

**BYLAWS
OF
KIVA WEST DUPLICATE BRIDGE ASSOCIATION**

Article I - General

- Sect. A: Name.** The name of this organization shall be Kiva West Duplicate Bridge Association (the "Association").
- Sect. B: Purpose.** The purpose of the Association shall be to conduct duplicate bridge games for the benefit, education, recreation and betterment of the Sun City West and surrounding communities, the Association's members and its guests.
- Sect. C: Organization.** The Association shall govern itself in accordance with the laws of the State of Arizona, its Articles of Incorporation, and these Bylaws.
- Sect. D: Registered Office and Registered Agent.** The Association shall maintain a registered office and registered agent in the State of Arizona. The registered office may, but need not be, the same as any of its places of business. The identity and address of the registered agent may be changed from time to time by notifying the Arizona Corporation Commission pursuant to the provisions of the Arizona Nonprofit Corporation Act (the "ANCA").

Article II - Membership

- Sect. A: Class of Members.** There shall only be a single class of membership in the Association and it shall be available to all residents of Sun City West, Arizona. All rights, obligations and interests of the members of the Association (the "Members") are set forth in these Bylaws.
- Sect. B: Precondition to Membership.** There shall be no other precondition for membership, nor will members be required to join any national, state, or regionally affiliated organization.
- Sect. C: Rights and Interests.** Members have only a single right and that is to vote for the members of the Board of Directors of the Association (the "Board of Directors"). Those Members in good standing at the time the notice of a meeting is issued for a meeting at which a vote will be taken for any vacancy that exists or will exist on the Board of Directors shall be entitled to vote for those candidates set forth on the slate of candidates prepared for such meeting. In order for the vote to be counted, the Member must participate in the meeting at which the vote is taken.
- Sect. D: Dues and Playing Fees**

1. The dues payable for the Members will be determined on the

recommendation of the Board of Officers of the Association (the “Board of Officers”) and approved by a majority vote of the Members attending the meeting after a quorum has been established, as set forth in Article V. In the same manner, the playing fees for Members and guests will be determined by the Board of Officers and approved by a majority vote of the Members attending the meeting after a quorum has been established, as set forth in Article V.

2. Dues not paid sixty (60) days after due shall result in delinquency. A Member that is inactive for failure to pay dues may be reinstated by payment of all outstanding and current dues.
3. Persons eligible for Association membership, i.e. residents of Sun City, West, Arizona, may play as a guest up to two times per year at the playing fee set for Members. If the resident does not choose to become a Member, such resident must pay the fee set for Guests each time such resident plays.

Sect. E: Discipline. The Board of Officers shall comply with the disciplinary regulations set forth in the Association’s Rules, Regulations & Policies for any improper conduct by a Member.

Article III – Board of Directors

Sect. A: General Powers. The Board of Directors shall have general charge of the affairs, property and assets of the Association. The Board of Directors will have no assigned duties as such, but will guide and oversee the officers by advising them as to the smooth operation of the Association. While the Board of Directors may delegate the management of the activities of the Association to any person or persons, including the Board of Officers, the activities and affairs of the Association shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors. It shall be the duty of the Directors to carry out the mission and purposes of the Association and, to this end, to manage and control all of the Association’s property and assets. The Board of Directors shall have the authority and responsibility to negotiate a rental contract with the Recreation Centers of Sun City West, Inc. for the playing room(s) used by the Association.

Sect. B: Number. The Association will have a Board of Directors consisting of five (5) members of the Association. The number of directors may be increased or decreased by a majority vote of the full Board of Directors at any general membership meeting or special meeting called for that purpose. If the number of Directors is decreased by the Board of Directors, each Director in office shall serve until his or her term expires or until his or her resignation or removal as herein provided. If the number of Directors is increased by the Board of Directors, each new position on the Board of Directors shall be treated as a vacancy. No amendment of this section shall reduce the number of Directors to less than the number required by the ANCA, which at the time of adoption of these Bylaws is one (1).

