

**BYLAWS  
Of The  
Lake Norman Bridge Center (LNBC)**

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**ARTICLE I**

**Name/Purposes/Offices**

**Section 1.1 Name.** The name of this organization shall be the **LAKE NORMAN BRIDGE CENTER** and referred to in these bylaws as “LNBC” or “Center”.

**Section 1.2 Incorporation.** The LNBC is incorporated as a nonprofit corporation under applicable federal laws and in compliance with IRS section 501(c)(3) as well as applicable North Carolina State nonprofit organization laws. The LNBC will be governed in accordance with all applicable federal and state laws that apply to nonprofit organizations.

**Section 1.3 Purposes.** The purposes for which the LNBC is organized are: to educate the membership through classroom instruction, public discussion forums, workshops and competition in the game of contract bridge; to actively promote youth and college bridge education in order to compete in national and international competition; to promulgate high standards of conduct and ethics to its members; to provide organized bridge activities and services to compliment both the public goals of the local township/community and permitted by the American Contract Bridge League (ACBL) and to conduct and/or participate in various health tests that would benefit public health ( an example would be to determine the extent that bridge activity could be used to cure or postpone the onset of dementia type illnesses).

**Section 1.4 Registered Office and Registered Agent.** The registered office of the corporation shall be located in the State of North Carolina 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. The current registered agent and registered office are:

John F. Smith  
9339 Kestral Ridge Dr.  
Charlotte, NC 28269

## **Article II**

### **American Contract Bridge League**

The Center is a separate legal entity that interacts with the American Contract Bridge League (ACBL) charter process and exists for the conduct of sanctioned bridge activities. The bridge activities are an integral part of the purposes outlined in Article I of these bylaws. As such, the Center shall conduct its bridge related activities in a manner consistent with the rules, regulations, policies, procedures and bylaws of the ACBL.

## **Article III**

### **Center Jurisdiction**

The geographical area which the Center shall have jurisdiction is such area as is presently or may in the future be assigned to it by the Board of the LNBC. The Center recognizes that the ACBL is an integral part of the unit activities and as such has final and undisputed authority over sanctioned bridge activities. However, the Center conducts other activities within the State of North Carolina as depicted in Article I in which the ACBL has no jurisdiction and/or authority. These activities are controlled by applicable State and Federal laws.

## **Article IV**

### **Membership**

**Section 4.1 Members.** The LNBC has adopted a racially nondiscriminatory policy that applies to all members, students, donors and programs. With respect to the ACBL; any person who is a member of the ACBL and resides within the geographical area in which this corporation has jurisdiction may become a voting member of the Center; provided they meet the voting membership requirements as set forth in these bylaws. A voting member need not be a member of the ACBL to become a member of the LNBC. In order to become a voting member of the Center, individuals must have attended at least one Center sponsored activity per month in three of the last six months.

**Section 4.2 Rights and Obligations.** In accordance with the procedures established by the LNBC Board of Directors, the members of the Center shall have voting rights and any other legal rights or privileges in connection with the governance of the LNBC. All participants in LNBC activities 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 LNBC Board of Directors.

**Section 4.3 Termination of Membership.** A member shall remain a member of the LNBC until he/she changes their residency to a place outside the jurisdiction of the LNBC, resigned or voted out by the LNBC Board of Directors for standards of conduct and/or ethics that in the board's sole discretion are contrary to the accomplishment of the purpose(s) of the Center as indicated in Article I.

## **Article V**

### **Membership Meetings**

**Section 5.1 Annual Meeting.** From the time that these bylaws are approved by the Board, the Annual Meeting of the LNBC shall be held in the last quarter of each calendar year at such time and place as may be fixed by the President (or the board). 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 create a forfeiture or dissolution of the LNBC or invalidate any action taken by the Board of Directors or Officers of the Center. If for some reason the annual meeting is not conducted within six (6) months of the required time-frame, all board members will be replaced during a special election.

**Section 5.2 Special Meetings.** Special meetings of the membership of the LNBC 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 25% of the members entitled to vote. The sole exception to this provision is the requirements set forth in Sec 5.1 of these bylaws.

