

## **BYLAWS**

### **CORNHUSKER UNIT #241, INC.**

#### **Article I** **Offices**

The Board of Directors (the "Board of Directors") of Cornhusker Unit #241, Inc. (the "Corporation") shall designate the Corporation's principal office and such other offices as may be appropriate.

#### **Article II** **Members**

Section 1. Membership. Any person residing within the Corporation's jurisdiction (as determined by the American Contract Bridge League ("ACBL")) and who has paid current dues to the ACBL may be a Member of the Corporation. Membership of an individual may be denied by action of the ACBL.

Section 2. Non-discrimination. No person otherwise qualified to be a Member of the Corporation may be denied membership by reason of the person's race, creed, color, age, sex, sexual orientation, religion, national origin or any other matter unrelated to the Corporation's purposes.

Section 3. Annual Meeting. Beginning in 1991, the Corporation's Members shall meet annually at a time and place to be determined by the Board of Directors. At its annual Meeting, the Members may select a person (the "Presiding Member") to govern the proceedings at the Annual Meeting, which may include any matter relating to the operations of the Corporation. At the next meeting of the Board of Directors, the Presiding Member shall submit a written report of the recommendations made by the Members to the Board of Directors. No recommendation of the Members shall bind the Board of Directors.

Section 4. Special Meetings. A Special Meeting of the Corporation's Members may be called by action of the Board of Directors for any reason; the Board of Directors shall call a Special Meeting whenever directed to do so by a petition stating the reason(s) for such Special Meeting signed by twenty (20) Members which shall have been delivered to the Corporation's Secretary. Written notice of a Special Meeting shall be posted at each place where proprietary bridge games are played (including the Corporation's principal office) for at least thirty (30) days, and shall clearly state the date, place, time and specific issues to be considered at such Special Meeting.

Section 5. Quorum; Voting; Proxies. At any meeting of the Members, twenty (20) Members shall constitute a quorum, and all decisions shall be made by a majority of these persons in attendance. No Member shall be entitled to vote by proxy.

### **Article III** **Board of Directors**

Section 1. Objective. Subject to (i) the law of the State of Nebraska, (ii) the Articles of Incorporation, and (iii) these Bylaws, the Board of Directors shall have and may exercise all control and management of the property and affairs of the Corporation.

Section 2. Composition of Board of Directors. The Board of Directors shall consist of seven (7) Directors, each of whom must be a Member of the Corporation. To the extent the Board of Directors is comprised of any number of Directors different than seven (7), the Board of Directors shall determine an appropriate method by which the number of Directors is changed.

Section 3. Successive Terms; Tenure. A Member may be elected to serve any number of successive terms as a Director. Once elected, a Director shall serve on the Board of Directors for a term of two (2) years and until the Director's successor has been elected or appointed.

Section 4. Vacancies; Removal. Whenever a vacancy on the Board of Directors shall occur for any reason, including a change in the number of Directors to comprise the Board of Directors, the remaining Directors shall nominate and elect by simple majority of the remaining Directors a successor Director, and that Director shall serve for the unexpired term. Any remaining Director may submit a name in nomination for such vacancies.

The Board of Directors may remove a Director upon written notice to the Director, and a determination made by two-thirds (2/3) majority of the remaining Board of Directors that the Director's acts constitute fiscal misappropriation of the Unit's funds and fraud.

Section 5. Quorum; Voting; Proxies. Five (5) Directors shall constitute a quorum for the transaction of business. Unless otherwise prohibited by the Articles of Incorporation or these Bylaws, a majority of those Directors in attendance shall have the power to take any action necessary to dispose of a matter being considered by the Board of Directors. The Presiding Officer of the Board of Directors shall not vote on any matter except to break a tie vote by the Directors present and voting nor shall the Presiding Officer vote to create a tie on any matter before the Board. No vote by proxy shall be allowed on matters considered by the Board of Directors.

Section 6. Officers. The officers of the Board of Directors shall be (i) President, (ii) Vice President, (iii) Secretary, and (iv) Treasurer. The election of officers by the Directors shall be the first order of business at the regular January meeting following the election of Directors. The officers shall have the following duties:

(a) President: The duties of the President shall be (i) to preside at all meetings of the Board of Directors, (ii) to appoint any committee established by the Board of Directors, and (iii) to cause any resolution adopted by the Board of Directors to be implemented.

(b) Vice President: The duties of the Vice President include the performance of the duties of the President whenever the President shall be unable to perform his/her duties.

(c) Secretary: The duties of the Secretary shall be (i) to keep an accurate written record of the actions taken by the Board of Directors, (ii) to notify the Directors and Members, as the case may be, of meetings, and (iii) to manage all written communication on behalf of the Corporation.

