

BYLAWS OF Tucson Unit 356, AMERICAN CONTRACT BRIDGE LEAGUE (Includes Changes from Annual Meetings, 19 November 2000 & 12 October 2008)

Prepared by Barry Abrahams, Unit 356

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ARTICLE I – ORGANIZATION A. Tucson Unit 356 functions within the bylaws and regulations of the American Contract Bridge League (ACBL), which may hereinafter be referred as ACBL, or the League. Tucson Unit 356 has jurisdiction in the geographical area assigned to it by the League. B. The object and purpose of Tucson Unit 356 shall be: (1) To preserve and promote the best interests of contract bridge, and any modifications thereof; (2) To cooperate with and assist the 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 conduct activities in keeping with the ACBL principal objectives.

ARTICLE II – MEMBERSHIP A. Any person residing within the jurisdiction of the Unit is eligible for membership, and shall not be denied membership because of race, creed, color, or point of origin. B. Such person may apply directly to the ACBL, or may submit application through any club or persons authorized by the Unit Board of Directors to accept applications, and shall become a member of this Unit upon payment of the ACBL dues/service fees. C. The filing of an application shall bind the applicant to full compliance with and adherence to these Bylaws, and with ACBL Bylaws and Regulations. D. Membership in the Unit is dependent upon paid membership in ACBL. E. If a member changes official residence to a place outside the jurisdiction of this Unit, the League will automatically transfer the membership to the Unit of the new address when processing the address change. F. Except as may herein otherwise be provided, a member shall enjoy and possess all rights of membership equally with all other members. G. A member is in good standing unless his/her: (1) Dues/service fee payment is delinquent; or (2) disciplinary action in accordance with ACBL rules and regulations is in force, which temporarily removes the member's good standing status.

ARTICLE III – MEMBERSHIP DUES A. Dues/service fees shall be in the amount fixed by ACBL and payable directly to the League, for at least a one-year term. B. The Unit Board of Directors shall have no power to levy any special assessment. It shall, however, be permitted to request voluntary contributions if funds are needed.

ARTICLE IV – MEMBERSHIP MEETINGS A. There shall be an Annual Meeting of the members held in October, for the purpose of approving a slate of nominees for the Unit Board of Directors election, and

for any additional business as appropriate. B. The Board of Directors shall fix the time and place of the Annual Meeting and, at least twenty days prior to said meeting, shall send written notice to all Bridge Clubs. Bridge Clubs are asked to post the notice on bulletin boards and to announce the contents of the notice at club games to encourage attendance. C. Special meetings of the members may be called via petition to the Board of Directors signed by 40 members, or by the Board. The Board shall give written notice to all members at least ten days prior to a special meeting, and shall include an agenda of matters to be taken up at the meeting.

D. A quorum for the transaction of business at any annual or special meeting shall consist of 40 members. E. No proxies shall be permitted.

ARTICLE V – UNIT BOARD OF DIRECTORS A. NUMBER OF DIRECTORS: The affairs of the Unit shall be managed and conducted by ten Directors, five of whom shall be elected each odd-numbered year, four of whom shall be elected each even-numbered year, and one appointed annually by the Board from members who are Non Life Masters with points fewer than the minimum total points required by the ACBL to become a Life Master. B. TERM OF OFFICE: Each elected Board member is assigned a two-year term of office commencing on the January 1 following election. When terms expire, incumbents may seek re-election through the nomination process. C. NOMINATION OF DIRECTORS: (1) The Board of Directors, at least sixty days prior to the Annual Membership Meeting, shall appoint a Nominating Committee composed of four Unit members in good standing, three of whom shall not be members of the current Board of Directors. The Nominating Committee shall prepare a slate of eligible nominees to be posted with the notice of the Annual Meeting sent to Clubs at least twenty days prior to the meeting. (2) Eligibility for Board membership requires a Unit member to have been in continuous good standing in this Unit for at least twelve months prior to serving. Unit members are not eligible for Board membership while they: (a) Have a controlling financial interest in a bridge club; or (b) On a continuing regular basis work for payment from the ACBL. (3) Nominations in addition to the slate prepared by the Nominating Committee may be made by the membership, but such nominations shall be in writing, signed by at least ten members in good standing, and must be received by the Secretary of the Unit at least ten days prior to the Annual Meeting. D. ELECTION OF DIRECTORS: (1) A Mailing Committee appointed by the Board of Directors shall, within ten days after the Annual Meeting, prepare and mail a ballot to each eligible member. Each nominee may submit a 50-word campaign statement to be mailed with the ballots. Each member of the Unit who is in good standing of the date ballots is mailed shall be eligible to vote. (2) The ballot shall: (a) List, in alphabetic or randomly drawn order, the names of all persons nominated; (b) State the number of vacancies to be filled; (c) State the time and place where the ballots shall be opened and counted; (d) State that each person voting must enclose the ballot in a sealed envelope and sign his/her name on said envelope; (e) Designate a secure place to which the ballots are to be returned and the final date for the return of such ballots. (3) At the time prescribed for the opening and counting of the ballots, which shall be not less than ten nor more than thirty days after the sending out of the ballots, an Election Committee appointed by the Board of Directors shall check the signature(s) on each sealed envelope against the official membership list, then open and remove the folded ballots in a way which will maintain the secrecy of each voter's ballot. The Chairman shall then

examine each ballot and remove any which contain too many votes, a signature or other marking which renders those ballots invalid. Valid ballots shall then be tallied by two separate committee members who shall compare and agree on the number of votes tabulated for each candidate. In case of a tie the committee shall break the tie by lot. The final duty shall be preparation of a written statement of results, signed by each member of the committee, certifying the results of the election as reported to be true and correct.