**Section 5.3 Place of Meeting.** All membership meetings of the Unit will 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 15 days nor more than 60 days before the date of the meeting, or at the direction of the President (and/or majority of the Center Board of Directors) to the last known address of each member entitled to vote. In the event that these timelines of meeting notification conflict with the State regulations that govern notifications, the State guidelines will take precedence.

**Section 5.5 Quorum.** Fifteen voting members in good standing of the LNBC shall constitute a quorum at any meeting of the membership. This includes the Board members.

**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, interests and other affairs of the LNBC shall be vested in its Board of Directors. Among the powers conferred to the Board are the power to impose sanctions, the authority to delegate non-policy making authority to members who are not directors and in general, to take such actions as are necessary from time to time to further and implement the purposes and aims of the LNBC as set forth in Article I. The Board of Directors is the sole judge of its 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/her duties as a Director. Non profit Board members operate under well established principles of both Federal and State law and regulations. The Board is responsible for knowing and complying with all of these applicable laws. Besides compliance with the above mentioned laws, Board members must meet certain standards of conduct in carrying out their responsibilities.

**Section 6.3 Nominations and Election of Directors.** At a time reasonably in advance of each annual meeting of the LNBC, 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 expire at the end of the year. The members shall, by affirmative vote as required by the provisions of Section 5.5 of these bylaws, elect the requisite number of Directors from the list of nominees.

**Section 6.4 Number.** The Board of Directors shall consist of five (5) members. The Directors must be voting members of the LNBC and be in good standing with the Center.

**Section 6.5 Term of Office.** After Certification of these bylaws, all Directors shall be elected for two (2) year terms. The maximum number of consecutive terms is two for any Director. The terms are to commence on January 1<sup>st</sup> of the year following the election. Election of Directors will be in alternate years; two (2) Directors during 2012 and assuming office on 01/01/2013 and three (3) Directors during 2013 and assuming office on 01/01/2014. The election of officers will continue in this manner. All 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 in compliance with State law applicable to nonprofit organizations. Regular meetings shall be held, with proper notice, not less frequently than once per year. Special meetings of the Board may be called by the President or the Board. For a Board member to request a Special Meeting, it requires the written request of three (3) or more Board members. Members of the Board may participate in a meeting by means of a conference telephone or similar communications by which all members participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at the 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 10 days nor more than 30 days prior to the date of the Board meeting. Notice may be provided by e-mail to voting members who so consent and the notice is in compliance with state statutes.

**Section 6.8 Notice of Waiver.** 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 within 10 days after the time stated for the meeting, shall be equivalent to the giving of notice.

**Section 6.9 Participation in Meeting by Conference Telephone.** Members of the Board may participate in a meeting through the use of conference telephone or similar communications equipment, as long as members participating 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 the 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. This appointment does not count as a term and therefore the appointee may still be elected for two consecutive terms.

**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 removal must be submitted with notice of said meeting and said Director shall have a reasonable opportunity at said meeting to object and argue his/her removal with representation by counsel of his choosing and expense.

**Section 6.13 Resignation.** Any Director may resign at any time by delivering written notice to the other Board members, or by giving oral or written notice at a meeting of the Board of Directors. A Director's resignation will take effect upon delivery of such notice unless the Board approves an extension and consented to by the person resigning. 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 elected by the Board of Directors for a term of two years or unless removed sooner by the Board. The officers minimally will consist of a President, (2) Directors, a Secretary, and a Treasurer ( Total of 5 Board members).. Officers shall hold office until their successors are elected and qualified unless removed by the Board. In the event that the Board has a vacant position, normal activities can be approved. However, actions that change the approved Articles or bylaws require a minimum of 5 Board members to vote.

**Section 7.2 President and Executive Director.** 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. A Director may not serve as President for more than two (2) consecutive years.

**Section 7.3 Director of Education.** During the absence or disability of the President, the Director of Education shall exercise all of the functions of the President. This Director 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 Director of Administration.** The Director of Administration/Secretary shall issue notices for all meetings, shall keep minutes of all meetings, shall have charge of all corporate books, and shall make such reports and perform such other duties as are incident to the office, or are properly required by the Secretary by the Board of Directors.

