

## **Bylaws of the San Antonio Bridge League, Unit 172, of the American Contract Bridge League, Inc.**

The San Antonio Bridge League is a subsidiary (Unit 172) of the American Contract Bridge League, Inc. (ACBL); recognizes the ACBL as the parent organization having authority and control over tournament bridge in the United States; exists under the sanction of the ACBL; and functions as a non-profit organization within the Constitution, Bylaws, and Regulations of the ACBL.

1. The objectives of the San Antonio Bridge League shall be:
  - (a) To preserve and promote the best interests of competitive bridge;
  - (b) To cooperate with the ACBL, and assist the ACBL in the promotion and conduct of contract bridge tournaments and to conduct bridge tournaments under its own auspices within its unit jurisdiction, to include the raising of funds for ACBL and locally sponsored charities;
  - (c) To prescribe rules of eligibility for participation in tournaments under its auspices and jurisdiction;
  - (d) To consider and pass upon reports of dishonest, unethical, or improper conduct of participants in tournaments and games under its sponsorship, and to bar, suspend or censure persons guilty of such conduct from further participation in tournaments and games within its jurisdiction;
  - (e) To promote the development and organization of affiliated bridge clubs within the geographical area of the Unit;
  - (f) To conduct such other activities as may be in keeping with the above principal objectives.
2. No member of the Unit shall receive any pecuniary gain from his membership in the Unit except as specifically provided as salary, wages or expenses in the Bylaws. This provision does not restrict the Board of Directors from granting limited free plays and room nights at Unit tournaments and Unit events when the extraordinary efforts exerted by certain members justify such a reward.

### **Article I Unit Jurisdiction**

The geographical area within which the San Antonio Bridge League may operate and over which it has jurisdiction shall be that area presently assigned to it by the ACBL or as it may be hereafter modified. As presently assigned, this area covers that part of Texas roughly bounded by the cities of Del Rio, Eagle Pass, Hunt, Gillespie, Flatonia, and Cuero.

## **Article II Membership**

1. Any person residing within the geographical area of Unit 172 is eligible for membership. Any such person becomes a member of Unit 172 by first becoming a member of ACBL.
2. The filing of application of membership shall bind the applicant to full compliance with and adherence to these Bylaws and to the Constitution, Bylaws, and Regulations of the ACBL.
3. Membership in the Unit shall carry with it membership in the ACBL, and any member shall enjoy and possess all rights of membership in the Unit and in the ACBL, equally with all other members.
4. No member of any other Unit of the ACBL shall be a member of this Unit.
5. A member remains in good standing unless:
  - (a) He has failed to pay his dues within the time prescribed by the ACBL, or
  - (b) He has been disciplined under Article V, Subsection 8 (h) of these Bylaws, or
  - © He changes his official residence to a place outside the geographical area of the Unit, unless he is a member of the Armed Forces overseas.
6. A member in good standing shall be entitled to vote or be eligible for election or appointment to any office of the Unit.
7. The membership year of the Unit shall begin as prescribed by ACBL.

## **Article III Dues**

1. Annual dues shall be that amount established by the regulations of the ACBL. Dues are payable on billing by the ACBL.
2. Neither the Board of Directors of the Unit nor the Unit membership shall have the power to levy any additional dues or special assessment. However, the Board of Directors may request voluntary contributions for special purposes such as a unit publication, a national tournament fund, or other contingencies as it may see fit.

## **Article IV Membership Meetings**

1. The annual membership meeting shall be held in August or September, at least 30 days prior to the election of Board members. The time and place shall be established by the Board of Directors.
2. Special meetings of the members may be called at any time by the Board of Directors, or by the President of the Unit, or by a written petition signed by at least 10% of the members.

3 Notice of the annual meeting or any special meeting must be distributed at least 14 days in advance of the annual or any special meeting. The notice must contain an Agenda of the matters to be taken up at the meeting. Publication of the notice and Agenda will be made and sent to the manager of each ACBL affiliated club within the Unit geographical area and which shall be considered to be in fulfillment of the notice requirements of the Bylaws.

4. A quorum for the transaction of business at any annual or special meeting shall consist of 5% of the members in good standing at the date of giving notice of such meeting.

## **Article V**

### **Unit Board of Directors**

1. The affairs of the Unit shall be managed and conducted by the Board of Directors, which shall consist of not more than eleven and not less than three persons, all of whom must be members in good standing of the Unit.

2 The term of office of each elected Director shall be three years. Each Director shall continue to remain a Director until his successor shall have been duly elected and qualified; however, any Director elected or appointed, after his third unexcused absence from regularly scheduled meetings within the same Board year will be automatically removed from the Board. To provide the Unit with an overlap of Directors, and insure long-term experience, the terms of the Directors will be staggered. All Directors shall be elected on an at-large basis.

3. Vacancies:

Any vacancy on the Board of Directors other than those occurring as a result of expiration of terms may be filled by a majority vote of the remaining Board of Directors. Directors appointed to fill vacancies shall serve only until the next annual election at which time the appointed Director or Directors may choose or choose not to be nominated for election to the Board of Directors.

