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BYLAWS OF

AMERICAN CONTRACT BRIDGE LEAGUE, UNIT 126, INC., A NOT-FOR PROFIT CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE OF CONNECTICUT.

Adopted by the Membership of the Unit on _____

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ARTICLE I. NAME; PURPOSES; OFFICES

Section 1.1 Name. The name of this organization shall be AMERICAN CONTRACT BRIDGE LEAGUE, UNIT 126, INC. (The “Unit”)

Section 1.2. Incorporation. The Unit is incorporated as a nonprofit corporation under the laws of the State of Connecticut (the “State”) and shall be governed by the Connecticut Business Corporation Act (the “Law”).

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;
- To conduct such other activities as may be in keeping with its principal objectives, consistent with the charitable purposes pursuant to which the Unit was incorporated.

Section 1.4. Registered Office and Registered Agent. The registered office of the Unit shall be located in the State of Connecticut 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.

ARTICLE II. AMERICAN CONTRACT BRIDGE LEAGUE.

The Unit is a separate legal entity that interacts with the American Contract Bridge League (“ACBL”) through the Unit charter process and exists for the purposes specified in Article I of these Bylaws. As such, the Unit and its members shall be subject to, and abide by, the bylaws and regulations of the ACBL as in existence and amended from time to time by the ACBL. No rule, regulation or bylaw adopted by the Unit shall be inconsistent with, or be in contravention of, the rules, regulations and bylaws of the ACBL. The Unit shall conduct its affairs in a manner consistent with the rules, regulations, policies, procedures and bylaws of the ACBL. The Unit shall have complete authority over all tournaments which it conducts, subject to the rules and regulations of the ACBL.

ARTICLE III. ACBL UNIT JURISDICTION.

The geographical area within which this Unit shall have ACBL jurisdiction is the State of Connecticut, or such area as may hereafter be assigned from time to time by the Board of Directors of the ACBL.

ARTICLE IV. MEMBERSHIP.

Section 4.1. Members. Any person who is a member in good standing of the ACBL and resides within the geographical area over which the Unit has jurisdiction shall be eligible to be a member of the Unit. Any person who resides outside the geographical area over which the Unit 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 and by the Unit.

Section 4.3. Termination of Membership. A member shall remain a member of the Unit:

(a) 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; or
(b) the member has been suspended or expelled in accordance with the regulations of the ACBL or the Unit, and is no longer in “good standing.” A member shall be deemed in “good standing” of the ACBL and the Unit, when such member’s dues, if dues are required, are current and such member is not currently expelled, serving a term of suspension, serving indefinite probation, serving a probation the initial term of which was twenty-four (24) months or more, or serving a term of probation following a suspension, the initial term of which was in excess of ninety (90) days.

Section 4.4. Dues. All members shall pay the ACBL’s required annual dues or fees, without abatement. The Board of Directors of the Unit shall have no power to levy any special assessment, but this shall not prevent the Board of Directors from requesting voluntary contribution to a Unit publication, or for other matters related to the conduct of Unit affairs.

ARTICLE V. MEMBERSHIP MEETINGS

Section 5.1. Annual Meeting. (a) The Annual Meeting of the Unit shall be held on a day during the last tournament prior to July 1 of each year, as designated by the Board of Directors. Any matter relating to the affairs of the Unit may be brought up for action at an Annual Meeting, except that unless stated in a written notice of the Annual Meeting, no bylaws may be adopted, amended or replaced, and no matter other than the election of officers and directors may be put on the agenda which requires the vote of the Unit’s members. The agenda of the Annual Meeting shall include presentation of annual reports and transaction of such other business as may properly come before the Annual Meeting. Failure to hold an Annual Meeting shall not work a forfeiture or dissolution of the Unit or invalidate any action taken by the Board of Directors or Officers of the Unit.

(b) The President shall fix the time and place of the Annual Meeting and the Secretary shall give notice of the Annual Meeting, as follows:

(1) by causing notice of the time and place of the Annual Membership Meeting to be set forth on the Unit’s website;

(2) by causing notice of the time and place of the Annual Membership Meeting to be included in the printed announcements of the tournament at which the Annual Membership Meeting will be held; and

(3) by publishing such notice of the Annual Membership Meeting in the Unit’s publication, The Kibitzer; and

(4) by the Unit Coordinator mailing or by electronic notice of the time and place of the Annual Membership Meeting not less than thirty (30) days before the meeting to each bridge club within the Unit’s jurisdiction, as determined by the ACBL, with a request that such notice be posted.

