has previously served as a Director and regardless whether the member has previously resigned as, or has been removed as, a Director.

(e) Term.

(1) Staggered terms. Two Directors are elected in even numbered years. Each of these Directors serves until members elect a replacement (or re-elect the incumbent) at an annual membership meeting for an

even-numbered year. Three Directors are elected in odd-numbered years. Each of these Directors serves until members elect a replacement (or re-elect the incumbent) at an annual membership meeting for an odd-numbered year.

(2) Length. A Director serves a nominal term of 2 years. The exact length of a Director's term may vary depending upon the dates of annual membership meetings and other factors (for example, whether the Corporation fails to convene an annual membership meeting and whether members fail to elect Directors at an annual membership meeting).

(f) Candidates.

(1) Nomination. A member may nominate a candidate in any manner that informs the Corporation of the candidate's interest in serving as a Director (including nomination from the floor at a meeting and self-nomination). The time for making nominations must remain open until after the annual membership meeting begins.

(2) Write-ins allowed. Write-in candidates are allowed.

(g) Election procedure at annual membership meeting.

(1) Voting and ballot. Members vote by written secret ballot. The ballot names all candidates. The ballot may contain a space for write-in candidates. Ballots are counted, and results announced, immediately. Irregularities in the voting procedure are disregarded if the procedure was nonetheless fair.

(2) Most votes wins; tie-breaking procedures. The candidates who receive the most votes win. If there is a tie, the Corporation holds a runoff election (usually immediately). If the runoff election results in a tie, that tie is broken by random selection (for example, a coin toss or shortstraw drawing).

(h) Resignation. A Director may resign at any time by giving written notice of resignation to an Officer (or, if there are no Officers, to any other member). A Director who resigns may not withdraw the resignation (but the resigned Director may be reelected by appointment under **Article III(j)(1)[i]**).

(i) Removal and suspension.

(1) Removal when membership terminates intentionally. A Director who intentionally terminates the Director's membership is automatically removed as of termination.

(2) Suspension when membership terminates unintentionally. A Director who unintentionally or carelessly terminates the Director's membership (for example, by not timely paying ACBL dues), but who promptly reinstates membership after the termination is brought to the Director's attention, is suspended for the period during which the Director is not a member. When the suspended Director's membership is reinstated, the Director's suspension is vacated retroactively to the time of suspension.

(4) Removal by other Directors. A Director may be removed, with cause, by a unanimous vote of all other Directors. Directors are encouraged to discuss and try to resolve their differences before voting to remove a Director.

(5) No removal by members. Members cannot remove a Director.

(j) Vacancy on the Board.

(1) Filling a vacancy.

[i] Appointment by the Board. If a vacancy occurs, the Board ordinarily appoints a member to fill the vacancy. An appointed Director serves the rest of the prior Director's term.

[ii] By members if no Directors. If the Corporation has no Directors (for example, because all Directors have resigned), members convene a membership meeting and elect at least one Director (after which the Board fills any remaining vacancy).

(2) Effect of vacancy on Board's authority. The Board's authority to act is not affected by a vacancy unless there are fewer than three Directors, in which case the only action that the Board can take is to appoint another Director.

(k) Board meetings.

(1) Annual meeting. The Board holds an annual Board meeting, ordinarily within 30 days after the annual membership meeting.

(2) Other meetings. The Board ordinarily meets at least quarterly (the annual meeting counts as a quarterly meeting) and may hold other meetings as needed. The Board must convene a meeting at the request of the number of Directors that constitutes a quorum (**see Article III(k)(8)**).

(3) Informal gatherings. The Board and groups of Directors may gather and confer informally without convening a meeting and without giving notice.

(4) Notice of Board meeting.

[i] Who is responsible. The President is responsible for notifying Directors and members of a Board meeting. If the President does not give notice of a meeting, any Director may give notice.

[ii] Procedure for giving notice. Directors and members should receive whatever notice is reasonable under the circumstances. Reasonable notice to Directors ordinarily means notice by email, telephone, or in-person contact at least 7 days before the meeting, and reasonable notice to members ordinarily means posting notice on the Corporation's website at least 7 days before the meeting.

(5) Objection to reasonableness of notice. An objection to reasonableness of notice is made, waived, and dealt with in the same manner as an objection to notice of a membership meeting (**see Article II(c)(4)**).

(6) Who may attend a Board meeting.

[i] Members. A member is entitled to attend a Board meeting, except while the Board is in executive session (**see Article III(k)(10)**). If, however, a member unreasonably disrupts a meeting, the person presiding at the meeting may exclude the disruptive member from the meeting.

[ii] **Nonmembers.** The Board may allow, limit, or forbid attendance by nonmembers at a Board meeting.

(7) No proxies at Board meetings. A Director may not attend by proxy or vote by proxy at a Board meeting.

(8) Quorum. The number of Directors required for a quorum at a Board meeting depends on whether there is a vacancy on the Board of Directors:

5 or 4 Directors = 3 for a quorum

3 or 2 Directors = 2 for a quorum

1 Director = 1 for a quorum

A Director who attends by proxy is counted to determine whether a quorum is established. Once a quorum is established, the quorum continues for the rest of the meeting even if one or more Directors leave.

(9) Telephonic and other remote participation. The Board may (but is not required to) make arrangements to enable a Director, member, or other person whose input is desired to attend a meeting from another location (for example, by teleconference or internet conference).

(10) Executive session. The Board may meet in executive session to discuss a matter that, in the Board's judgment, should not be discussed in open session

(11) Voting and percentage required.

