

# BYLAWS

## AMERICAN CONTRACT BRIDGE LEAGUE (ACBL) UNIT 351, MESA, ARIZONA

### ARTICLE I – NAME and OBJECTS OF THE ORGANIZATION

1. The name of this organization shall be the Mesa Arizona Unit. The Mesa Arizona Unit is also known as the ACBL Unit #351 (hereinafter referred to as the Unit).
2. The objectives and goals of this Unit are as follows:
  - A. To preserve and to promote the best interest of, and to stimulate interest in, the art of playing competitive duplicate contract bridge.
  - B. To promote the membership, development and organization of affiliated clubs within the Unit.
  - C. To encourage the highest standards of conduct and ethics by its members and to enforce such standards.
  - D. To cooperate with, and to assist, the ACBL in the promotion and conduct of contract duplicate bridge tournaments.
  - E. To cooperate in the League's charity program and to sponsor and conduct charity events with the object of realizing funds to be devoted to worthy humanitarian causes.
  - F. To conduct such other activities as may be in keeping with its principal objectives.

### ARTICLE II – AMERICAN CONTRACT BRIDGE LEAGUE

The Unit is a separate legal entity that interacts with the 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 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.

### ARTICLE III - UNIT JURISDICTION

The geographical area within which this Unit shall have ACBL jurisdiction is such area as is presently, or may in the future, be assigned to it by the Board of Directors of the ACBL.

### ARTICLE IV - MEMBERSHIP

- A. Any person who is a member of the ACBL and resides within the geographical area over which this Unit has jurisdiction shall be a member of the Unit. Any person who lives outside the geographical area over which this 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.
- B. 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.

## ARTICLE V - MEMBERSHIP MEETINGS

- A. There shall be an annual meeting of the members of the Unit held at such a time and place as may be selected by the Board of Directors. The exact time and place of the meeting shall be announced at all of the clubs in the Unit at all of their games starting not less than thirty days prior to the meeting date.
- B. At each annual meeting, the President of the Unit shall explain to the members the goals and accomplishments of the past year and attempt to answer all questions by the members relative to the Unit. The Secretary shall read the minutes from the last annual meeting which shall then be offered for the approval and/or correction by the members. The Treasurer shall give a complete financial report and also be prepared to answer members questions relative to the Unit's finances.
- C. Special meetings of the members of the Unit may be called at any time to consider specific subject matters by the Board of Directors, or by the President, or by petition of the members. Such petition by the members shall have the signatures of at least twenty (20) members. Notice of the time and place of any special meeting shall be given by mail at least ten (10) days prior to the meeting date. The notice of any special meeting shall contain an agenda of the matters to be taken up at such special meeting and no other matters shall be discussed at that meeting.
- D. A quorum for the transaction of business at any annual or special meeting of the Unit shall consist of five (5) percent of the total membership of the Unit.
- E. No proxy voting shall be permitted.
- F. 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 of the Unit.

## ARTICLE VI - BOARD OF DIRECTORS

- A. The affairs of the Unit shall be managed and conducted by the Unit Board of Directors, hereinafter referred to as "the Board." The Board shall consist of twelve persons elected by the membership plus ex-officio members. Ex-officio members shall include the retiring President of the Board (for one year) and those serving on either the District or National Board of Directors. All members of the Board, including ex-officio members, must be members of the Unit in good standing.
  - 1. Ex-officio members have the right to make motions and vote but will not be counted in determining if a quorum is present at the meeting.
  - 2. Upon assumption of a District or National Board of Directors position, an elected Board member automatically becomes ex-officio and his/her elected Unit Board position becomes vacant
  - 3. When an ex-officio member of the Board ceases to hold the office that entitles them to such Board membership, their membership on the Board terminates automatically.
- B. Each Director shall hold office for a period of three years and continue to hold office until his successor has been duly elected and installed. To ensure continuity of the Board, one-third (4) of the Directors will be elected each year. The commencement of the term of office shall be during the first meeting scheduled for January of each year. No director may serve more than three (3) consecutive terms. Any term of more than one (1) year shall be deemed to be a three (3) year term for the purpose of eligibility for re-election.
- C. The Board shall hold a minimum of nine regular meetings each year with the exact time and place of the meetings to be selected by the Board. Special meetings of the Board to consider a specific subject may be called by the President or any three members of the Board. The exact time and place of the special meeting will be selected by the Board.
- D. The Board may create such standing or special committees as are deemed necessary to promote the objects of the Unit and delegate to them any of the powers and authority of the Board. Standing committees shall include: Unit Judiciary Committee; Unit Membership Committee; Unit Tournament Committee; Sanction Committee; Unit Hospitality Committee; and Unit Charity Committee.

