

## Bylaws

San Francisco UNIT #506

### AMERICAN CONTRACT BRIDGE LEAGUE

Revised January 1, 1992

The San Francisco Unit, hereinafter referred to as the "Unit", is a subsidiary of the American Contract Bridge League; recognizes the League as the parent organization having authority and control over tournament bridge in the United States; exists under the sanction of the League; and functions within the Constitution, Bylaws and Regulations of the League.

### OBJECTS OF THE ORGANIZATION

The objects of the organization shall be:

- a) To preserve and promote the best interests of competitive contract bridge, and any modifications thereof;
- b) To cooperate with and assist the League in the promotion, and conduct of contract bridge tournaments;
- c) To prescribe rules of eligibility for participation in tournaments under its own auspices;
- d) To consider and pass upon reports of dishonest, unethical or improper conduct of participants in tournaments, and to bar or suspend persons guilty of such conduct from further participation;
- e) To promote the development and organization of affiliated clubs within the Unit; and
- f) 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 may operate shall be the City and County of San Francisco, California, or such other area as is assigned to it from time to time by the Board of Directors of the American Contract Bridge League.

### ARTICLE II

#### MEMBERSHIP

A. Any person 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, color or creed.

B. Such person, upon favorable action, shall become and remain a member in good standing unless:

1. He changes his residence to a place outside the jurisdiction of the Unit, in which case he shall become a member of the new Unit immediately on processing by the League of his change of address. If a member changes his residence to a place outside the jurisdiction of the Unit but within the playing area of District 21, he may elect to remain a member of Unit 506.

It is the member's responsibility to notify the Unit Secretary and the American Contract Bridge League of his decision to stay in Unit 506 and this must be done in order that he remain a member in good standing.

2. He has failed to pay his dues in accordance with the regulations of the American Contract Bridge League; or

3. He 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 corporations, 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.

C. Membership in the Unit carries with it membership in the American Contract Bridge League.

### ARTICLE III

#### DUES

A.

Annual dues shall be in accordance with the amount set by the American Contract Bridge League. This amount shall be paid by each member to the

American Contract Bridge League when billed by that organization.

B. The Board of Directors of the Unit shall have no power to levy any special assessment. However, it is permissible to request voluntary subscription to a Unit publication.

C. The fiscal year of the Unit shall be from September 1 to August 31 of each calendar year.

### ARTICLE IV

#### MEMBERSHIP MEETINGS

A. An annual meeting of the members of the Unit shall be held at the location of the July Unit Game, and will commence one-half hour prior to the start of the game. If for any reason a July Unit game is not held, a substitute date and location will be set by the Unit Board of Directors. The notice and the agenda of the annual membership meeting shall be posted in all clubs within the Unit's jurisdiction fourteen (14) days prior to the meeting. This information shall also be listed in the Unit newsletter in the month preceding the meeting. If all business on the agenda is not concluded within 15 minutes of the scheduled game time, the meeting will be adjourned. If a quorum is not present, or if business is not concluded, the Unit Board of Directors is empowered to act on all remaining items.

B. Special meetings may be called by the President or a majority of the Board of Directors. Special meetings may also be called upon presentation of a written petition signed by at least 150 members in good standing. This petition must be presented to the Board of Directors at least one week prior to the next Unit Board meeting. The notice and agenda of special meetings shall be posted in all sanctioned bridge clubs within the jurisdiction of the Unit for fourteen (14) days prior to the meeting. The notice and agenda of special meetings will also be printed in the Unit newsletter in the month preceding the meeting.

C. A quorum for the transaction of business at the annual membership meeting or at any special membership meeting shall consist of forty (40) members in good standing. Any resolution voted upon by the members at an annual or special membership meeting will be considered passed if a majority of those voting approve.

D. 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 the Board of Directors which shall consist of ten (10) persons (with the exception noted in Article V, Section K.8). The two (2) alternates to the Board enjoy all the non-voting privileges and responsibility ties of the ten (10) elected board members. An alternate shall become a member of the Board of directors at the time he is seated as a replacement for one of the elected board members who is unable, unwilling or ineligible to complete his term of office. The Board of Directors, appointees of the Board, and alternates to the Board must all be members of the Unit in good standing.

B. Quorum: A quorum of the Board of Directors for the transaction of business shall consist of at least five (5) directors; one of whom must be the President or Vice President, or in the absence of both, the President's appointed designee. If both the Presidential and Vice Presidential positions should become vacant at the same time, or if there are seven (7) or less active directors (due to death, resignations, removal from the Board as the result of impeachment, or deliberate absence) a majority of the remaining

Board of Directors shall constitute a quorum for the transaction of business.