**Section 7.5 Director of Finance.** The Director of Finance/Treasurer shall have 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 just demands against the corporation or as may be ordered by the Board of Directors and shall render to the Board 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 other such duties as are incident to the office or are properly required by the Board of Directors.

**Section 7.6 Director of Marketing.** In addition to the Board members listed above, there will be an elected 5<sup>th</sup> Board member whom the President may assign duties that are deemed necessary to operate the corporation. This Board member will be elected by the members as indicated in other areas of these bylaws and serve a two year term.

**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 provisions of these bylaws; the Board of Directors may, from time to time, delegate the powers or duties of such officers to any other officer, Director or other person(s) it may select.

**Section 7.8 Removal.** The Board of Directors at its sole discretion may remove any officer for cause under the process outlined in Section 6.12 of these bylaws.

**Section 7.9 Vacancies.** In any case any office shall become vacant by reason of death, resignation, or removal or otherwise, the Directors then in office may appoint a successor or successors for the unexpired term.

**Section 7.10 Compensation and Reimbursement of Officers.** The officers of the Center shall serve without compensation but may be authorized to receive reimbursement of expenditures made on behalf of the Center.

**Section 7.11 Resignation of Officers.** See Section 6.13 of these bylaws.

## **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 the committees need not be members of the Board of Directors. The committee may or may not be delegated governing powers. The authority level of the committee will be established by the Board when the committee is formed.

**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 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 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 for one (1) year and until a successor is appointed or the committee is sooner dissolved.

## **Article IX**

### **Amendment of the Bylaws**

These bylaws may be amended, altered or repealed and new laws may be adopted by a vote of 2/3 of the voting members present at any meeting of the members at which a quorum is present and the meeting has met the required notification period. Any and all proposed changes to the bylaws must have been included in the meeting announcement.

## **Article X**

### **Indemnification**

The Center shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, Director, or employee of the Center against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement penalties, reasonably incurred by or imposed upon such person in conjunction with any threatened, pending or completed action, suit, or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Center; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Center and indemnified officers, Directors and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, Director or employee under this Article shall apply to such officer, Director or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

## **Article XI**

### **Miscellaneous**

**Section 11.1 Publication.** The official publication of the Center as well as all advertising materials that promote the Center must be approved in writing by the Board prior to its publication.

**Section 11.2 Inoperative Portion.** If any 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 female and the singular shall encompass the plural or vice versa. The headings are solely for the purpose of 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 Center shall keep correct and complete books and records or 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 Jan 1<sup>st</sup> through Dec 31<sup>st</sup> of each calendar year.

**Section 11.6 Loans.** The Center will not make any loans to any Director or officer. Any Director or officer who assents or participates in the making of any such loan shall be liable to the Center for the amount of such loan until the repayment thereof.

**Article XII**

**Dissolution and Non-Profit 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 non-profit purposes. On the dissolution or winding up of this Corporation, assets after payment of or provision for payment of all debts and liabilities of this Corporation shall be in a manner directed by judgment of a court of appropriate jurisdiction.

**Certification:**

The undersigned hereby certifies that the Lake Norman Bridge Center; a nonprofit corporation, has adopted the aforementioned bylaws. These bylaws are a true, correct and complete copy of the bylaws adopted at a duly held membership meeting on the \_\_\_\_ day of \_\_\_\_\_, 2011, and in accordance with the laws of the State of North Carolina. These bylaws are in full effect hereof as of this date, \_\_\_\_\_, and have not been amended on or subsequent to this date.

**Lake Norman Bridge Center**  
A North Carolina nonprofit center

By: \_\_\_\_\_  
Cathy Haisfield, Secretary

In Witness Whereof, I hereunto execute this Certificate in my official capacity on \_\_\_\_\_, day of \_\_\_\_\_ 2011.

Submitted by: \_\_\_\_\_  
John F Smith  
Authorized Representative  
(704)992-1260