

## **BY-LAWS**

### **East Bay Unit 502 American Contract Bridge League**

#### **Article I Name and Affiliation**

- A. The name of this organization shall be East Bay Unit 502.
- B. The unit is a component of the American Contract Bridge League (ACBL) and of District 21 of ACBL (League). The unit recognizes the League as its parent organization having authority and control over tournament bridge. The Unit exists under the sanction of the League and functions within the constitution, By-laws and regulations of the League.

#### **Article II Objectives of the Unit**

- A. To preserve and promote the game of bridge and to stimulate interest in the skill of playing duplicate or tournament bridge.
- B. To cooperate with and assist the League and the District in the promotion and conduct of duplicate bridge tournaments.
- C. To encourage the highest standards of conduct and ethics and to take any and all steps necessary for that purpose.
- D. To promote the development and organization of affiliated clubs within the Unit.
- E. To participate in the League's charity programs and to sponsor and conduct events with the object of raising funds to be devoted to worthy humanitarian causes.
- F. To conduct such other activities as may be in keeping with these principal objectives.

#### **Article III Jurisdiction**

- A. The geographical area in which the Unit may operate shall be in the cities of Oakland, Piedmont, Alameda and Emeryville, California and such other cities or areas assigned to it in the future by the Board of Directors of the League.

#### **Article IV Membership**

- A. Any person of good moral character residing within the jurisdiction of the Unit or freely electing to join the Unit is eligible for membership and no person shall be denied membership because of race, sex, religion or national origin. Upon application such person shall become and remain a member unless and until:
  - 1. The person changes his residence to a location outside the jurisdiction of the Unit in which case membership would be changed to a new unit upon

processing by the League; however, the person may, upon his or her request, elect to remain a member of this Unit.

2. The person fails to pay his or her dues in accordance with League regulations.
3. The person has been suspended or expelled from membership by the League and/or the Unit in accordance with the ACBL Code of Disciplinary Regulations.
4. Membership in the Unit carries with it membership in the League.

#### **Article V Dues**

- A. Annual Dues for membership in the Unit shall be the amount fixed by the League.

#### **Article VI Annual or Special Unit Meetings**

- A. There shall be a meeting of all members annually to be held during the first unit game in November. The Unit Board shall give appropriate notice of such meeting.
- B. Special meetings of the members may be called at any time by the Board of Directors, the President, or upon petition signed by no fewer than five (5) members of the Unit. Notice of the time and place of any special meeting shall be posted and/or announced at all games of the Unit, not more than thirty (30) days nor less than fifteen (15) days before the scheduled meeting date. The notice shall include an agenda of all business to be conducted at such meeting.
- C. A quorum for transaction of business at any annual or special meeting shall consist of twenty (20) members including members of the Board.

#### **Article VII Election of Directors**

- A. Number of Directors. The affairs of the Unit shall be conducted by a Board of Directors consisting of thirteen (13) persons all of whom must be members of the Unit.
- B. Term of Office. Each elected Director shall hold office for a period of two (2) years. Term of office will commence on January 1.
  1. Six (6) Directors shall be elected in each even numbered year and seven (7) Directors shall be elected in each odd numbered year.
  2. Any vacancy or vacancies which occur between elections shall remain vacant until such time as the Board is reduced to ten (10) members.
  3. When Board membership drops below ten (10), the president shall appoint sufficient interim Directors from the membership so as to bring the total to at least ten (10). Interim Directors will complete the term of the Director they are replacing.

4. Absence from three (3) consecutive meetings may be cause for removal of a Director.
- C. Eligibility and Nominations. Any member in good standing is eligible for nomination and election to the Board of Directors. Beginning January 1, 2017, any Director whose term is expiring may serve another term, to a maximum of six (6) consecutive terms, with approval of the Board without being listed on the ballot. The President, with the consent of the Board of Directors, shall select a nominating committee who shall propose a slate of nominees (with the nominee's consent) composed for the ballot. Any member may propose candidates for the Board. The Secretary shall provide notice of the election to all members by October 1 by email, the "Diamond in the Ruff" newsletter, or by posted notice at the East Bay Community Bridge Center.
- D. Elections. Ballots shall be made available to members no fewer than thirty (30) days prior to the start of the Fall Sectional (or the 3<sup>rd</sup> Friday in November), which shall be stipulated as the close of balloting. Members may vote during the election period via paper ballot available at all unit games, or by internet ballot available on the East Bay Unit 502 website.
1. Ballots shall be counted by a committee consisting of two (2) mid-term Board members and one (1) non-board member selected by the President. Each nominee will be permitted to have a witness present at the counting of the ballots.
  2. Candidates shall be listed on the ballot in alphabetical order.
  3. In the event an election of Directors is uncontested (that is, the number of candidates does not exceed the available directorships) the candidates shall be deemed elected. Notice of uncontested elections shall be posted or announced at all Unit Games and on the Unit 502 website no less than thirty (30) days prior to the start of the Fall Sectional.