Section 5.2. Special Meetings. (a) Special meetings of the Membership of the Unit may be called by: (1) the President; or (2) by a vote of the Board of Directors; or (3) upon written request of at least ten percent (10%) of the members in good standing of the Unit.

(b) The Notice of a Special Meeting shall state the place, day, and hour of the Special Meeting and shall be made to the Membership in accordance with Section 5.1(b)(1), except that the Notice shall be provided no less than ten (10) days before the Special Meeting. The Notice shall contain an agenda of the matters to be taken up at the Special Meeting. To the extent feasible, the Notice of Special Meeting shall be conveyed to the Membership, to the extent feasible, pursuant to section 5.1(b).

Section 5.3. Place of Meeting. All Membership meetings of the Unit shall be held within the geographical boundaries of the Unit.

Section 5.4. Quorum. A quorum for the transaction of business at an Annual or Special Meeting shall consist of no less than fifty (50) members in good standing of the ACBL and the Unit, except if some other percentage is required by law.

Section 5.5. Voting. An affirmative vote of a majority of the members present at a meeting of members duly called, where there is a quorum present, shall be effective as an act of the Membership of the Unit. The authorization or taking of any action by the members, may be rescinded, revoked, or modified by the members by the same vote as had been required to take such action in the first instance.

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. (a) The management of all business, property, 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 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. Without limiting the generality of the foregoing, the Board of Directors shall have the power: (i) to acquire, hold, administer, maintain and dispose of the property of the Unit; (ii) to appropriate the funds of the Unit; (iii) to establish tournament locations; and (iv) to conduct tournaments, including the selection of dates and locations and the making of all contracts in connection therewith.

(b) Section 6.2. Board Action. Except as otherwise specifically provided for in these Bylaws or required by law, an affirmative vote of a majority of the Directors present at a meeting duly called and where there is a quorum present shall be effective as an act of the Board of Directors.

Section 6.3. Directors' Fiduciary Duties and Standards of Conduct. Each director is subject to a duty of loyalty to the Unit and a duty of care in the performance of his duties as a director.

Section 6.4. Number and Composition of the Board of Directors.

The Board of Directors shall consist of twenty one (21) Voting Directors, and additional Non-Voting Directors, as follows:

(a) Voting Directors.

(1) Four (4) Unit Officers (President, Vice President, Secretary, Treasurer), elected by the Membership.

(2) A District Representative from each of the eight (8) Districts of the Unit elected by the Membership: Central, Eastern, Fairfield, Hartford, Northwest, Panhandle, Southern and Southwest. If the Unit reorganizes itself and changes the configuration of its Districts, there shall be one (1) District Representative from each such new District.

Each District Representative shall be a resident of the District that he represents or shall regularly play at a club in that District; provided, however, that if no resident of that District is available, the Board will appoint a non-resident Director to represent the interests of that District.

(3) Four (4) At-Large Representatives, nominated by the President, and approved by the Board.

(4) The following (5) ex-officio members of the Board: The Unit's immediate Past President, plus the following four (4) Unit Officials: the Unit Coordinator, the Tournament Coordinator, the Unit Recorder, and the Communications Director.

(b) Non-Voting Directors: The following persons, if also members of the Unit, shall be ex-officio non-voting Members of the Board: District 25 President, ACBL District 25 Director, Member of the ACBL Board of Governors, or Officer of the ACBL.

Section 6.5. One Person Serving as Director in More Than One Capacity. If any person qualifies to serve on the Board in more than one capacity (e.g. Treasurer and Unit Coordinator), that person shall be entitled to only one (1) vote no matter how many positions he holds.

Section 6.6. Terms of Office.

(a) President and Vice President serve two-year terms. Neither shall serve two (2) or more consecutive terms in each such office.

(b) Secretary and Treasurer serve two-year terms, without limitation on the number of consecutive terms served.

(c) Immediate Past President serves until the then-serving President ends his term.

(d) Elected District Representatives serve two (2)-year terms, without limitation on the number of consecutive terms served.

(e) Terms for each of the members of the Board set forth in Sections 6.5 (a)-(d) commence on the July 1 following their election at the Annual Membership Meeting.

(f) Terms of Unit Officials and At-Large Representatives who thereby become members of the Board of Directors, shall serve at the will of the President and the Board of Directors.

