

Bylaws

of

THE CHARLOTTE BRIDGE ASSOCIATION, INC.

ACBL UNIT NO. 153

## INTRODUCTION

The Unit functions within the bylaws and regulations of the American Contract Bridge League (ACBL) and its District.

### **ARTICLE I - Purposes of the Organization**

The purposes of the organization are:

- a) To preserve and promote the best interests of and to stimulate interest in the art of playing competitive duplicate contract bridge and any modifications thereof:
- b) To cooperate and assist the ACBL in the promotion and conduct of contract bridge tournaments:
- c) To encourage the highest standards of conduct and ethics by its members and to enforce such standards:
- d) To promote the development and organization of affiliated clubs within the Unit:
- e) To cooperate in the ACBL's charity program and to sponsor and conduct charity events with the object of realizing funds to be devoted to worthy humanitarian causes: and
- f) To conduct such other activities as may be in keeping with its principle purposes.

### **ARTICLE II - Jurisdiction**

This Unit shall have jurisdiction over the persons who are presently or may in the future be recognized by the ACBL as members belonging to this Unit.

### **ARTICLE III - Membership**

- a) Any person of good moral character and within the jurisdiction of the Unit as determined by the ACBL, subject to District regulations, is eligible for membership and all the privileges and duties thereof, and no person shall be denied membership because of race, creed, color, sex, or national origin.

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- b) Such person, upon favorable action, shall become and remain a member unless:
  - 1) He/she changes his/her address to a place outside the jurisdiction of the Unit, in which case he/she shall become a member of the new unit immediately upon processing by the ACBL of a change of address.
  - 2) He/she has failed to pay his/her dues in accordance with the regulations of the ACBL.
  - 3) He/she has been suspended or expelled from membership in accordance with regulations established by the Board of Directors of the Unit, provided:
    - i) such regulations shall conform to the rules of due process applicable to membership corporations, and
    - ii) such regulations shall not be in conflict with the regulations of the ACBL.

#### **ARTICLE IV - Membership Meetings**

- a) There shall be an annual meeting of the members, which may be held in connection with a tournament or special event which Unit members attend.
- b) The Unit Board of Directors shall fix a time and place for the Annual Membership Meeting, to be held no later than December 10, and shall provide this information to the membership at least 20 days prior to said meeting via the calendar/newsletter, postings in the club and the web site (if in operation). The information shall also include the agenda for the meeting.
- c) Special meetings of the members, to consider specific matters, may be called at any time by the Unit Board of Directors, or by the President of the Unit, or by petition by no less than 10% of the members. Notice of the time and place of any special meeting shall be posted and announced at least 20 days before such meeting and in a similar manner to that for an Annual Membership Meeting. The notice of any special meeting shall contain an agenda of the matters to be taken up at said special meeting, and no other business shall be acted upon.
- d) A quorum for the transaction of business at any annual or special meeting shall consist of 40 members. If a quorum is not present, any action taken by the attendees must be approved by the Board of Directors at their next regular meeting in order to be effective.
- e) No proxies shall be permitted.

#### **ARTICLE V - Dues**

Annual dues shall be in the amount fixed by the ACBL. The Unit may assess additional dues.

#### **ARTICLE VI - Board of Directors**

- a) **Number of Directors**

The affairs of the Unit shall be managed and conducted by a Board of Directors which shall consist of nine persons, all of whom shall be members in good standing of the Unit.

**b) Term of Office**

Each Director shall hold office for a period of three years and shall continue to hold office until his successor shall have been duly elected. No Director shall serve continuously as a member of the Board for more than six years. A former Director shall not be eligible for reelection to the Board until at least one year shall have elapsed from the date of termination of such Director's most recent service on the board.

**c) Responsibilities of Directors**

Each Director is expected:

- 1) To take an active interest and attend all meetings of the Board;
- 2) To serve on committees as requested by the President of the Unit;
- 3) To support the Unit games and encourage memberships in the ACBL;
- 4) To encourage all members to adhere to the policies, rules, regulations and ethics as outlined by the ACBL and the Unit; and
- 5) To actively further the purposes of the Unit.

**d) Nomination of Directors**

**1) Nominating Committee**

At least eight weeks before the Annual Membership Meeting, the Board of Directors shall choose a nominating committee consisting of the current President of the Unit plus no fewer than three Unit members not currently on the Board. At least four weeks prior to the Annual Membership Meeting, the nominating committee shall nominate no fewer than six persons for the annual rotating Director positions, shall advise all nominees of the responsibilities of the Directors as set forth in these Bylaws, and shall submit those names to the Board of Directors. No other nominations shall be permitted except as noted below.

**2) Other Nominations**

Other nominations may be made from the floor at the Annual Membership Meeting by any member in good standing.

**e) Elections of Directors**

**1) Place of Elections**

Elections for the Unit Board of Directors shall be held at the Charlotte Bridge Association and shall take place for seven consecutive days beginning with the Annual Membership Meeting.

**2) Balloting**

Democratic elections require secret ballots when there are two or more candidates in contention for the same opening. Absentee ballots may be permitted under special circumstances with the approval of the Board of Directors.

**3) Valid Ballots**

Only those ballots in which the number of votes cast does not exceed the number of official positions to be filled shall be counted.