- E. All meetings of the Board shall be open to all members of the Unit. However, no person other than a member of the Board shall participate in its deliberations unless so invited by a majority of the Board and then, only for a specific subject. Should a member of the Unit desire to bring a matter to the attention of the Board, said member should make the proper arrangements with the President of the Unit at least forty-eight (48) hours prior to the meeting. The President shall then put the member's name and subject matter on the agenda for the meeting.
- F. Each year prior to the membership meeting, candidates for the Board may be chosen by a nominating committee appointed by the President. Each candidate must agree to serve a term of three years prior to placing his or her name on the ballot.
  - 1. No active club owner, operator, manager or director shall be eligible for membership on the Board. If a Board member becomes an active club owner, operator, manager or director, he/she shall resign from the Board.
  - 2. Directors shall be elected by secret ballot of Unit 351 members.
  - 3. The results of the election shall be made public by the President during the annual membership meeting.
- G. Any vacancy on the Board shall be filled by the vote of the remaining members of the Board. The person so elected to the Board shall serve the remaining term of the person so replaced.
- H. A quorum of the Board for the transaction of any business, at either a regular or special meeting, shall be not less than seven (7) members which constitutes a simple majority of the twelve (12) members.
- I. The Board shall be the policy making body of the Unit and shall have, in addition to the powers granted by other provisions of these bylaws and the laws of the State of Arizona, the following specific powers:
  - 1. To conduct, manage, supervise and control all of the business of the Unit.
  - 2. To conduct all Unit tournaments which includes the selection of dates and locations, the approval of budgets, and the approval of schedules.
  - 3. To acquire, hold, administer and dispose of all property of the Unit.
  - 4. To hire, supervise and discharge employees of the Unit and to fix their compensation.
  - 5. To censure, suspend or otherwise discipline any member of the Unit as provided by ACBL regulations.
- J. All officers and members of the Board shall serve without pay.
- K. All meetings of the Board shall be held and conducted in accordance with "Robert's Rules of Order."

#### ARTICLE VII - UNIT OFFICERS

- A. The officers of the Unit shall consist of a President, a Vice-President, a Secretary, and a Treasurer. The Board shall elect all officers from its members at the first meeting of the new year. The persons so elected shall hold office for one year and continue to hold office until their successor has been duly elected and installed.
- B. Vacancies due to death, resignation, or other causes shall be filled by a vote of the remaining members of the Board.
- C. If any officer 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 may, from time to time, delegate the powers or duties of such officer to any other officer, director or other person it may select.

#### ARTICLE VIII - DUTIES OF UNIT OFFICERS

- A. The President shall be the presiding officer at all meetings of the Unit, both Board and annual membership. Upon election each year, he/she will appoint chairpersons for each of the standing committees prescribed in Article VI D of these bylaws and any other committees deemed necessary to conduct the business of this Unit. The President will also be a member ex-officio of all committees.
- B. The Vice-President shall preside in the absence or inability of the President to serve and shall perform such other duties as shall be assigned by the President.

- C. The Secretary shall keep the minutes of all Board meetings and shall read them for approval and/or correction at the next meeting. The Secretary shall keep correct and complete books and records of accounts of all proceedings of its Board and membership meetings.
- D. The Treasurer shall receive all moneys for the Unit and ensure that they are all deposited into the Unit's bank account. The Treasurer shall pay all bills and expenses of the Unit. The Treasurer shall give a true financial report at all Board and membership meetings.
  - 1. The Treasurer will ensure that all payments are made from authorized vouchers. Unit books are to be maintained under authorized accounting procedures in that all checks are to be accounted for in numerical order; the voucher is annotated with the check number paying that voucher; that those same vouchers are maintained in the same order as the checks paying the voucher; and deposits are properly posted.
  - 2. Unit check signatures can be made by either the President, Vice-President, or Treasurer. The Treasurer will ensure that proper signatories are on file with our bank.
  - 3. The books of the Unit are to be audited on an annual basis. The audit will be conducted at the end of the calendar year and the results of the audit will be presented to the Board at the March meeting. The auditor may be anyone who has knowledge of accounting principles.
  - 4. NO OFFICER, ANY MEMBER OF THE BOARD, OR ANY MEMBER OF THE UNIT SHALL OBLIGATE THE UNIT FOR ANY COST OR EXPENSE WITHOUT FIRST OBTAINING THE APPROVAL OF THE BOARD OF DIRECTORS.
- E. The officers of the Unit shall be responsible for the administration of the affairs of the Unit under policies established by these bylaws and decisions made by the Board.