(g) Any member of the Board of Directors, who serves because of holding an underlying position, and who thereafter no longer holds such underlying position, shall thereupon cease to be a member of the Board of Directors.

(h) All Board Members shall hold office until their successors are elected or appointed, or until their sooner death, resignation or removal.

Section 6.7. Regular and Special Meetings.

(a) The Board of Directors shall establish a schedule for regular meetings for the purpose of transacting such business as may come before it. Regular meetings of the Board of Directors shall be held not less frequently than four (4) times a year, typically on the Sunday morning of a Sectional tournament scheduled by the Unit. Special meetings of the Board of Directors may be called at any time by the President, or upon the written request of three (3) or more Voting Directors.

(b) Members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 6.8. Notice. Notice, written or printed, of any regular or special meeting stating the place, day and hour of the meeting shall be delivered no fewer than ten (10) days prior to the date of the meeting. Notice may be provided by electronic transmission (email) to those members of the Board of Directors who so consent.

Section 6.9. Waiver of Notice. 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 a Director or Directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

Section 6.10. Quorum. A quorum of the Board of Directors for the transaction of business shall consist of eleven (11) Authorized Voters of the Board of Directors. Any individual who is a member of the Board in more than one capacity shall be considered one (1) Authorized Voter for the purposes of determining a quorum.

Section 6.11 Vacancies. All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled, upon recommendation of the President, by the affirmative vote of the Board of Directors, and the person so appointed shall hold office during the unexpired term of his predecessor.

Section 6.12. Removal. (a) A District Representative may be removed only for cause. Such removal shall be at a meeting of the Board of Directors, provided two thirds (2/3) of those present so vote. The Director subject to removal for cause shall be notified in writing, by registered mail, at least thirty (30) days before the meeting of the grounds for such removal. Such grounds must be submitted with notice of said meeting and the Director shall have a reasonable opportunity to object to and argue his removal with representation by counsel of his choosing.

(b) An At-Large Representative may be removed by an affirmative vote of the Board of Directors.

Section 6.13. Resignation. A District Representative or an At-large Representative 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.

Section 6.14. Voting by Proxy. Voting by proxy is not permitted.

ARTICLE VII. OFFICERS AND UNIT OFFICIALS.

Section 7.1. Designations. (a) The Officers of the Unit shall consist of a President, a Vice-President, a Secretary, and a Treasurer. All Officers shall hold office until their successors are elected.

(1) President. The President shall preside at all meetings of the Board of Directors, shall have general supervision of the affairs of the Unit and shall perform such other duties as are incident to the office or are properly required of the President by the Board of Directors. Without limiting the generality of the previous sentence, the President shall: (a) be the chairperson of the Board of Directors and preside at all meetings of the Board; (b) appoint all committee chairmen; (c) appoint all committee members, except that of the Nominating Committee; (d) be an ex-officio voting member of all committees, except the Nominating Committee; and (e) appoint the Unit's delegates to the New England Bridge Conference Board of Delegates and Representatives to the District Board of Directors.

(2) 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 shall perform such duties as are incident to the office, and which shall be properly assigned by the President or the Board of Directors.

(3) Secretary. The Secretary shall issue notices for all meetings, shall keep minutes of all meetings of the Board of Directors, and the Annual and Special Membership Meetings, shall have charge of the corporate records, and shall make such reports and perform such other duties as are incident to the office, or are assigned by the President or the Board of Directors.

(4) Treasurer. The Treasurer shall have the custody of all monies and securities of the Unit and shall keep regular books of account. The Treasurer shall disburse the funds of the Unit in payment of the just demands against the Unit 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 Unit, including a financial report for the Annual Membership Meeting. The Treasurer shall be responsible for all compliance tax filings with the Internal Revenue Service with respect to the Unit's maintaining its tax-exempt status. The Treasurer shall perform such other duties as are incident to the office, or are properly assigned by the President or the Board of Directors. The Treasurer shall be bonded.

(b) Unit Officials shall be nominated by the President and approved by the Board of Directors. All Unit Officials shall serve at the pleasure of the Board.

(1) Unit Coordinator. The Unit Coordinator shall schedule split local championships, Unit-wide championships, STaCs, Unit charity games, and other ACBL-approved unit games as allowed by the ACBL and approved by the Board of Directors. The Unit Coordinator shall perform such other duties as are incident to the office or are properly assigned by the President or the Board of Directors. The Unit Coordinator shall be a voting member of the Board of Directors.