**4) Method of Determining Winners**

Persons receiving the most votes cast shall be elected. In cases where one or more positions could not be filled because of a tie, there shall be a runoff election, lasting one week and held as soon as possible, between all person so tied. The highest vote getters in this runoff shall fill the position(s).

**f) Vacancies for the Board**

Any vacancy on the Unit Board of Directors shall be filled by the Board of Directors and the person(s) so appointed shall hold that office for the balance of the vacated term.

**g) Meetings**

The Unit Board of Directors shall hold a minimum of six meetings a year.

**h) Quorum**

A quorum of the Board of Directors for the transaction of business shall consist of not less than a majority of the Board.

**i) Powers and Duties**

All of the powers of the Unit shall be, and are hereby, vested in, and shall be exercised by, the Board of Directors. The Board may delegate to officers, or to individual members, such powers as the Board may see fit. In addition to the powers herein granted and those granted by the laws of the State of North Carolina, the Unit Board of Directors shall have the powers and duties including, but not limited to:

- 1) The conduct, management, supervision, and control of the business of the Unit;

- 2) Conduct of, or assignment of, tournaments;
- 3) The employment and discharging of employees and the supervision of the conduct and fixing of their compensation; and
- 4) Maintenance and management of Unit property.

## **ARTICLE VII - Officers**

### **a) Roster of Officers**

The officers of the Unit shall consist of a President, a Vice President, a Secretary, and a Treasurer. The President and Vice President must be members of the Board of Directors of the Unit.

### **b) Election/Appointment of Officers**

The Unit Board shall elect all officers at the first meeting of the newly elected Board. Elected officers must receive a majority of the votes cast. The persons elected shall hold office for one year or until their successors have been duly elected. The President shall not be eligible to serve for more than two consecutive one-year terms.

### **c) Duties of Officers**

#### **1) President**

It shall be the duty of the President of the Unit:

- to preside at all meetings of the Board of Directors and all general meetings of the Unit membership
- to create and appoint all committees which he/she deems necessary to fulfill the purposes of the Unit, subject to the approval of the Board
- to exercise general supervision over the activities of the Unit
- to perform other such duties as are incidental to his/her office or which may be conferred on him/her by the Unit Board.

The president is a member ex-officio of all committees.

#### **2) Vice President**

It shall be the duty of the Vice President to perform the duties of the President in the absence or incapacity of the President. He/she shall also perform such other duties as the President or Board shall prescribe.

#### **3) Secretary**

It shall be the duty of the Secretary:

- to maintain a roster of Unit members
- to post notification of meetings for members and Directors
- to attend and keep the minutes of all meetings of members and Directors
- to keep records of all tournaments and other activities of the Unit
- to complete and file all Unit records required by the ACBL
- to receive and file the reports of all officers and committees, and
- to perform and other duties assigned to him/her by the President of the Unit.

#### **4) Treasurer**

It shall be the duty of the Treasurer.

- to keep custody of, and be responsible for, all funds, securities, and properties of the Unit
- to deposit such funds in the bank or banks designated by the Board, and
- to keep accurate records and make financial reports as required by the Board.

The Treasurer shall present a financial report at the Annual Membership Meeting.

#### **ARTICLE VIII - Committees**

- a) The President shall appoint such committees as may be necessary to perform the functions of the Unit. Committee chairpersons shall be appointed with the approval of the Unit Board of Directors.
- b) In addition to other committee chairpersons, the President shall appoint the members of the ethics committee subject to Board approval. In the event that a question of conduct or ethics involves one or more members of the committee, the President shall fill the position followed by the Vice President, then a Board member.

#### **ARTICLE IX - Properties**

- a) Unit owned properties may not be sold without the consent of more than fifty percent of the total votes cast.
- b) A special meeting shall be held, prior to any vote, to discuss all the ramifications of the possible sale of the Unit property.

- c) A complete explanation of the proposal before the Board of Directors, including the disposition of monies to be received from such a sale and a ballot, shall be sent to each member's ACBL mailing address. The completed ballot must be received no later than fourteen days after it was sent out.

#### **ARTICLE X - Removal**

##### **a) Procedure for Removal**

Any officer or Director may be removed for cause at any meeting of the Unit Board of Directors provided all the following conditions are met:

- 1) Two thirds of the current Board of Directors shall so vote;
- 2) The officer or Director whose removal is sought has been notified in writing, at least ten days prior to the meeting, that his/her removal is sought and the grounds for such removal;
- 3) The officer or Director whose removal is sought has been given an opportunity to be heard before the Unit Board of Directors and to be represented by counsel of his/her own choosing;

##### **b) Causes for Removal**

The causes for removal from office include but are not limited to:

- 1) Absence from three consecutive regularly scheduled meetings;
- 2) A submission to the Board of a petition signed by no fewer than ten percent of the registered members of the Unit calling for the removal of such Director or officer.

##### **c) Termination of membership in the Unit and/or the ACBL**

Termination of membership carries automatic removal from the Board of Directors, and does not require two thirds approval of the current Board.

#### **ARTICLE XI - Amendments**

The Board of Directors shall have the power, by a vote of 2/3 of the Board of Directors, to amend or repeal these By-laws, provided, that before any amendment becomes effective, notice of the proposed amendment shall be posted for the membership and submitted to a meeting of the Board of Directors immediately preceding the meeting at which the vote on the proposed amendment is to be taken.