Sect. C: Election of Directors.

1. Directors shall be elected by the affirmative vote of a majority of the Members then in good standing at the last general meeting of the year. If there are not Members of the Association for any reason, or no Members in good standing, then the Directors shall be elected by the then serving Directors at the last general membership meeting of that year in the year a vacancy will occur; provided no incumbent director may cast more than one (1) vote in favor of his or her own reelection.
2. Notwithstanding the foregoing, If only one candidate is nominated for an office or position on the Board of Directors, that candidate shall be considered elected.
3. The Board of Directors will elect a Chair of the Board of Directors to serve at the will of that Board of Directors. The Chair will set meeting dates and conduct any meetings.

Sect. D: Term of Office. Each Director shall hold office for a term of two (2) years and until his or her successor is duly elected and qualifies, subject to his or her earlier resignation or removal. A Director's term shall begin January 1 following the fall membership meeting election and will continue until January 1 after his or her successor is elected. A director may be elected to any number of additional terms. A Director's term shall begin at 12:01 AM on the January 1st following the membership meeting at which the Director is elected and shall continue for a term of two years until 11:59 PM on the December 31st following the membership meeting at which the Director's successor is elected. If for any reason the Director's successor does not take office at 12:01 AM on the January 1st following the successor's election, then a vacancy shall be declared in the office.

1. Staggered Terms. The Board of Directors will consist of five (5) Directors, serving staggered terms. To accomplish this, initially three of the Directors shall be elected each to a two-year term and the other two directors shall be elected each to a one-year term. Thereafter a term of service as a Director will be two years and each year the membership will elect or re-elect the number of the Directors required to fill vacancies.

Sect. E: Resignation. Any Director may resign by giving written notice to the President, the Secretary, or the Board of Directors. Such a written resignation will be effective on the later of (i) the date it is delivered, or (ii) the time specified in the written notice that the resignation is to become.

Sect. F: Removal. A Director may be removed from office with or without cause by the unanimous vote of the other Directors at a regular meeting or at any special meeting called for that purpose. After such removal, the Director's position shall be deemed vacant and filled pursuant to Article III, Sect. G.

Sect. G. Vacancies. In the event a vacancy occurs in the Board of Directors from any

cause, including an increase in the number of Directors, an interim Director may be filled by a majority vote of the remaining Directors, though less than a quorum, or by the sole remaining Director. An interim Director shall serve until the end of the Director's term the interim is replacing and until a successor is elected upon expiration of the term of office for that Director. In the event of the simultaneous death or resignation of all of the Directors or in the event of the death or resignation of the sole remaining Director, Directors to fill all the vacancies shall be appointed by the Association's statutory agent for the State of Arizona.

Article IV - Officers

Sect. A: The Board of Directors shall serve as the Board of Officers, which shall include a President, a Vice President, a Secretary, a Treasurer, and a Member-at-Large who will serve as Parliamentarian. Each current member of the Board of Directors shall serve in an officer position of the Association, as determined by the Board of Directors in accordance with Article IV, Sect. B.

Sect. B: The Board of Officers shall serve without compensation. An officer normally may not serve as an independent contractor. However, this restriction can be waived by a vote of the membership.

The Board of Officers shall have general supervision of the affairs of the Association between its business meetings. In matters where a vote is taken, each of the five Officers shall have one vote. The Board of Officers shall fix the hour and the place of meetings, make recommendations to the Association membership, and perform other duties specified in these Bylaws.

Sect. C: The Duties of each officer position are as follows:

1. The President shall preside at all meetings and shall serve as Chair of the Board of Officers and Chair of the Board of Directors. The President shall appoint any committee deemed necessary for the functioning of the Association, and shall serve as a nonvoting member of all committees except the auditing and nominating committees.
2. The Vice President shall be in charge during an absence of the President, shall supervise the monitors, and shall perform other duties as assigned by the President. The Vice President shall also head the Bylaws Committee.
3. The Secretary shall keep minutes of Association business meetings and the Board of Officers meetings, coordinate messages to the

membership via email, and assist with any correspondence.