C. Powers and Duties: In addition to the powers granted by other provisions of these Unit Bylaws, and by the Laws of the State of California, the Board of Directors shall have the following powers and duties:

1. To acquire, hold, administer, maintain and disperse all property of the Unit;
2. To appropriate the funds of the Unit for the purposes set forth in these Bylaws;
3. To engage and discharge employees, to supervise their conduct and duties, and to fix their compensation;
4. To audit all receipts and disbursements of the unit;
5. To conduct, manage, supervise and control all of the business of the Unit included in, but not limited to, the management of tournaments, the selection of all dates and locations for holding such tournaments, and the making of all contracts in connection therewith; and
6. To censure, suspend, expel or otherwise discipline any member; but no member shall be censured, suspended, expelled or otherwise disciplined until he has been furnished with written charges, to which he has had reasonable time to reply and has failed to do so, or until after a hearing of which he has received reasonable notice. He may be represented by counsel. Disciplinary action by the Unit may be appealed to the National Board of Directors of the American Contract Bridge League. A member shall retain his rights to play in tournaments until resolution of the pending charges, unless the Unit Board has otherwise directed.

D. Term of Office: Each member of the elected Board of Directors shall hold office for a period of two (2) years, commencing with the first meeting of the Board following the election and continuing until his or her successor has been duly elected and installed into office. If the director is unable or ineligible to complete his or her term for whatever reason, he or she shall be replaced by a suitable successor. Under no condition shall any member of the Board hold office for more than two (2) years without being reelected to that office. Anyone appointed to the Board to fill a vacancy shall serve out the full term of office of the person whose office was vacated.

E. Vacancies: Any vacancy on the Board of Directors shall be filled by the first and second alternates to the Board, respectively. If, for whatever reason, neither the first nor second alternate is available to fill such vacancies as may arise, the selection of another director will be made by the Board. New alternates to the Board will be appointed as necessary.

F. Regular Meetings: The Board of Directors shall hold a minimum of nine (9) meetings a year. The first meeting shall be scheduled as soon as possible after the results of the election are determined, for the purpose of electing officers and transacting other business as may come before it. The Secretary shall call a meeting of the Board of Directors at the request of the President or upon a request in writing by six (6) members of the Unit Board of Directors: such requests shall be given to the Secretary not less than seven (7) days prior to the date of the

proposed meeting. Regular meetings of the Unit Board shall be held at any place that has been designated by resolution of the Board of Directors.

G. Special Meetings: Special meetings of the Unit Board of Directors may be called by the President or, if the President is absent, unable, or refuses to act, by the Vice President or by a majority of the Board of Directors. Special meetings shall be held at the place designated by the person or persons calling the meeting and may be called without seven (7) day notice being required.

H. Voting: Unless otherwise stipulated in these Bylaws, 1) a majority of those present at a Board meeting must approve a motion in order for it to pass; and

2) The President shall be allowed to vote if he or she so desires. If a vote results in a tie, and the President did not vote, he or she shall be required to vote to break the tie. If a vote in which the President has voted results in a tie, further discussion of the issue shall be required and a second vote of the Board will be taken. If there is still a tie after a second vote, the motion is deemed to have failed to pass. A motion must be reintroduced prior to further discussion and voting. No proxies shall be permitted.

I. Advisors to the Board: An Advisory Board shall exist. Owners of sanctioned bridge clubs and ACBL Professional Tournament Directors shall be permitted to serve as advisors to the Unit Board of Directors. Any such member must notify the Unit Board of his or her interest to serve in this capacity.

J. Nominations:

1. At least thirty-five (35) days prior to the date of the annual election, the Unit Board of Directors shall make it known that nominations are open for candidates for election to the new Board of Directors. Nomination forms will be made available to the membership by printing a copy of the form in the Unit newsletter and by placing nomination forms in all sanctioned bridge clubs under the jurisdiction of the San Francisco Unit. The Unit Secretary shall mail nomination forms to Unit members upon request. The date for closing of said nominations shall be at least twenty-one (21) days prior to the date of the election.

2. No person shall be eligible to be nominated or to serve as an alternate or as a member of the Unit Board of Directors unless he is a member in good standing and has paid his dues as of the closing date of nomination.

3. Nominations for all candidates shall be in writing and signed by at least ten (10) Unit members in good standing. The nomination form must also be signed by the nominee expressing his willingness to run and to serve if elected. Nomination forms must be received by the Secretary or a member of the Unit election committee on or before the aforesaid date of closing of nominations.