#### ARTICLE IX - EXECUTIVE COMMITTEE

- A. The executive committee shall consist of the President, the Vice-President, the Secretary, the Treasurer, and the immediate past President. Should the immediate past President no longer be a member of the Board or decline to serve on the committee, the President shall appoint another member of the Board as the fifth member of the committee. A quorum for a meeting of the executive committee shall be not less than three (3) members.
- B. The executive committee shall act only in emergency situations when prompt action is required and a quorum cannot be raised for either a regular or a special meeting of the Board. In such special situations, the executive committee shall be granted the same powers as that held by the Board.
- C. No business of the Unit may be transacted except at a Board meeting, either regular or special, the executive committee meeting, or the annual membership meeting. Complete minutes of such meetings shall be kept by the Secretary.

#### ARTICLE X – DISTRICT 17 REPRESENTATIVE

Unit 351 has the privilege of selecting a member of our Unit to be our representative on the District 17 Board of Directors. The Unit's Board will elect a member for this position in accordance with District 17 election rules (see Article VI of District 17 bylaws). Any member of the Unit, not just a Board member, is eligible to be selected for this position. A written notice must be given to the Board's Secretary for consideration. Our District 17 representative will be an ex-officio member of the Unit's board and will have the right to make motions and vote (see Article VI A above.)

#### ARTICLE XI - REMOVAL

- A. Any officer, director or ex-officio member may be removed for cause at any meeting of the Unit Board of Directors. Removal of an ex-officio member applies to the Unit board only. But, their removal from the Unit Board shall be reported to any other ACBL Board which they are a member. Any officer, director or ex-officio member against whom removal shall be brought shall be notified in writing by the Secretary, by Registered Mail, of the charges against them at least fifteen (15) days prior to the meeting. The member so charged shall be given

an opportunity to be heard by the Board and they can be represented by counsel of their choosing. The charges of removal must be approved by two-thirds (2/3) of those present to be confirmed.

- B. Unexcused absences from any four (4) meetings of the Board during a calendar year may be cause for a member to be removed and will create a vacancy on the Board. Removal shall occur by a majority vote of the Board after the excessive absences are brought to the attention of the Board. Absences considered to be "excused" shall not accumulate to the said count.
- C. Any officer or 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. An officer's or director's resignation will take effect upon delivery of notice unless the notice of resignation specifies a later effective date. Acceptance of an officer's or director's resignation will not be necessary to make it effective.

#### ARTICLE XII - AMENDMENTS TO THE BYLAWS

Amendments to these bylaws may be made by the members of the Unit upon petition signed by at least thirty (30) members and submitted to the Secretary at least sixty (60) days in advance of the annual meeting or any special meeting of the members, called for the purpose, or upon petition signed by at least nine (9) members of the Board of Directors. It shall be the duty of the Secretary to incorporate the text of the proposed amendment in the notice of the meeting. Such notices shall be posted at every game in all clubs in the Unit starting at least forty-five (45) days prior to the meeting date. The concurrence of two-thirds (2/3) of all members present and voting shall be required to pass any amendment.

#### ARTICLE XIII – MISCELLANEOUS

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.

#### CERTIFICATION OF THE BOARD OF DIRECTORS

The undersigned hereby certifies (i) I am the President of the Unit, a nonprofit organization, (ii) the above bylaws are a true, correct and complete copy of bylaws adopted at a duly held annual meeting of the Unit's members on the 9<sup>th</sup> day of December 2007, and in accordance with the laws of the State of Arizona 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 the 28th day of December 2009.

By:

Amended Dec 27, 2009