

**BYLAWS
of the
SAN DIEGO UNIT 539,
AMERICAN CONTRACT BRIDGE LEAGUE**

ARTICLE I – NAME AND PURPOSE

The name of the organization shall be the San Diego Unit #539 of the American Contract Bridge League, hereinafter referred to as “the Unit.” The Unit is a not-for-profit organization exempt from taxation under Internal Revenue Code Section 501(c)(7); as such none of its net earnings may inure to the benefit of any private individual.

The Unit operates within District 22, Area 3, of the American Contract Bridge League (ACBL). Its purposes are to:

- Stimulate interest in the art of playing competitive duplicate contract bridge;
- Cooperate with and assist the ACBL and District 22 in promotion of the game;
- Encourage and enforce the highest standards of conduct and ethics of its members;
- Promote the development of bridge clubs within the Unit and monitor their compliance with ACBL policies;
- Cooperate in the ACBL’s charity program and sponsor and conduct charity events for worthy humanitarian causes;
- Conduct such other activities as may be in keeping with its principal objectives.

ARTICLE II: MEMBERSHIP

- A. Any person living within the geographical area assigned to the Unit by ACBL is eligible for membership upon payment of ACBL dues, and no person shall be denied membership because of race, creed, color, sex, or national origin.
- B. Such person shall become and remain a Unit member except in these cases:
 1. Change of residence to a place outside the jurisdiction of the Unit, in which case the person may become a member of the new Unit upon change of address processing by the ACBL;
 2. Failure to pay dues in accordance with ACBL regulations;
 3. Suspension or expulsion from membership in accordance with the regulations established by the ACBL and the Unit Board of Directors (as defined in Art. IV).
- C. There shall be no classes of membership, and each member shall enjoy and possess all rights of membership equally with other members.
- D. Annual dues shall be payable as specified by the ACBL, and the Board of Directors shall have no power to levy any special assessments.

ARTICLE III: MEMBERSHIP MEETINGS

- A. A Membership Meeting shall be held annually, preferably in the month of June, to elect members of the Board of Directors and conduct other necessary business.

- B. The Unit Board of Directors shall fix the time and place of the annual Membership Meeting and shall give at least ten days' notice of such a meeting and its agenda by announcements during Unit games, by posting on the Unit's website, and by e-mail.
- C. Special meetings of the members may be called at any time as necessary. Notice of the time and place of any special meeting shall be given in the same manner as for an annual meeting. The notice of any special meeting shall contain an agenda of the matters to be considered, and no other business shall be conducted at such special meetings.
- D. A quorum for the transaction of business at any annual or special meeting shall consist of 50 members or 5% of the total membership, whichever is less.
- E. All membership meetings shall be conducted according to generally accepted rules of parliamentary procedure.

ARTICLE IV: GOVERNING BODY AND OFFICERS

- A. The Unit's governing body, herein referred to as the "Board of Directors" or the "Board," shall ideally consist of ten or more persons ("Directors"), all of whom must be members in good standing of the Unit. No club owner, nor any person receiving compensation from the Board on a contract basis, shall be eligible to serve as a Director.
- B. The officers of the Unit shall consist of a President, a Vice President, a Secretary and a Treasurer, each of whom shall be a Director elected to the respective position by the Board at its first meeting following the annual Membership Meeting.
- C. Each Director shall hold office for a period of two years, beginning and ending at the annual joint meeting of the incoming and outgoing Directors. Generally, and to the extent possible, one-half the number of Directors shall be elected each year. Outgoing directors may be reelected to another term.
- D. Vacancies on the Board may be filled by the Board at its discretion to ensure smooth operation of the Unit. The person(s) so appointed shall hold office for the balance of their unexpired term(s).
- E. Nomination and Election of Directors
 - 1) Soon after each annual Membership Meeting, the President shall appoint an Election Chairperson to begin recruiting potential candidates for the next election cycle. The Election Chairperson shall not be a member of the Board of Directors, but shall conduct the process in accordance with Board policy.
 - 2) At least 45 days before the annual Membership Meeting, the Election Chairperson will submit to the Secretary an initial slate of candidates, a brief biography of each person, and recommendations for conducting the election. The names of candidates and their brief biographies shall be posted promptly at Unit games and on the Unit's website, and communicated to members by email where possible.
 - 3) If the number of candidates exceeds the number of vacancies, an election will be held at the annual Membership Meeting using a paper ballot.
 - 4) If the number of candidates does not exceed the number of vacancies, the election will be held by voice vote at the annual Membership Meeting.
 - 5) After the election results are announced, updates to the contact information and biographies of the new Directors shall be made on the Unit website and to ACBL.
- F. Meetings of the Board of Directors