4. The Treasurer shall make disbursements as needed for the operation of the Association. The Treasurer shall make a financial report to the Board of Officers at each meeting and shall prepare such other financial reports and forms as may be required. It shall be the responsibility of the Treasurer to retain financial records for a period of seven years prior to the current year.
5. The Member-at-Large, serving as Parliamentarian, shall be present at all Board meetings and membership meetings and assure that the meetings are conducted according to Roberts Rules of Order. The Member-at-Large will assist the Board in its duties as needed.

Sect. D: Term of Office. Officers shall be elected for a two-year term. Each officer shall serve for two years or until a replacement can be found. An Officer serving beyond the two-year limit shall require a vote of approval at a meeting of the membership.

Sect. E: Vacancies. In the event of a vacancy in the office of President, the Vice President shall assume that Office. The Board of Directors shall appoint a member of the Association to serve the unexpired term for any other vacancy.

Sect. F: Removal. An Officer may be removed from office with or without cause by the unanimous vote of the other Officers at a regular meeting or at any special meeting called for that purpose. After such removal, the Officer's position shall be deemed vacant and filled pursuant to Article IV, Sect. E.

Article V – Association Manager and Membership Chair

Sect. A: Appointment and Duties of Association Manager and Membership Chair. The Board of Officers shall appoint an Association Manager to oversee the games, schedule special games, see that scores are reported to ACBL and see that all fees are paid to ACBL. The Board will also appoint a Membership Chair who will be responsible for signing up new members and collecting yearly membership fees. These individuals may attend meetings of the Board of Officers, at the discretion of the President. Notwithstanding the foregoing, the Association Manager and the Membership Chair shall not have any voting rights nor be considered members of the Board of Officers.

Sect. B: Participation at Board of Officers Meetings. The Association Manager and the Membership Chair may participate in the Officer Board meetings at the discretion of the Chair, but each shall not have a vote.

Sect. C: Removal. The Association Manager and the Membership Chair may be removed with or without cause by the majority vote of the Board at a regular meeting

or at any special meeting called for that purpose.

Article VI - Meetings

Sect. A: General Membership Meetings. General Membership meetings shall be conducted at least two times per calendar year, with the final meeting of the year being designated as the election meeting.

Sect. B: Special Meetings. Special business meetings for a specific purpose may be called by the President, or upon the written request of at least 25% of the current members.

Sect. C: Minutes. Minutes will be taken by the Secretary to document all business sessions and must be approved by the Association President with consensus from the entire Board. Minutes, as well as other pertinent administrative records, will be retained for a period of three (3) years. Minutes should be available to the membership before the next general meeting.

Sect. D: Notice and Waiver of Notice.

1. **Notice.** Written notice of the date, time and place of each General Membership Meeting and Special Meeting shall be given to each Member not less than fourteen days before such meeting.

2. **Methods of Giving Notice.** Except when the time and place of a regular meeting is set by the Board by resolution in advance (as permitted by Section 10(a) of ANCA), notice of the time and place of all regular and special meetings shall be given to each Director by one or more of the following methods:
 - a. Personal delivery of oral or written notice;
 - b. First - class mail, postage paid;
 - c. Telephone, including a voice messaging system or other system technology designed to record and communicate messages;
 - d. Electronic mail or other means of electronic transmission if the recipient has consented to accept notices in this manner;
or
 - e. Any other method as determined by the Board of Directors.

Sect. E: Quorum. A quorum for the transaction of business at the Board of Officers meetings shall consist of a majority of the Board of Officers.

A quorum for General Membership Meetings and special meetings shall be 10% of the current Members at the time notice of the meeting is given. The act of a majority of the Members present at a meeting at which a quorum is present is required for the approval of any action authorized by these bylaws other than revision to or amendment of these bylaws. The act

of two-thirds of the Members present at a meeting at which a quorum is present is required to approve any revision or amendment to these bylaws.

