

BY -LAWS BOULDER UNIT 359

THE AMERICAN CONTRACT BRIDGE LEAGUE

The Unit functions within the By-Laws and Regulations of the American Contract Bridge League and the District in which it is located.

Objectives of the Organization

The objectives of the organization are:

1. To preserve and promote the best interests of and to stimulate interest in the art of playing competitive contract bridge and any modifications thereof;
2. To cooperate with, and assist ACBL in the promotion and conduct of contract bridge tournaments;
3. To encourage the highest standards of conduct and ethics by its members and to enforce such standards;
4. To promote the development and organization of affiliated clubs within the Unit;
5. To cooperate in 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
6. To conduct such other activities as may be in keeping with its principal objectives.

ARTICLE I - Unit Jurisdiction

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

ARTICLE II - Membership

1. Any person of good moral character and residing within the jurisdiction of the Unit, subject to District regulations, is eligible for membership and no person shall be denied membership because of race, creed or color.
2. Such person, upon favorable action on his membership application, shall become and remain a member unless
 - a) Said person changes residence to a place outside the jurisdiction of the Unit, in which case said person shall become a member of the new Unit immediately on processing by the League of his change of address;
 - b) Said person had failed to pay dues in accordance with regulations of the American Contract Bridge League; or
 - c) Said person has been suspended or expelled from membership in accordance with regulations established by the American Contract bridge League and the Board of Directors of the Unit, provided, however, that such regulations shall conform to the rules of due process applicable to membership organizations, and that such regulations as are established by the Board of Directors of the Unit shall not be in conflict with the regulations of the American Contract Bridge League.
3. Membership in the Unit carries with it membership in the American Contract Bridge League.

ARTICLE III - Dues

1. Annual dues shall be in the amount fixed by the American Contract Bridge League.
2. The Board of Directors shall have no power to levy special assessments.
3. Any person becoming a member during any year shall pay dues for the entire year without abatement.

ARTICLE IV - Membership Meetings

1. 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 and which shall be held prior to the first day of January of each year.
2. The Unit Board of Directors shall fix the time and place of the annual meeting and shall give appropriate notice of such meetings by mail to each of the members of the Unit and by announcement at games held by the Unit and all of its affiliated clubs.
3. Special meetings of the members may be called at any time to consider specific subject matters by the Unit Board of Directors, by the President or by petition of any 25 of the members. Notice of the time and place of any special meeting shall be given by mail to each of the members of the Unit by the person or persons calling the same at least ten days before such meeting. The notice of any special meeting shall contain an Agenda of the matters to be taken up at such meeting and no other business shall be acted upon at such special meeting.
4. Membership meetings shall be held within the geographical area over which the Unit has jurisdiction.
5. A quorum for the transaction of business at any annual or special meeting shall consist of the members present at such meeting.
6. No proxies shall be permitted.

ARTICLE V - Unit Board of Directors

1. **Number of Directors** - The affairs of the Unit shall be managed and conducted by the Unit Board of Directors which shall consist of nine (9) persons, all of whom must be members of the Unit in good standing. Professional members of the Unit, being owners of clubs affiliated with the Unit, acting directors of such clubs, Unit employees and members of the District and National Board of Directors, shall be eligible to serve on the Unit Board of Directors, provided no more than four such professional members may serve on the Unit Board of Directors at any one time.
2. **Term of Office** - Each director shall hold office for a period of three years and shall continue to hold office until his/her successor shall have been duly elected. The commencement of his/her term shall be the first day of January following the date of his/her election. The terms of the Directors holding office at the time of the meeting in which these By-laws are adopted and the terms of Directors elected at such meeting, if any, shall be appropriately adjusted to terminate on the thirty-first day of December occurring in the third year following the dates of their respective elections to office at the time of said meeting but scheduled to terminate within one month thereafter shall terminate upon the election of their respective successors and the terms of such successors shall commence upon their election.
3. **Nomination of Directors** -