4. No two (2) owners, nor employees, nor an owner and an employee of the same sanctioned bridge club shall be eligible to serve as alternates or members of the Board of Directors at the same time.

5. No person of less than one (1) year's membership in the San Francisco Unit will be eligible to serve as an alternate or a member of the Board of Directors.

K. Elections:

1. The annual election of the Board of Directors shall be held on a date be selected by the Unit Board of Directors. This date shall be between July 20 and August 20. The term "date of election" as used herein shall mean the day upon which the votes are to be counted.

2. The term of the directors of the Unit Board shall be staggered so that no less than five (5) board members and two alternatives are elected each year.

3. Space permitting, the Unit newsletter will include background information on all nominees in the monthly issue immediately prior to the distribution of ballots. Background information will be limited to 75 words or less and will be written by the nominee. All submissions must be received by the Unit newsletter editor prior to the specified deadline for the pre-election issue.

4. The nominees shall be listed on the ballot in alphabetical order.

5. The ballots for the election shall be made available (at least fifteen (15) days prior to the date of the counting of the votes) by being placed in all sanctioned bridge clubs under the Unit's jurisdiction and by being mailed to San Francisco unit members who subscribe to the Unit newsletter. Additionally, the Election Chairman will mail a ballot to any Unit member in good standing upon his or her written request, provided that it is post marked at least seven (7) days prior to the election. Only the Election Chairman selected by the Board may mail ballots to San Francisco Unit members. Those entitled to vote must be members in good standing and currently belong to the San Francisco Unit at the time the votes are counted.

6. Completed ballots shall be deposited at any of the open duplicate clubs in San Francisco or at any other place so designated by the Board, or they may be mailed to the Election Committee at the address so designated by the Board and as indicated on the ballot. Only those ballots received by 6:00 P.M. on the day before the date of elections shall be counted.

7. Every qualified Unit member shall be entitled to one vote for each director to be elected. All ballots shall be secret. The Election Committee will verify name and ACBL membership number on each return envelope by comparing it to the membership list. The Election Committee will then open a sealed inner envelope after the outer envelope is verified and separated. Two pairs of vote counters will count independently. All candidates are entitled to have witnesses at the counting. Instructions to the voters, shall be included on the ballots.

8. The nominees receiving the highest number of votes shall be deemed elected to fill all existing vacancies on the Board. If two persons receive an equal number of votes for the last position,

both persons shall be deemed elected to the Board. If there is a tie of more than two persons for the last position, only two of those so tied will serve on the Board. This will be decided by lot. In no event will there be more than eleven (11) directors serving on the Board.

9. The nominees receiving the next two (i.e. normally the sixth and seventh) highest number of votes shall serve as first and second alternates to the Board of Directors. Any ties for the position of alternate shall be broken by the Board. If an alternate is not available to serve, for whatever reason, the President of the Board shall appoint a suitable alternate, subject to ratification by the Board.

## ARTICLE VI

### UNIT OFFICERS

A. Number: The officers of the Unit shall be President, Vice President, Secretary, Treasurer, and any such other officers as the Board of Directors may appoint.

B. Election: The Board of directors shall elect all officers at its first meeting following the annual election and the persons elected shall hold office for one year or until their successors have been duly elected. No director shall be eligible to serve in the position of President or Vice President for more than two consecutive terms. No person elected to the San Francisco Unit Board may be elected to the position of President or Vice President without one year's prior experience on an ACBL Unit Board.

C. Vacancies: Vacancies due to death, resignation, or removal from the Board as the result of impeachment shall be filled by the Board of Directors.

D. Duties of the President: The President shall preside at the Annual and Special Unit Membership Meetings, meetings of the Board of Directors, and shall exercise general supervision, direction and control of the business activities of the Unit. He or she shall be an ex-officio of all committees, except where Bylaws and regulations of the Unit specify otherwise. The President shall be authorized to co-sign checks with the Vice President, Treasurer or Secretary and shall perform such other duties as may be prescribed on him by the Unit Board of Directors or which are incidental to his office.

E. Duties of the Vice President: In the absence or disability of the President,

the Vice President shall assume all duties of the President, and, in so acting, shall have all the powers of the President. The Vice President shall be authorized to co-sign checks with the President, Treasurer or Secretary and shall perform such other duties as may be prescribed from time to time by the Unit Board of Directors.