4. The Board of Directors, at least 90 days prior to the annual membership meeting, shall elect a nominating committee composed of five persons, at least three of whom are not members of the current Board of Directors. Any Board Members serving on the Nominating Committee shall not be nominated for re-election by the Nominating Committee.

(a) The Nominating Committee shall prepare a list of nominees for the upcoming vacancies on the Board of Directors. There shall be at least two more nominees than vacancies.

(b) The names of the persons nominated shall be listed in a publication, which will be used to notify Unit members of the annual membership meeting. This publication shall be distributed to all members in the Unit at least 21 days prior to the annual membership meeting.

© Additional nominations may be made from the floor at the annual membership meeting.

- (d) Nominees may be discussed at the annual membership meeting, but actual balloting shall be held in accordance with Section 5 hereof.
- (e) Owners or managers of profit-oriented Bridge Clubs are not eligible to serve on the Board.

5. Elections:

- (a) The annual election of members of the Board of Directors shall be held during a three-week period ending on the third day of a sectional tournament held in October or November.
- (b) A polling place shall be set up during the tournament. In addition, a polling place shall be set up at designated ACBL affiliated open clubs within Unit 172 during the three-week period referred to herein for no less than one hour in conjunction with a scheduled game. The Board of Directors shall select sufficiently geographically dispersed sites to ensure convenient access by all members of the Unit. The Board of Directors shall designate the times and place for voting, and must adequately publicize them. The polling place at the tournament must be open during each day of the tournament except the last day.
- © Every member in good standing of the Unit is entitled to one vote for each Director. All ballots shall be official printed ballots and shall be secret. Members desiring to vote shall be checked against the official Unit roster. Each voting member shall mark and deposit the ballot in the ballot box provided.
- (d) No absentee or proxy ballots shall be permitted.
- (e) The President shall appoint an Election Committee which shall supervise the polling places and the counting of ballots. The ballot box shall first be opened in the presence of this committee. Any nominee may have a representative at the official tabulation of votes.
- (f) In the event of a tie vote, a run-off election, if necessary, shall be held on the last day of the tournament.
- (g) In the event that an election includes a combination of full three-year terms and one or more shorter terms, full terms will be awarded to candidates with the highest vote totals, whereas shorter terms will be assigned to candidates with lower winning vote totals.
- (h) Winners of the election shall be prominently posted at the tournament, and also publicized. A copy of the complete vote tally will be filed with the Unit Secretary and made available for inspection upon request by any member.
- (i) Any election protests must be received in writing by the Unit Secretary within 72 hours of the tabulation of ballots. The old Board shall consider any such protest and conduct a formal inquiry or hearing within 7 days. If no protests are received within 72 hours, the new Board shall be deemed to be officially elected.

6. Meetings:

The Board of Directors shall hold monthly meetings to conduct the business of the Unit. Meetings shall be either at a regularly scheduled time, or called at the discretion of the President, or called at the written request of at least 50% of the Board members. All Board members must be notified by mail, telephone, or e-mail of all meetings not regularly scheduled. This notification must be at least 48 hours prior to the meeting

In the case of time-sensitive issues that must be decided prior to a regularly scheduled meeting, the President may, on his/her own initiative or at the request of another Board Member, submit the issue to the Board by email. In such case, email votes and deliberation must be exchanged among the entire Board. Any such decision shall be recorded as part of the minutes of the next meeting. The Board of Directors may deliberate in executive (closed) session concerning disciplinary, personnel, or legal issues.

7. Quorum:

A quorum of the Board of Directors for the transaction of business shall consist of not less than 50% of the Directors.

8. Powers and Duties:

In addition to the powers granted by other provisions of these Bylaws and by the Laws of the State of Texas, the Board of Directors shall have the following powers and duties:

- (a) To conduct, manage, supervise, and control all of the business and financial affairs of the Unit;
- (b) To acquire, hold, administer, maintain, and dispose of all the property of the Unit;
- (c) To appropriate the funds of the Unit as necessary to conduct the business of the Unit as set forth in these Bylaws;
- (d) To hire and discharge employees, to supervise their conduct, and to fix their compensation;
- (e) To employ, contract with, or reimburse expenses of members of the Unit for purposes necessary to conduct the business of the Unit;
- (f) To provide for an annual review of all receipts and disbursements of the Unit by an independent accountant;
- (g) To elect the officers of the Unit;
- (h) To censure, expel, suspend, or otherwise discipline any member. No member, however, shall be censured, suspended, expelled, or otherwise disciplined until he has been furnished written charges to which he has had time to reply, or until after a hearing of which he has received reasonable notice and at which he may be represented by counsel. Disciplinary action of the Unit against any member may be appealed to the National ACBL Board of Directors. The right of a member against whom charges are pending to play in tournaments during such pendency shall not be affected unless otherwise directed by the Unit Board of Directors.
- (i) To schedule and make playing and all other arrangements for all tournaments of sectional rating or higher, which extend through two or more consecutive days. All contracts shall be made under the authority of the Board;
- (j) To schedule and supervise any special Unit games;
- (k) To supervise the publication of Unit events;
- (l) To investigate and recommend applicants for club franchises within the Unit, and to assist affiliated clubs within the geographical area of the Unit by coordinating special events, recognizing the clubs and their games in the Unit Publication, and exercising such jurisdiction over the affiliated clubs as provided by ACBL Regulations.