(2) Tournament Coordinator. The Tournament Coordinator shall schedule and supervise Sectional tournaments, and shall perform such other duties as are properly assigned by the President or the Board of Directors. The Tournament Coordinator shall have the responsibility for collecting income from the tournament director in charge or the tournament director in charge's approved representative; (b) paying appropriate expenses and depositing any remaining funds; and (c) providing a complete accounting to the Treasurer and President. In furtherance of these duties, the Tournament Coordinator may maintain a separate Unit checking account under the fiscal supervision of the President and the Treasurer. The Tournament Coordinator shall have the authority in an emergency, in consultation with the President and the Vice President, to make last-minute changes in the date, location, and schedule of events at any Unit tournament. The Tournament Coordinator shall perform such other duties as are incident to the office or are properly assigned by the President or the Board of Directors. The Tournament Coordinator shall be a voting member of the Board of Directors.

(3) Unit Recorder. The Unit Recorder's duties shall be established by the ACBL and the Board of Directors. The Unit Recorder shall perform such other duties as are incident to the office or are properly assigned by the President or the Board of Directors. The Unit Recorder shall be a voting member of the Board of Directors.

(4) Communications Director. The President, with the approval of the Board of Directors shall appoint a Communications Director, whose responsibilities shall be to develop materials coordinate the Unit's communications efforts with the Membership, the public and the media, including coordinating with the Editor of the Kibitzer and the Unit's Webmaster. The Communications Director shall perform such other duties as are incident to the office or are properly assigned by the President or the Board of Directors. The Communications Director shall be a voting member of the Board of Directors.

(5) Additional Unit Officials. The President, with the approval of the Board of Directors, appoints such additional Unit Officials with such responsibilities as the Board may determine from time to time. Such additional Unit Officials shall not be members of the Board, except if so determined by the Membership by amending these Bylaws.

Section 7.2. Delegation. If any officer of the Unit 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, temporarily delegate the powers or duties of such officer to any other officer, director or other person it may select.

Section 7.3. Vacancies. If the office of President shall become vacant by reason by reason of death, resignation, and removal or otherwise, the Vice President shall succeed to the office of President for the balance of the term. If any other Officer's office shall become vacant by reason of death, resignation, removal or otherwise, the Board of Directors shall appoint a successor or successors for the balance of the term.

Section 7.4. Removal. (a) An Officer may be removed for cause at any meeting of the Board of Directors provided two thirds (2/3) of those present so vote. The Officer subject to removal for cause shall be notified in writing, by registered mail, at least thirty (30) days before the meeting, of the grounds for such removal. Such grounds must be submitted with notice of said meeting and the Officer shall have a reasonable opportunity to object to and argue his removal, with representation by counsel of his choosing.

(b) A Unit Official may be removed by an affirmative vote of the Board of Directors.

Section 7.5. Resignation. Any Officer or Unit Official 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. Such resignation will take effect upon delivery of notice unless the notice of resignation specifies a later effective date. Acceptance of an Officer's or Unit Official's resignation will not be necessary to make it effective.

Section 7.6. Compensation and Reimbursement of Officers. The officers of the Unit shall serve without compensation but may be authorized to receive reimbursement of reasonable expenditures made on behalf of the Unit.

Section 7.7. Annual Audit. The Financial Review Committee shall perform an annual audit of the books and accounts of the Treasurer and the Tournament Coordinator in connection with the financial reports submitted by them to the Annual membership Meeting.

ARTICLE VIII. NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section 8.1. Time and Place of Election of Officers and Directors. The election of Elected Officers and Elected Directors shall take place during the Annual Membership Meeting in odd-numbered years.

Section 8.2. Qualifications. Any member in good standing may be nominated and serve as an officer or Director of the Unit, provided, however, that no person is eligible to serve two consecutive terms in the office of President or in the office of Vice President. Each person nominated to serve on the Board of Directors as a District Representative shall be and remain a resident of that District, or shall play regularly at a club in that District. If a District Representative is no longer eligible to be a resident of the District he represents, the Board shall appoint a replacement for the balance of the Term.

Section 8.3. Nominating Committee. (a) The President shall, on or before January 10 of an election year, appoint the Chairman of the Nominating Committee. The Chairman of the Nominating Committee shall appoint the additional four (4) members of the Nominating Committee. If practical, no two members of the Nominating Committee may be from the same District of the Unit. No later than forty (40) days before the Annual Membership Meeting, the Nominating Committee shall present a slate of District Representatives, Representatives At-Large and Elected Officers to be placed in nomination at the Annual Membership Meeting.