(d) Treasurer: The duties of the Treasurer shall be (i) to keep accurate written records of the financial condition of the Corporation, (ii) to prepare and deliver a written monthly statement of such financial condition to the Board of Directors, and (iii) to manage the record keeping of the financial position of the Corporation.

Whenever an Officer shall be unable to perform the duties of his/her position, the Directors shall nominate and elect by simple majority a Director to fill the vacated office.

Section 7. Meetings. The Board of Directors shall schedule regular meetings on a day, to be determined by the Directors, not less than six (6) times annually. Upon not less than twelve (12) hours verbal notice delivered to each Director. The President or any five (5) Directors may call a Special Meeting of the Board of Directors for any reason.

Section 8. Committees. The President of the Board of Directors may appoint Directors and/or Members to such committees as the President determines to be necessary and appropriate.

#### **Article IV** **Election of Directors**

Section 1. Objective. In even numbered years, four (4) nominated Members shall be elected as Directors of the Corporation. In odd numbered years, three (3) nominated Members shall be elected as Directors of the Corporation.

Section 2. Nomination Process. A Member may be nominated for a position as a Director on the Board of Directors by the submission of a Nomination form signed by the nominee and submitted to the Unit Secretary by November 20.

The Secretary shall thereafter determine (or cause the determination) whether each Nomination form is properly submitted. The Secretary shall then prepare the definitive ballot for the election of Directors.

Section 3. Election Process. Each Member shall be entitled to vote, once, for the new Directors of the Corporation. The Board of Directors shall determine the period during which the Members may vote, such voting period being at least thirty (30) days. The Members shall have the right to vote at any location where the majority of duplicate bridge is played within the jurisdiction of the Corporation, and the Member must submit his/her ballot in a sealed envelope bearing his/her printed name, signature, and ACBL number. In the event that, at the end of the Nomination Process, the number of candidates is equal to or less than the number of openings on the board the Board of Directors may cancel the election. The candidates will then be elected by acclamation

Section 4. Election Determination. The Secretary shall be responsible for (i) the determination

that each Member has voted no more frequently than once, (ii) the counting (or causing the counting) of the cast ballots, and (iii) the reporting of the results to the Board of Directors at the next regularly scheduled meeting. Newly elected Directors shall take office at the regular January meeting of the Board of Directors. The Board of Directors shall resolve any dispute arising in the course of an election.

**Article V**  
**Contracts, Loans and Bank Accounts**

Section 1. Contracts. The President, or any officer whose authority is evidenced by a resolution of the Board of Directors, may execute and deliver any instrument on behalf of the Corporation.

Section 2. Loans. Unless specifically authorized by the Board of Directors, neither the Corporation nor any Member shall be authorized to enter into any agreement by which the Corporation becomes indebted. The Corporation shall not lend any of its funds to a Member.

Section 3. Bank Accounts. The President, with the approval of the Board of Directors of the Corporation, may select a bank, or other financial institution, to be used for the purpose of holding any of the Corporation's accounts. Monies deposited in any account owned by the Corporation shall be withdrawn by an instrument signed by such officers and in such manner as the Board of Directors may from time to time determine.

**Article VI**  
**Fiscal Year**

The fiscal year of the Corporation shall begin on January 1st and end on December 31st of each year.

**Article VII**  
**Amendment of Bylaws**

These Bylaws may be amended by a two-thirds (2/3) vote of the entire Board of Directors.

**Article VIII**  
**Indemnification**

The Corporation shall, to the extent of the Corporation's assets, indemnify each of the Directors, officers and employees regardless of whether that person is then serving as a Director, officer or employee, against reasonable expenses (including attorney's fees), costs, judgments as may have been actually incurred in connection with or arising from conduct undertaken for the benefit of the Corporation. This indemnification shall not be accorded to any person finally adjudged to have been derelict in the performance of his/her duties as a Director, officer, or employee. This indemnification right shall include reimbursement for the amounts paid and expenses incurred in settling or compromising a proceeding brought against an indemnified person, when such disposition appears to the Board of Directors to be in the best interests of the Corporation, and shall not be exclusive of other rights to which the indemnified person may otherwise be entitled

as a matter of law.

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**CERTIFICATION**

The foregoing Bylaws were adopted by a two-thirds (2/3) vote of the Board of Directors at a meeting held on 30 April 2011. The foregoing Bylaws were amended by a two-thirds (2/3) vote of the Board of Directors at a meeting held on 24 August 2019.

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Secretary

Revised as of 24 August 2019