Most votes will be visual, but written ballots will be used if requested or if more than one person is nominated for an office.

Anything not stated in these bylaws shall be referred to Roberts Rules for parliamentary rule.

Article VII – Finances

Sect. A: Financial records shall be retained for a period of seven (7) years (prior to the current year).

Sect. B: Association Funds.

The Board of Officers has the authority to make expenditures for Association operations in amounts not to exceed \$1,500, an exception being the monthly rent and payments to Association contractors (ACBL directors, etc.) and another exception being the annual purchase of usual supplies. Expenditures above this amount must be approved by the membership at a regular business meeting or a special business meeting called for that purpose.

The Treasurer shall sign all checks for the Association. In the absence of the Treasurer, the President or Vice President shall sign checks. The Association Manager has authority to make regular expenditures to ACBL and expenditures for supplies using the Association's debit card.

Sect. C: No Association member shall receive any compensation or financial award from Association funds for contributions or service to the Association. The only exception is when a member has an independent contractor agreement previously approved by the Board of Officers. The Association will contract for services such as Game Directors, Webmaster, Deal Machine Coordinator and Association Manager.

Sect. D: Financial records must be reviewed every 6 months by an individual appointed by the Audit Committee. This individual can be an Association member but cannot be a member of the Board of Officers. The results of the report will be presented to the general membership and duly recorded in the applicable minutes of such meeting.

Sect. E: In the event of dissolution of the Association, all equipment must be liquidated. After all debts are paid, any remaining funds in the Association bank account shall be donated to the ACBL Educational Foundation or its successor.

Article VIII – Committees

Sect. A: Committees shall be created as designated by the Board of Directors to carry out needed tasks in the Association.

Some suggested committees are:

Nominating Committee

Safety Committee

Audit Committee

Social Committee

Bylaws Committee

Sect. B: Nominating Committee.

1. Creation of Nominating Committee. The Board of Directors may create a Nominating Committee in accordance with the guidelines in Article VIII, Sect. B(2).
2. Composition, Appointment, and Qualifications. The Nominating Committee shall consist of no less than two (2) and no more than seven (7) persons. A majority of the Nominating Committee must be persons other than those that serve as officers and/or directors.
3. Duties. The Nominating Committee shall (1) identify, screen and recommend individuals as potential directors for nomination to the Board of Directors, and (2) provide the Members with a written list of candidates eligible for appointment to the Board of Directors who have agreed to serve, if appointed. The Committee Chair shall deliver the written list of eligible candidates, complete with a short summary of the candidate's qualifications and relevant experience, to the Board of Directors not less than fourteen (14) days, nor more than ninety (90) days, prior to the last general meeting of the Members.

Article IX – Indemnification

Sect. A: Mandatory Indemnification. The Association shall, to the fullest extent permitted or required by Sections 10-3850 to 10-3858, inclusive, of the ANCA, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Association to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the Association. The Association may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, board resolution, the ANCA or otherwise. All capitalized terms used in this Article and not otherwise defined herein shall have the meaning set forth in Section 10-3850 of the

ANCA.

Sect. B: Permissive Supplementary Benefits. The Association may, but shall not be required to, supplement the foregoing right to indemnification against Liabilities and advancement of Expenses pursuant to Sect. A of this Article IX by (a) the purchase of insurance on behalf of any one or more of such Directors, Officers, employees or agents, whether or not the Association would be obligated to indemnify or advance Expenses to such Director, Officer, employee or agent pursuant to Sect. A of this Article IX, and (b) entering into individual or group indemnification agreements with any one or more of such Directors or Officers.

Article X – Amendments

Sect. A: Amendment of the Bylaws of this Association requires a two-thirds vote of the membership present at a meeting specifically called for such purpose, a quorum being present. Proposed amendments shall be well-publicized to the membership 14 days prior to the vote. All amendments must be voted upon and approved by a quorum of the membership.

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