- 1) The Board shall hold a minimum of four meetings per year, generally on a quarterly basis. A schedule of regular Board Meetings for the Unit year shall be prepared by the Board and provided upon request to Unit members. All meetings of the Board shall be conducted in accordance with generally accepted rules of parliamentary procedure, and a majority of the Directors shall constitute a quorum for the transaction of business.
- 2) The first meeting of the new Board shall be held as soon as practicable after the annual Membership Meeting to elect officers and conduct other business. The previous year's President shall preside, and new Directors shall be asked to review copies of the prior year's minutes, financial reports, and other background information necessary for them to become familiar with the issues facing the Board.
- 3) Special meetings may be held upon the call of the President or by a coalition of at least one-third of the Board. All Directors must be notified of any special meetings sufficiently in advance and informed of the agenda. Only matters of an urgent nature may appear on a special meeting agenda, and no business shall be considered that is not on the agenda unless all Directors are present.
- 4) Board meetings shall be open to all Unit members and to invited guests; however, the Board may hold executive sessions when considering matters relating to discipline, ethics, or other matters for which privacy is indicated. Only members of the Board shall participate in the transaction of business at open meetings; others may speak at the invitation of the President or a majority of the Board, but may not take part in debate except to answer questions put to them by the Directors.
- 5) When straightforward decisions of a time-sensitive nature need to be made, e-mail may be used to provide details, solicit support, and request a vote. With concurrence of the Unit President to proceed, a decision on the issue may be made by an accounting of votes in email. All such decisions shall be documented and referenced at the next Board meeting so as to be included in the meeting minutes.
- 6) Records in the form of minutes shall be kept of all actions taken at Board meetings, whether in open or executive session. Minutes of open sessions shall be posted on the Unit website and bulletin board (if any) within Seven days of approval. Approved minutes of executive sessions shall be maintained by the Secretary and shall be available to Directors only.

G. Powers and duties of the Board. In addition to any powers granted by law, the Board shall have the power to:

- 1) Acquire, hold, administer, maintain, and dispose of all property of the Unit;
- 2) Disburse funds of the Unit for the purposes set forth in these Bylaws;
- 3) Hire and discharge employees and contractors, supervise their conduct, and fix their compensation; and
- 4) Conduct, manage, supervise, and control all other business of the Unit, including, but not limited to, the conduct of tournaments, the selection of all dates and locations for holding such tournaments, and the making of all contracts in connection therewith.

ARTICLE V: DUTIES OF OFFICERS

The general responsibilities of the officers are as follows:

- A. The President presides at all meetings of the members of the Unit and all meetings of the Board; appoints such committees as may be necessary; exercises general supervision over the activities of the Unit; and performs such other duties as are incidental to the office or which the Board may

delegate to the President. The President is an *ex officio* member of all committees except the Election Committee and is responsible for all correspondence.

- B. The Vice President shall be Acting President in the event of the temporary absence or incapacity of the President and shall have such other duties as may be assigned to him or her by the Board or the President. The Vice President shall not take the President's place on committees or make appointments unless specifically authorized to do so.
- C. The Secretary sends notification of meetings of members and Directors, takes minutes of all meetings, and maintains other records of the Unit.
- D. The Treasurer has custody of and is responsible for all funds, securities, and property of the Unit in accordance with Board policies. The Treasurer shall deposit all Unit funds in one or more banks as the Board may designate, and shall provide the Board with regular statements of the financial condition of the Unit.

ARTICLE VI: IMPEACHMENT

In the event of two consecutive unexcused absences from meetings, serious dereliction of duty, or conduct seriously unbecoming a Director that prior intervention has failed to rectify, any Director may be removed for cause at any meeting of the Board, provided that two-thirds of those present, but not less than a majority of the entire Board, shall so vote. Any Director against whom impeachment charges are brought shall be notified in writing of the charges against them at least ten days prior to the meeting and shall be given an opportunity to be heard and to be represented by counsel of his or her own choosing. All Directors shall also be informed of the impeachment charges least ten days prior to the meeting. The action taken by the Board shall be conclusive and final.

ARTICLE VII: AMENDMENTS TO THE BYLAWS

Proposals to amend the Bylaws may be made by (a) a petition signed by at least 50 members and submitted to the Secretary at least 60 days in advance of the annual or special membership meeting called for the purpose, or (b) upon petition signed by at least six members of the Unit Board of Directors.

It shall be the duty of the Secretary to prepare the text of a proposed amendment and to post on the Unit website, and at all Unit games and Club locations at least 30 days in advance of the annual or special membership meeting, and in the notice of the annual or special meeting. The concurrence of two-thirds of all Unit members present and voting shall be required to pass any amendment.

ARTICLE VIII: EFFECTIVE DATE

The above bylaws were adopted at the Special Membership Meeting of San Diego Unit 539 on the sixteenth day of February 2020, and are effective as of that date.

Attest:

J. Stuart Showalter

Secretary, San Diego Unit 539