(b) In the event the Nominating Committee does not find a suitable candidate eligible to be a District Representative in a particular District of the Unit, the Nominating Committee shall instead recommend a Non-resident Director to fill the position.

Section 8.4. Announcement of Candidates. The Secretary shall publish the names of all candidates submitted by the Nominating Committee, in the Notice of Annual Meeting submitted to the bridge clubs in the unit pursuant to Section 5.1 (b).

Section 8.5. Additional Nominations. (a) Additional nominations, submitted in writing, and signed by at least ten (10) members in good standing, may be made by the Membership; such additional nominations must be received by the Secretary no later than fifteen (15) days after the Notice of Annual Meeting has been received by the clubs. If additional nominations have been made, the Secretary shall immediately provide in accordance with Section 5.1(b), to the extent feasible, an updated Notice to the clubs, containing the names of the additional nominations,

(b) No nominations from the floor will be allowed at the Annual Membership Meeting, and no additional person may be nominated except as set forth in this Section 8.5; provided, however, that if anyone nominated by the Nominating Committee is no longer on the slate for any reason, then nominations for such position from the floor may be entertained at the Annual Meeting. If additional nominations have been made, the Secretary shall immediately provide in accordance with Section 5.1(b), to the extent feasible, an updated Notice to the clubs, containing the names of the additional nominations,

Section 8.6. Method of Voting. Every qualified member of the Unit shall be entitled to one vote for each of the offices of President, Vice President, Secretary, Treasurer, and one (1) vote for each of the District Representatives. The election shall be by voice vote. If there is a contested position, and the President determines that the voice vote is not determinative, then the President shall call for an immediate vote by secret ballot. The candidate receiving the largest number of votes (a plurality) for the contested position shall be elected.

ARTICLE IX. AMENDMENT OF THE BYLAWS.

(a) These Bylaws may be amended, altered or repealed and new bylaws may be adopted by a vote of two thirds (2/3) of the members of the Unit present at any meeting of the members for which such amendments are specified in the Agenda, and at which a quorum is present, and not otherwise.

(b) Amendments may be proposed by a petition signed by: (i) at least twenty (20) members of the Unit; or by (ii) six (6) members of the Board of Directors.

(c) All proposed amendments to the Bylaws must be received by the Secretary at least forty (40) days in advance of the Annual Membership Meeting; or at least forty (40) days in advance of any Special Meeting called for the purpose of amending the Bylaws. Upon receipt of a petition in proper form, the Secretary shall schedule a Special Meeting of the Membership, and provide notice to the Membership pursuant to Section 5.1(b).

ARTICLE X. MISCELLANEOUS

Section 10.1. Publication. The official publication of the Unit shall be “The Kibitzer” and shall be published quarterly by the Unit.

Section 10.2. 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 10.3. 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 these provisions.

Section 10.4. Books and Records. The Unit shall keep correct and complete books and records of accounts, including minutes of all proceedings of its Board of Directors and Membership meetings, and a list of names, addresses, phone numbers and emails of the members of the Unit.

Section 10.5. Fiscal Year. The fiscal year for the Unit shall run from January 1 to December 31.

Section 10.6. Loans. The Unit 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 and the repayment thereof.

ARTICLE XI. DISSOLUTION and NONPROFIT STATUS. This Unit 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 nonprofit purposes. On the dissolution or winding up of this Unit, assets remaining after payment of, or provision for payment of, all debts and liabilities of this Unit shall be distributed according to the regulations and policies of the ACBL. If this Unit holds any assets in trust, they shall be disposed of in such a manner as may be directed by judgment of a court of appropriate jurisdiction.

CERTIFICATION OF THE BOARD OF DIRECTORS

The undersigned hereby certifies (i) I am the Secretary of the Unit, a nonprofit corporation; and (ii) the above Bylaws are a true, correct and complete copy of bylaws adopted at a duly held meeting of the Membership on the _____ day of _____, 2013 (the “Effective Date”), and in accordance with the laws of the State Connecticut; and (iii) the Resolutions are in full force and effect on the Effective Date hereof and have not been amended on or subsequent to the Effective Date.

IN WITNESS WHEREOF, I have hereunto executed this Certificate in my official capacity on _____ day of _____, 2013.

By: _____
Its Secretary