#### **Article VIII Board of Directors**

- A. Meetings. The Board of Directors shall hold a minimum of six (6) meetings a year. A quorum shall consist of no less than a majority of the Board Members then serving. The Secretary shall call a meeting at the request of the President or upon request in writing by five (5) Directors. Such notice shall be e-mailed or hand delivered no less than five (5) days prior to the date of the proposed meeting.
- B. Powers and Duties. The Board of Directors will conduct, manage, and supervise all of the business of the Unit, including without limitations:
1. Conduct all Unit bridge tournaments, including selections of tournament sites and engagement of tournament directors and caddies.
  2. Acquire, administer, maintain and dispose of any and all property of the Unit.
  3. Appropriate funds for the Unit for the purposes as set forth in the By-laws.

4. Audit all receipts and disbursements of the Unit.
  5. Discipline, censure or expel any member of the Unit (subject to the policies and procedures outlined by the ACBL Code of Disciplinary Regulations.)
- C.** Reimbursement. No member, Director or Officer of this Unit shall receive at any time any payment from the Unit except for reasonable compensation for services actually performed or reimbursements for expenses actually incurred. All such payments shall be approved by the Board.
- D.** Tournament directors. Tournament directors and other persons hired by the Unit in connection with any tournament or for any other purpose shall be engaged by the Board and shall act as independent contractors. No member of the Board of Directors shall be engaged as a tournament director except in an emergency, in which case the member so acting shall be entitled to the same salary paid to other tournament directors.
- E.** E-mail voting. The Board may take action by e-mail, provided the President, by e-mail to all Board members, has called a meeting for the purpose of considering action by e-mail on a proposed motion which cannot await the next scheduled meeting. The Secretary shall e-mail all Directors with the proposed motion and the date and time the votes will be counted. Directors shall vote by e-mail, by such time and date, to the Secretary only. The Secretary shall record the votes of all Directors who vote for, against, or abstain. The Secretary shall then notify all Directors, by e-mail, of the result of the vote. The motion shall pass if at least two-thirds of the Board members respond and if all those responding vote in favor of the motion.

#### **Article IX      Officers**

- A.** The officers of the Unit shall consist of a President, a Vice President, a Treasurer and a Secretary.
1. The Board of Directors shall elect all officers at its first regular Board meeting in January.
  2. Officers shall hold office for one (1) year beginning February 1 or until a successor has been duly elected by the Board. A person may be elected to successive terms; however, no person shall serve in the same elected office for more than five (5) consecutive terms. Vacancies due to death, resignation or other causes shall be filled by the Board of Directors.
  3. Officers shall maintain a file of events, duties and experiences related to his or her office to be passed on to a successor.
  4. The duties of the Officers shall be as outlined in the By-laws of the League and in the Unit's own "DUTIES AND RESPONSIBILITIES OF OFFICERS AND COMMITTEES."

- B.** Impeachment. Any Officer or Director may be removed for cause at any meeting of the Board of Directors provided that two-thirds (2/3) of the entire Board shall so vote. Any Officer or Director against whom impeachment charges have been brought shall be notified in writing by certified mail of the charges against him or her at least ten (10) days prior to the meeting considering such charges and the Officer or Director shall be given an opportunity to be heard before the Board and to be represented by counsel of his or her own choosing. The action of the Board of Directors shall be final and conclusive.

#### **Article X      Committees**

- A.** Upon election or re-election the President, with the approval of the Board of Directors, shall establish such Unit committees as may be necessary or desirable to perform the functions of the Unit, shall define the duties and responsibilities of such committees, and shall appoint the members and Chairpersons thereof. Committee members shall serve at the pleasure of the Board and may serve unlimited consecutive duties and significant experiences so as to facilitate the continuity of the committee to the succeeding Chairperson.
- B.** Standing committees shall include:
1.      Tournament
  2.      Discipline
  3.      Membership
  4.      Publicity

#### **Article XI      Amendments to the By-laws**

- A.** Amendments to the By-laws may be proposed to the Board by any Director or in writing to the Secretary of the Board of Directors signed by any six (6) members of the Unit. Any proposed amendment shall be heard and acted upon by the Board at its first meeting occurring more than thirty (30) days after the proposal was submitted. The Secretary will incorporate the text of the proposed amendment into the agenda for such meeting. Amendments to the By-laws shall be enacted upon the vote of two-thirds (2/3) of the Directors present at the meeting.

#### **Article XII      Continuous Effect**

- A.** These By-laws as revised and restated as of July 2018 will replace in full all previous ones adopted by the Unit and are approved by the Board of Directors at its regularly scheduled meeting in such month and year.