

BY LAWS of the UNIT 173 ACBL

ARTICLE I NAME; CHARACTER; PURPOSES

Section 1.1 Name.

The name of this organization shall be the ACBL Mexican Unit.

The Mexican Unit is also known as ACBL Unit # 173 (and referred to in these Bylaws as the “Unit”).

Section 1.2 Character

This organization is a voluntary, non-profit, unincorporated association. This association functions as Unit 173 of the American Contract Bridge League, Inc., and recognizes the League as being the parent organization and as having authority and control over tournament bridge in North America. This association or Unit exists under the sanction of the League, and functions within the Constitution, By-Laws, and Regulations of the League.

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.

ARTICLE II ACBL UNIT JURISDICTION

The geographical area within which this Unit shall have ACBL jurisdiction is México City, Mexico State, Puebla, Oaxaca, Guerrero, Nuevo Leon 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 he changes his 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

The only regular meetings of the members of the Unit shall be the annual meetings, which, unless otherwise provided by the Board of Directors, shall be held in February of each year. The time and place of such meeting shall be posted at each Unit club's meeting place for a period of no less than two weeks prior to the annual meeting. Five percent of the Unit membership shall constitute a quorum. The directors may fix a different time for any annual meeting and may at any time call a special meeting of the members of the Unit, but in the event of a special meeting, the time and place of such meeting shall be posted at each Unit club's meeting place for a period of no less than two weeks prior to that meeting. Alternatively, all members of the Unit may be notified by mail.

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 his 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 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 shall expire at the end of the year.

Section 6.4. Number.

The Board of Directors shall consist of three (3) members. All directors must be members in good standing of the ACBL as well as members of the Unit.

Section 6.5. Term of Office.

One (1) director shall be elected each year for terms of office of three (3) years, the terms to commence January 1st of the year following the election. All Board Members shall hold office until their successors are elected and qualified or until their sooner death, resignation or removal.

Section 6.6. Vacancies.

All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of 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.

Section 6.7. 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 his removal with representation by counsel of his choosing.

Section 6.8. Resignation.

Any director may resign at any time by delivering written notice to the 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.

ARTICLE VII OFFICERS

Section 7.1. Designations.

The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. All officers shall be elected for terms of one year by the Board of Directors [or by the membership]. Officers shall hold office until their successors are elected and qualified.

Section 7.2. President.

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 five (5) consecutive years.

Section 7.3. Vice President.

During the absence or disability of the President, the Vice President shall exercise all the functions of the 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.

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.

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.

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 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.

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 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 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 three (3) years and 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 majority of the members present at any meeting of the members at which a quorum is present, and not otherwise.

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 Jan 1st to Dec 31st.

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.

IN WITNESS WHEREOF, I have hereunto executed this Certificate in my official capacity on 6th day of May, 2025. By: Jorge Rose