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(4) Certified election results shall be entered into the minutes of the first meeting of the new Board. E. VACANCIES: (1) Vacancies on the Board of Directors occur when a member loses eligibility, resigns, dies, moves away, or is impeached. (2) A Board Member shall become ineligible to serve the remainder of his/her term if he/she (a) Loses good standing in the Unit, or (b) Had three successive absences or three absences from five successive board meetings, unless the majority of the board vote to restore eligibility. (3) The Board of Directors may appoint an eligible person to fill any vacancy for the remainder of the term of office. F. POWERS AND DUTIES: In addition to the powers granted by other provisions of these Bylaws and by the Laws of the State of Arizona, the Board of Directors shall have powers and duties including, but not limited to the following: (1) To acquire, hold, administer, maintain and dispose of all property of the Unit; (2) To appropriate the funds of the Unit for the purposes set forth in these Bylaws; (3) To appoint standing and occasional committees as necessary, selecting the chairman and members of such committees, and outlining their duties; (4) To contract for, supervise, and fix the fees for occasional services; (5) To keep records of all receipts and disbursements for periodic reports and audits; (6) 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 making all contracts in connection therewith; (7) To censure, suspend, expel, or otherwise discipline any member as set forth by the ACBL Bylaws and Regulations, and to bar any participant from the game or site when his/her conduct disrupts the game process; (8) To review, reaffirm or revise all contracts, leases, and agreements which have been entered into previous Boards; (9) To inform clubs and membership of the business of the Board both planned and accomplished: (a) Clubs shall receive annually a calendar of planned Unit Events and shall be given updates or changes as

soon as they are known by the Board; and (b) Membership shall receive information through the Unit's news publication and/or through posted or announced notices at each club.

ARTICLE VI – UNIT OFFICERS A. NUMBER: There shall be four Officers of the Unit: The President, Vice-President, Secretary, and Treasurer. B. ELECTION OF UNIT OFFICERS: The Board of Directors shall elect Unit 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. C. VACANCIES: the Board of Directors shall fill Vacancies of Unit Officer positions. D. DUTIES: The duties of the Unit Officers shall be as outlined by the Unit Board of Directors.

ARTICLE VII – UNIT BOARD MEETINGS A. REGULAR BOARD MEETINGS: The Board of Directors shall hold a minimum of nine Regular Board Meetings per year, usually monthly. The Secretary shall call a meeting of the Board of Directors at the request of the President or upon request in writing of five Directors. Such notices shall be mailed or telephoned not less than seven days prior to the proposed meeting. B. SPECIAL INTERIM ACTION: Any issue or problem which arises between meetings and requires timely solution prior to the next regularly scheduled meeting, may be handled at a special meeting called for the purpose, or solved by the following interim action: (1) The President shall formulate a proposed solution and poll the board members by

telephone or mail, and may proceed with the solution when approved by at least five other board members; and (2) Any interim action taken shall be reviewed by the Board at its next regular meeting and reflected in the Board Minutes. C. QUORUM: At least six Directors shall be present to constitute a quorum for the transaction of business at any regular or special Board Meeting. D. ORDER OF BUSINESS: All regular meetings of the Board of Directors shall be conducted in the following order: (1) Meeting called to order; (2) Determination of a quorum; (3) Reading or disposition of minutes of the previous meeting; (4) Reports of the 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 at the meetings. E. EX-OFFICIO MEMBERS: The immediate past president of the Unit and the Unit's District Board Representative, if not currently members of the Unit Board, shall receive notice of and minutes for each regular Board Meeting, and may serve the Board in an ex-officio capacity, without voting rights. F. CLUB REPRESENTATIVES: Each affiliated club may designate one Unit member in good standing to represent the club at Unit Board meetings. Club Representatives shall receive notice of and minutes for each regular Board Meeting, and may present written recommendations or may request agenda time for oral presentation. However, Club Representatives shall not have voting rights at the Unit Board meetings. G. OTHER PERSONS: Other members of the Unit may attend regular board meetings but shall not participate in Board discussions unless they are scheduled in the agenda to do so or asked by the Board to do so. Portions of some meetings may be executive sessions wherein the Board may exclude the presence of all persons except Board members.

ARTICLE VIII – IMPEACHMENT Any Officer or Director may be removed for cause via petition signed by at least 150 members of the Unit, or via petition signed by at least six members of the Board of Directors. The Board shall notify the Officer or Director against whom impeachment charges are brought, in writing, by registered mail, at least ten days prior to a special meeting set for a hearing. The notice shall state the specific cause or causes of the impeachment action. The person so charged shall be given an opportunity to be heard before the Board of Directors and to be represented by counsel. After such a hearing, an affirmative vote of seven Board Members shall be sufficient for permanent removal.

ARTICLE IX – AMENDMENTS TO THE BYLAWS Amendments to the Bylaws may be proposed via petition signed by at least 100 members of the Unit, or via petition signed by at least six members of the Board of Directors. The proposed amendment must be submitted to the Secretary at least thirty days in advance of the Annual Meeting or any special meeting called for the purpose. The text of the proposed amendment shall be incorporated in the notice of the meeting. Concurrence of two-thirds of membership present and voting shall be required to pass the amendment.