

# Phoenix Unit 354 of the American Contract Bridge League

Accepted December 1, 1986

Amended October 31, 1992

Amended January 8, 2006

The Unit is a subsidiary of the ACBL, recognizes the ACBL as the parent organization having authority over tournament bridge in the United States, exists under the sanctions of the ACBL and functions within the Constitution, Bylaws and Regulations of the ACBL and District 17 thereof.

## **OBJECTIVES OF THE ORGANIZATION**

The objectives of the organization shall be:

- A) To preserve and promote the best interest of playing competitive duplicate contract bridge and any ACBL approved modification thereof.
- B) To cooperate with and assist the ACBL in the promotion and conduct of contract duplicate bridge tournaments.
- C) To cooperate in the ACBL's charity program, and to sponsor and conduct charity events with the objective of realizing funds to be devoted to worthy humanitarian causes.
- D) To encourage the highest standards of conduct and ethics by its members and to enforce such standards.
- E) To promote the membership, development and organization of affiliated clubs within the Unit's area of jurisdiction.
- F) To conduct such other activities as may be in keeping with its principle objectives.

## **ARTICLE I- UNIT JURISDICTION**

The geographical area within which this unit may operate shall be such area as is assigned by the Board of Directors of the ACBL, and as it may hereafter be modified from time to time.

## **ARTICLE II- MEMBERSHIPS**

- A) Any person residing within the jurisdiction of the Unit is eligible for membership.
- B) The filing of an application for membership shall bind the applicant to full compliance with and adherence to these Bylaws and Bylaws of the ACBL.
- C) Except as may be herein otherwise provided, a member shall enjoy and possess all rights of membership equally with all other members.

D) If a member changes his residence to an adjacent Unit and desires to keep his membership in his former Unit, he must obtain written approval from both Units and District 17.

E) No one may be a member of more than one Unit.

F) A member remains in good standing unless:

1) He has failed to pay his dues in accordance with Regulations of the ACBL.

2) He has been suspended or expelled from membership in accordance with regulations established by the ACBL

### **ARTICLE III- DUES**

A) Annual dues shall be at an amount fixed by the ACBL.

B) The Board of Directors shall have no powers to levy any special assessment.

### **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 of the annual meeting, and shall give appropriate notice. Customarily the annual meeting is held at a tournament at the end of the year and coincides with election of new members to the Board of Directors.

C) A special meeting of the members may be called at any time to consider specific subject matters proposed by the Unit Board of Directors or by the President or by petition of the members. Notice of the time and place of any special meeting shall be given by mail at least 10 days before such a meeting. The notice of any special meeting shall contain an agenda of the matters to be taken up at such a meeting. No other business shall be acted upon at such special meeting.

D) A quorum for the transaction of business at any annual or special meeting shall consist of 5% of the Unit membership.

E) No proxies shall be permitted.

### **ARTICLE V- UNIT BOARD OF DIRECTORS**

A) Number of Directors:

1) The affairs of the Unit shall be managed and conducted by the Board of Directors, which shall consist of twelve (12) persons 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, all of whom must be members of the Unit.

2) 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.

3) When an ex-officio member of the Board ceases to hold the office that entitles him to such membership, his membership on the Board terminates automatically. Draft of proposed revised Bylaws Deletions italicized and Additions underlined in bold.

4) Upon assumption of a District or National Board position, an elected Board member automatically becomes Ex-officio and his elected Unit Board position becomes vacant.

#### B) Term of Office:

1) Each Director shall hold office for a period of two (2) years. To provide for smooth continuation of the administration of the affairs of the Unit, one-half of the directors shall be elected each year, thus providing for the service of the Directors on a staggered basis.

2) Each elected director shall serve no more than three (3) consecutive terms, but may run again following a one (1) year hiatus.

#### C) Nominations:

1) The President shall appoint an Election Chairman at least six months before the election. The Election Chairman shall appoint up to five Nominating Committee members from the various clubs in the Unit. The Committee shall be responsible for:

- (a) recruiting nominees for the Board election,
- (b) distributing absentee ballots to the clubs,
- (c) collecting absentee ballots at least three days before the election and
- (d) tabulating all of the ballots. The Committee shall make every effort to have at least 12 candidates for election, including incumbent Directors who are willing to serve another term.

2) The names of persons nominated as Directors by the Nominating Committee shall be made known to the members of the Unit at least sixty (60) days prior to the election. by

- (a) Publishing the names and bios in the Unit Newsletter
- (b) Posting on the Unit Web Site,
- (c) Sending a notice to all clubs in the Unit.

3) Additional nominations may be made by the membership, but such nominations must be in writing, signed by at least ten (10) persons in good standing, and must be mailed to the Secretary of the Unit in time for the names to be known to the Unit members at least two (2) weeks prior to the election. Such names shall appear on the ballot with the names selected by the Nominating Committee.