## **Article VI Officers**

1. The officers of the Unit shall consist of a President, a Vice-President, a Secretary, and Treasurer, all of whom shall be members of the Board of Directors except for the Treasurer who may or may not be a Director.
2. The terms of each office shall be one year, but any officer may be re-elected to the same or another office one or more times.
3. The first meeting following the tournament at which the annual elections took place shall occur no sooner than one week after the election. The Board of Directors shall elect the new officers at this meeting. The President of the previous Board shall preside at this meeting until the new President is elected.
4. The President shall preside at all meetings of the membership and of the Board of Directors, of which he shall act as Chairman. He shall supervise and manage the affairs of the Unit, and perform such other duties incidental to his office. He shall be a member ex-officio of all committees, and it shall be his duty and responsibility to appoint and supervise all committees.
5. The Vice-President shall assist the President in the execution of his duties, perform such other duties as the Board or the President shall direct, and shall preside at meetings in the absence of the President.
6. The Secretary shall take minutes of all meetings of the Board and membership, and shall keep and maintain necessary records of the Unit including, but not limited to, lists of all members and affiliated clubs, minutes of meetings, and correspondence. He will answer or initiate correspondence with affiliated clubs, ACBL, and any other entity or person as deemed appropriate by the Board of Directors.
7. The Treasurer shall have custody and responsibility for all funds, securities, and property of the Unit, and shall maintain full accounts of receipts and disbursements of the Unit funds. He shall deposit and disburse Unit funds as directed by the Board of Directors. He shall maintain an inventory of all assets of the Unit. He shall render to the Directors, at all meeting or whenever they require it, an account of all his transactions as Treasurer and of the financial condition of the Unit. He shall, as required by the Board of Directors, be bonded in such sum or sums and with such surety or sureties as shall be satisfactory to it.

## **Article VII Impeachment**

Any officer or director may be removed for cause at any meeting of the Board of Directors by the affirmative vote of 75% of the Directors excluding the Director subject to such impeachment. Any officer or director against whom impeachment charges shall be brought shall be notified in writing by registered mail of the charges against him at least 10 days prior to the meeting, and shall be given an opportunity to be heard before the Board of Directors, and to be represented by counsel of his own choosing. The action taken by the Board of Directors shall be conclusive and final.

## **Article VIII**

### **Standing Committees**

1. **NOMINATING COMMITTEE.** This committee shall be composed of 5 members in good standing, appointed by the Board of Directors, within a reasonable time prior to the annual meeting of the members. Its duty shall be to prepare a slate of Nominees for election to the Board of Directors.
2. **DISCIPLINARY COMMITTEE.** This committee shall be appointed by the Board and shall be composed of a reasonable number of members in good standing, and shall be charged with the duty and responsibility of investigating and holding hearings on all matters pertaining to matters of conduct and ethics among Unit members.
3. **MEMBERSHIP COMMITTEE.** This committee shall be appointed by the President, chaired by a Director, and shall consist of a reasonable number of members in good standing. The duties of this committee are to promote new membership in the Unit, maintain the membership records of the Unit, and to complete the membership directory on a regular basis.
4. **TOURNAMENT COMMITTEE.** This committee shall be appointed by the President. It shall include the Tournament Coordinator, who shall develop recommendations for the Board of Directors for dates of tournaments and shall obtain sanctions for tournaments approved by the Board. It shall also include Tournament Chairs of the various tournaments sanctioned by the Unit and ACBL. Each tournament chair shall present a proposed budget to the Board for approval prior to each tournament and shall render a complete report to the Board following each tournament.

## **Article IX**

### **Special Committees**

The President shall appoint such Special committees as are necessary or desirable to perform other functions of the Unit. The President shall define the duties of the committees. Such committees are automatically dissolved when the purpose for which they were created has been fulfilled.

## **Article X**

### **The Unit Bulletin**

The Unit shall take appropriate steps to disseminate Unit news as required under the supervision of the Board of Directors. This shall include, at a minimum, preparing and dispersing to all active members of the Unit a quarterly newsletter.

## **Article XI**

### **Amendments to the Bylaws**

Amendments to these Bylaws may be made by the members of the Unit upon petition signed by at least 20 members of the Unit and submitted to the Unit Secretary at least 30 days in advance of the annual meeting or any special meeting called for this purpose, or upon petition signed by at least 3 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. The concurrence of two-thirds of the Unit members present at the meeting and voting shall be required to pass any amendment.

## **Article XII**

### **Rules of Order**

Robert's Rules of Order, Revised, shall be accepted as the governing authority for procedure of this organization in all matters not specifically covered by these Bylaws as last amended on August 22, 2015.