- a) The Board of Directors, at least 30 days prior to the annual membership meeting, shall select a Nominating Committee composed of three persons, a majority of whom shall not be members of the current Board of Directors. Said Nominating Committee shall meet prior to the mailing of notices of the annual meeting and shall prepare a slate of nominees to be placed in nomination by it at the annual meeting of the members.
 - b) The names of the persons nominated by the Nominating Committee shall be made known to the members in the notice of the annual meeting at least twenty days prior to said meeting.
 - c) Additional nominations may be made by the membership, but such nominations must be in writing, signed by at least ten members of the Unit in good standing, and must be mailed to the Secretary of the Unit at least ten days before the annual meeting.
4. **Elections of Directors** - Every qualified member shall be entitled to one vote for each Director to be elected. All ballots shall be secret. All candidates are entitled to have witnesses at the counting. In case of a tie, the committee in charge of the counting shall break the tie by lot.
 5. **Vacancies** - Any vacancy on the Unit Board of Directors shall be filled by the Board of Directors and the person so appointed shall hold office for the balance of the unexpired term.
 6. **Meetings** - The Board of Directors shall hold a minimum of two meetings a year, the first of which shall be held as soon after the first day of January of each year as practical, for the purpose of transacting such business as may come before it. The secretary shall call other meetings of the Board of Directors at the request of the President or upon request in writing of any three of its members. Such notices shall be mailed, or telephoned, not less than seven days prior to the date of the proposed meeting.
 7. **Quorum** - A quorum of the Board of Directors for the transaction of business shall consist of not less than a majority of the Board as then constituted.
 8. **Powers and Duties** - In addition to the powers granted by other provisions of these By-Laws and by the Laws of the State of Colorado, the Board of Directors shall have powers and duties including, but not limited to the following:
 - a) To acquire, hold, administer, maintain and dispose of all property of the Unit;
 - b) To appropriate the funds of the Unit for the purpose set forth in these By-Laws except that not more than \$1,000.00 of the unit funds may be used to defray any expenses in support of regional or national tournaments;
 - c) To hire and discharge employees, to supervise their conduct and fix their compensation;
 - d) To audit all receipts and disbursements of the Unit;
 - e) To conduct, manage, supervise and control all of the 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 connections therewith;
 - f) To discipline members and participants in tournaments for dishonest, unethical and improper conduct;

- g) To review, reaffirm, or revise all contracts, leases and agreements which have been entered into by previous Boards;
- h) To permit or deny permission to any person or persons to attend any meeting of the Board of Directors or any portions of these meetings; and
- i) To inform the membership as much as possible through the use of club bulletin boards and/or newsletters of the business of the Board both planned and accomplished.

ARTICLE VI - Unit Officers

1. **Number** - The officers of the Unit shall consist of a President, a Vice-President, a Secretary and a Treasurer.
2. **Election** - The Board of Directors shall elect all officers at its first meeting following the election of Directors and the persons elected shall hold office for one year or until their successors have been duly elected.
3. **Vacancies** - Vacancies due to death, resignation or other cause shall be filled by the Unit Board of Directors.
4. **Duties** - The duties of the officers shall be as outlined in these By-Laws and in the By-Laws of the American Contract Bridge League and such others as may be assigned by the Unit Board of Directors.

ARTICLE VII - Impeachment

Any officer or director may be removed for cause at any meeting of the Unit Board of Directors provided two-thirds of those present constituting a quorum shall so vote. Any officer or director against whom impeachment charges shall be brought shall be notified in writing, by registered or certified mail, of the charges against him/her, at least ten days prior to the meeting and shall be given an opportunity to be heard before the Unit Board of Directors and to be represented by counsel of his/her own choosing. Absence from three consecutive meetings may be cause for removal of a Director.

ARTICLE VIII - Tournaments

The Unit shall have complete authority over all tournaments conducted by it, subject to the regulations of the American Contract Bridge League.

ARTICLE IX - Appointment of Committees

The President, with the approval of the Board of Directors, shall appoint such committees as may be necessary or desirable to perform the functions of the organization and shall define the duties of the committee. Among the committees appointed shall be the following standing committees: The Tournament Committee, the Conduct and Ethics Committee, the Membership Committee, the Publicity Committee and the Executive Committee.

ARTICLE X- Order of Business

All regular meetings of the Board of Directors shall be conducted in the following manner:

1. Meeting called to order by the President
2. Determination of a quorum
3. Reading or disposition of the minutes from the previous meeting
4. Reports of officers
5. Reports of committees
6. Discussion of communications
7. Discussion of unfinished business
8. Discussion of new business
9. Adjournment

Robert's Rules of Order shall prevail.

ARTICLE XI - Fiscal Year

The fiscal year of the Unit shall be the calendar year.

ARTICLE XII - Amendments to the By-Laws

Amendments to the By-Laws may be made by the members of the Unit upon petition signed by at least 25 members and submitted to the Secretary at least thirty days in advance of the annual meeting or any special meeting called for the purpose, or upon petition signed by at least six members of the Unit 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. The concurrence of two-thirds of all members present and voting shall be required to pass any amendment.

ARTICLE XIII - Adoption

These By-Laws shall become effective upon their adoption by a majority vote of those members of the unit who attend an annual meeting at which the By-Laws are presented and proposed for adoption or at a special membership meeting called for that purpose.