#### D) Elections:

1) Every qualified member shall be entitled to one vote for each Director to be elected, but cannot cast more than one vote for any single candidate.

2) Absentee ballots shall be made available to any individual member in good standing and they may be obtained from the local clubs, Unit Newsletter, or by written request to the Nominating Committee Chairman or designee. Voting instructions shall accompany the ballot, and the ballot must be returned to the Election Chairman or appointee at least 24 hours prior to the closing of voting.

E) Vacancies- If the position of an elected member of the Board of Directors shall become vacant, it shall be filled by an appointee by the remaining Board of Directors.

F) Board Meetings:

1) The Board of Directors shall hold a minimum of nine (9) meetings a year, usually once a month, the first of which shall be immediately after the annual membership meeting, for the purpose of transacting such business as may come before it.

2) The meetings can be held at any place and at any time as fixed by the Board.

3) Special meetings of the Board of Directors shall be called by the Secretary at the request of the President or upon a request in writing of four (4) of its members. Notices for special meetings shall be made by the Secretary not less than ten (10) days prior to the date of the proposed meeting.

4) All meetings of the Board of Directors shall be open to members of the Unit, however no person other than a member of the Board of Directors shall participate in its deliberations, unless invited by a majority of the Board to do so on a particular subject only.

5) Between regular board meetings, a proposal may be made to the Board and voted on by the Board via email at the request of the President. A yes vote by eight (8) members shall approve the proposal.

G) Quorum- A quorum of the Board of Directors shall consist of not less than a majority of the Board of Directors, excluding Ex-officio members.

H) Powers and Duties The Board of Directors shall be the policy-making body of the Unit and shall have, in addition to the powers granted by other provisions of the Bylaws and the laws of the State of Arizona, the following specific powers:

1) To acquire, hold, administer and dispose of all property of the Unit.

2) To appropriate the funds of the Unit for the purpose set forth in these Bylaws.

3) To hire and discharge employees and to supervise their conduct and to fix their compensation.

4) To audit all receipts and disbursements of the Unit.

5) To conduct, manage, supervise and control all 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 connection therewith.

6) To censure, suspend or otherwise discipline any member by a vote of at least 2/3 of the Board members present.

7) To contract for Directors & Officers liability insurance.

The newly elected Directors shall commence their term of duty January 1st. In order to insure a smooth continuation of operation, the current Directors shall meet with the newly elected Directors to effect the necessary changeover. However, the outgoing Board members and Officers shall be responsible for closing the year.

## **ARTICLE VI- UNIT OFFICERS**

A) Number- The Officers of the Unit shall consist of a President, a Vice President, a Secretary and a Treasurer, except that the Secretary and Treasurer positions may be held by one person at the discretion of the Board of Directors. The President and Vice President must be members of the Board. The Secretary and/or Treasurer need not be a member of the Board- if so they may be compensated- unlike Board members who volunteer without compensation.

B) Election- The Board of Directors shall elect all Officers following the annual membership meeting, and the persons elected shall hold office for one (1) year or until their successors have been duly elected.

C) Duties- the Officers of the Unit shall be responsible for the administration of the affairs of the Unit, under policies established by the Board of Directors. The duties of the Officers shall be as outlined in the ACBL Handbook.

## **ARTICLE VII-IMPEACHMENT**

A) Three (3) consecutive absences or a total of five (5) absences within any twelve (12) month period from the regular monthly meetings of the Board shall result in immediate removal of the elected Director from office and will create a vacancy on the Board

B) Any Officer or Director may be removed for cause other than absence at any meeting of the Board of Directors, provided a two-thirds (2/3) majority of the Directors so vote. Any Officer or Director against whom specific charges are brought shall be notified in writing by the Secretary, by registered mail, of the charges against him at least ten (10) days prior to the meeting and shall be given an opportunity to be heard before the Board and to be represented by counsel of his own choosing. The decision may be appealed through appropriate channels.

## **ARTICLE VIII- TOURNAMENTS**

The Unit shall have complete authority over all tournaments conducted by it, subject to Regulations of District 17 and the ACBL.

## **ARTICLE IX- AMENDMENTS TO BYLAWS**

A) The Bylaws shall be consistent with the ACBL Bylaws and ACBL Rules.

B) Amendments of the Bylaws of the Unit may be proposed by any of the following:

- 1) The Board of Directors
- 2) Any five (5) members of the Unit in good standing.

C) Proposed amendments must be in writing and must be approved by the Unit Board of Directors prior to submission to the membership.

D) After approval by the Board of Directors, the proposed amendments will be mailed to all clubs within the Unit at least thirty (30) days prior to a membership meeting or special meeting.

E) Amendments to these Bylaws become effective immediately upon membership passage by a simple majority.