F. Duties of the Treasurer: The Treasurer shall receive and be responsible for safely keeping all funds, securities and property of the Unit. The Treasurer shall be authorized to co-sign checks with the President or Vice President. He or she shall oversee the duties of a Bookkeeper and shall be responsible for payment of Unit obligations as directed by the Board of Directors. The

Treasurer shall be responsible for presenting financial reports at Unit Board meetings. The Treasurer shall prepare annually, or prior to his successor's installation into office, a financial compilation statement to be presented to the Board of Directors in writing. The Treasurer shall attend all meeting and shall have such other powers and perform such other duties as may be prescribed from time to time by the Unit Board of Directors.

G. Duties of the Secretary: The Secretary shall attend and keep the minutes of all meetings of Members and Directors, keep all records of Tournaments, and keep a full and complete record of any other proceedings of the Unit. The Secretary shall complete and file all Unit reports required by the American Contract Bridge League. He or she shall also send notification of meetings to all Board members; send the minutes of meetings to the Board members and to all sanctioned Unit Clubs for posting; and make service of other notices as deemed necessary or proper. The Secretary shall supervise the keeping of the Unit's records, and shall perform such other duties of the office as prescribed by the 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 and constituting a quorum shall so vote. Failure to attend three (3) consecutive meetings or four (4) or any six (6) consecutive meetings will be considered cause for removal of a Director.

Any officer or director against whom impeachment charges shall be brought, unless they be for failure to attend meetings as aforesaid, shall be notified in writing, by registered mail, of the charges against him at least ten (10) days prior to the meeting, and shall be given the opportunity to be heard before the Board of Directors and to be represented by counsel of his own choosing. No member who was removed from the Board for any reason, including failure to attend board meetings, will be eligible to serve again until four (4) years after his or her removal.

## ARTICLE VIII

### EXECUTION OF INSTRUMENTS

The Unit Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Director or agent of the Unit to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Unit. Such authority may be general or confined to specific instances. Unless so authorized, no Director or agent shall have any power or authority to bind the Unit by any contract or engagement or to pledge its credit or to render it financially liable for any purpose or in any amount.

## ARTICLE IX

### CORPORATE RECORDS

A. Minutes of Meetings: The Unit shall keep at any place as the Unit Board of Directors may order, a book of minutes of all meetings, with the time and place the meetings were held; the names of those present at meetings of the Unit Board of Directors, the number of members present at meetings of the Unit membership and the proceedings thereof. The minutes shall also note whether the meeting was regular or special, and if special, how it was authorized and how notice was given.

B. Books of Account: The Unit shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

C. Inspection of Records by Directors: Every Director shall have the absolute any reasonable time to inspect all books, records and documents of the Unit. Such inspection may be made either in person or by agent or attorney, and the right of inspection includes the right to make extracts.

D. Inspection of Records by Members: The books of account and the minutes of meetings of the Unit Board of Directors, members, or any committees of the Unit shall be open to inspection upon written request of any Unit member in good standing. Such inspection shall be at a reasonable time and may be made either in person or by agent or attorney, and the right of inspection includes the right to make extracts. Request for inspection shall be made in writing, duly delivered to the President or the Secretary of the Unit, and must be for a purpose reasonably related to the interest of the member.

## ARTICLE X

### AMENDMENTS TO THE BYLAWS

Amendments to the Bylaws may be proposed by a majority vote of the Unit Board of Directors or by members of the Unit upon petition signed by at least 100 members in good standing. A copy of the text for the proposed amendment(s) must be submitted to the Secretary at least sixty (60) days in advance of either the annual meeting or any special meeting called for that purpose. After they have been reviewed by the Board for legality and lucidity, the proposed amendment(s) shall be sent to the ACBL for approval. It shall be the duty of the Secretary to incorporate the text of the proposed amendment(s) in the notice of the meeting. Concurrence of two-thirds of all Unit members present and voting, as well as American Contract Bridge League approval, shall be required to amend, add or repeal any Bylaw; the amendment(s) shall become effective immediately after both of these conditions have been met. Proposed amendments will be printed in the Unit newsletter in the month prior to the meeting, space permitting.

## ARTICLE XI

### TOURNAMENTS

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

## ARTICLE XII

### PRESIDENTIAL APPOINTMENTS

The President, with the approval of the Board of Directors, may appoint such committees as may be necessary or desirable to perform the functions of the organization. The President shall define the duties of all committees so appointed.

## ARTICLE XII

### RULES AND REGULATIONS

These Bylaws recognize the existence of the Unit's "Policy and Procedures" manual. This manual, as well as other documents pertaining to the rules and regulations of the Unit shall govern the day-to-day operations of the Unit, Unit Board of Directors, and any and all activities included therein.