[i] At a meeting (majority of those voting). When the Board votes on a matter at a meeting, the matter is approved if more than 50% of the Directors who vote approve the matter (ties fail and abstentions don't count) unless another provision of these Bylaws requires a different number.

[ii] Without a Board meeting (unanimous consent).

For any matter on which Directors must or may vote at a Board meeting, the Directors may act by unanimous written consent without convening a meeting. The Directors' action by unanimous written consent has the same effect as a unanimous vote at a properly-convened Board meeting.

(l) Matters that require Board approval. The following matters require Board approval (in addition to any matters for which approval is required by some other provision of these Bylaws):

(1) Any purchase, contract, or other action that obligates the Corporation to spend more than \$250;

(2) Authorizing a person to sign checks on, or to make withdrawals from, a Corporation account at a bank or other financial institution; and

(3) Paying stipends to volunteers. The Board may (but is not required to) act on matters that do not require Board approval.

(m) Committees.

(1) Executive committee. The Board of Directors may create an executive committee that consists of 2 or more Directors. The Board may delegate any or all of the Board's authority to the executive committee.

(2) Other committees. The Board may create and staff other committees as needed. Anyone (including a nonmember) is eligible to serve on a committee (except the executive committee).

(n) Compensation (none) & reimbursement for expenses. A Director serves as a volunteer and is not paid for his or her service. The Corporation may (and ordinarily should)

reimburse a Director for reasonable expenses that the Director incurs.

Article IV - Offices and officers.

(a) Designation of offices.

(1) Four mandatory offices. The Corporation must have at least 4 offices: President, Vice-president, Secretary, and Treasurer.

(2) Optional offices. The Board may create and abolish other offices as needed.

(b) Eligibility.

(1) For mandatory offices. Only Directors are eligible to serve as President, Vice-president, Secretary, and Treasurer unless no Director will serve for one of these offices. If no Director will serve for one of these offices, any member is eligible to serve for that office.

(2) For optional offices. If the Board creates an optional office, the Board determines the criteria for eligibility to serve in that office. The criteria need not include membership in the Corporation.

(3) Holding multiple offices. An Officer may hold more than one office at the same time, except the offices of President and Secretary.

(4) No term limits or other limits. There are no term limits. An otherwise-eligible person may serve as an Officer regardless whether or when the person has previously served and regardless whether the person has previously resigned as, or has been removed as, an Officer.

(c) Term.

(1) Mandatory offices. The President, Vicepresident, Secretary, and Treasurer serve a nominal term of 1 year. The exact length of these Officers' terms may vary depending upon the dates of the annual Board meeting and other factors (for example, whether the Corporation fails to convene an annual Board meeting and whether the Board fails to elect Officers at an annual meeting). Each of these Officers serves until Directors elect his or her replacement (or re-elect the incumbent) at an annual Board meeting.

(2) Other offices. If the Board creates an optional office, the Board determines the length of that Officer's term.

(d) Election of Officers.

(1) Time of election. The Board elects a President, Vice-president, Secretary, and Treasurer at the annual Board meeting. The Board elects other Officers (if any) at any time.

(2) Procedure. Directors nominate candidates for President, Vice-president, Secretary, and Treasurer. A Director may nominate himself or herself. The Board may approve a slate of candidates by unanimous consent. If the Board does not approve a slate by unanimous consent, the Board votes first for President, then for Vice-president, then for Secretary, and finally for Treasurer. A candidate may vote for himself or herself.

(e) Resignation. An Officer may resign at any time by giving written notice of resignation to any Director (or, if there are no Directors, to any other

member). An Officer who resigns may not withdraw the resignation (but the resigned Officer may be reelected).

(f) Removal and suspension. An Officer is removed or suspended in the same manner as a Director (see Article III (i)).

(g) Vacancy. If the office of President is vacant, the Vice-president becomes President. If the office of Vice-president, Secretary, or Treasurer is vacant for any reason between annual meetings, the Board fills the vacancy using the same procedure as is used at the annual meeting (see Article IV(d)(2)).

(h) Officers' duties.

(1) President. The President is generally responsible for overseeing the Corporation's affairs, including notifying Directors and members of Board meetings and membership meetings and presiding at (or designating another Officer or other person to preside at) meetings.

(2) Vice-president. The Vice-president is generally responsible assisting other Officers with the Corporation's affairs.

(3) Secretary. The Secretary is generally responsible for maintaining the Corporation's books and records, including keeping minutes of Board meetings and membership meetings and overseeing correspondence.

(4) Treasurer. The Treasurer is generally responsible for the Corporation's finances.

(5) Other Officers. Other Officers (if any) have whatever duties the Board assigns to them.

(6) Delegation of duties. Officers' duties are delegable, but delegation does not relieve an Officer of responsibility for the timely, adequate performance of the Officer's duties.

(i) Compensation (none) and reimbursement for expenses. An Officer serves as a volunteer and is not paid for his or her service. The Corporation may (and ordinarily should) reimburse an Officer for reasonable expenses that the Officer incurs.

Article V - Parliamentary procedure. The Corporation uses Robert's Rules for conducting membership meetings and Board meetings.

Article VI - Amending the Articles and Bylaws.

(a) Members approve amendments. Amendments to the Articles of Incorporation and to these Bylaws may be offered by any member and must be approved by members.

(b) Notice of proposed amendment. Notice of a proposed amendment (including the text of the proposed amendment) must be included in the notice of the meeting at which the amendment will be considered.

Article VII - Bylaws are severable. These Bylaws are severable. If a provision of these Bylaws is invalid, that provision will be disregarded. The remaining provisions will remain in effect.

ADOPTED Sept. 20, 2009.

AMENDED Sept. 13, 2015