

# **BYLAWS of ACBL UNIT 452**

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# **UNIT 452 BYLAWS**

## **INTRODUCTION**

These Bylaws constitute the code of rules adopted by Unit 452 of the American Contract Bridge League (ACBL) for the regulation and management of its affairs, but shall be preempted by any inconsistent provisions of the Washington Nonprofit Corporation Act (RCW Chapter 24.03) or of its Articles of Incorporation.

## **ARTICLE I - NAME OF ORGANIZATION**

The name of the organization shall be "ACBL Unit 452" herein referred to as the "Unit."

## **ARTICLE II - PURPOSE AND OBJECTIVES**

The Unit's purpose is to sponsor tournament contract bridge in southwest Washington.

The objectives of the Unit are to:

- A. Preserve and promote the best interests of and to stimulate participation in the art of playing competitive duplicate contract bridge in any and all of its forms.
- B. Encourage the highest standard of ethics by its members and to enforce compliance to established ethical regulations;
- C. Provide opportunities for training and development of new and less experienced bridge players in the community;
- D. Assist in the development of new and the growth of existing duplicate bridge clubs within the Unit's jurisdiction;
- E. Operate any games, sanctioned by the ACBL to the unit, for the convenience and enjoyment of the membership.
- F. Attract and retain members by sponsoring a variety of special events throughout the year, encouraging the social as well as the competitive aspects of the game, and responding to the changing needs of the membership.

## **ARTICLE III - STRUCTURE AND TERRITORIAL JURISDICTION**

The Unit functions within the by-laws and regulations of the ACBL and its local governing body, District 20, and is organized as a non-profit corporation in accordance with the laws of the State of Washington.

The territorial boundaries of districts and units are set and reviewed periodically by the ACBL. Unit 452 is located in southwest Washington and centered in the city of Vancouver, Washington.

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### **ARTICLE IV - MEMBERSHIP AND FEES**

Any person is welcome and eligible for membership in the Unit by joining the ACBL. The ACBL Board of Directors establishes the annual dues, sets membership requirements, and administers disciplinary regulations.

### **ARTICLE V - MEMBERSHIP MEETINGS**

- A. An annual membership meeting shall be held in December for the specific purpose of electing new Board members and any other business the membership may require. Notice of the date, time, place, and agenda of the meeting shall be distributed to the membership at least three (3) weeks prior to the meeting.
- B. Special membership meetings may be called by the President and must be called upon the written request of twenty (20) members. Notice of a special meeting shall be distributed to the membership at least three (3) weeks prior to the special meeting. Business transacted at a special meeting shall be confined to the agenda furnished with the meeting notice.
- C. A quorum at any membership meeting shall consist of at least twenty (20) members.

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

- A. The affairs of Unit 452 shall be managed and conducted by members elected to the Unit 452 Board of Directors.
- B. The Vancouver Bridge Club will elect six (6) members to serve as Directors. Each shall serve for a term of three (3) years. The periods of service shall be staggered in such a fashion that two (2) board members shall retire and two (2) candidates shall be elected annually.
- C. All other clubs in the Unit shall appoint a representative to be a member of the Unit board in accordance with its operating procedures.
- D. Elections shall be held according to Article XIII of these Bylaws. The term of office shall commence January 1 of the year following the election.
- E. The Board of Directors may, at their discretion, fill a vacancy in the Board term until the next election.
- F. A member of the Board of Directors may be removed by a 2/3 vote of the members of Unit 452 present at a Membership Meeting.

### **ARTICLE VII - MEETINGS OF THE BOARD OF DIRECTORS**

- A. The Board of Directors shall, at a minimum, hold one meeting each quarter. The date and time to be set by the current board members.
- B. Special meetings may be called by the President of the Board of Directors and must be called upon the written request of a majority of the members of the Board of Directors. Notice of special meetings with an agenda shall be distributed to each Director at least three (3) days prior to the meeting.
- C. A quorum at meetings of the Board of Directors shall be a majority (5 Directors).

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- D. If a member of the Board of Directors is not present at three (3) consecutive regular or special meetings or does not attend at least 50% of the regular and special meetings during the calendar year, the Board may declare that position vacant and proceed as in Paragraph E of Article VI.

### **ARTICLE VIII - DUTIES OF THE BOARD OF DIRECTORS**

The general duties of the Board of Directors shall be to manage, conduct, supervise and control the business and activities of the Unit. Specific duties of the Board of Directors shall include, but not be limited to:

- A. Oversee all ACBL sponsored bridge events in its jurisdiction;
- B. Approve tournament sites for the special events, such as sectionals;
- C. Approve budgets for special events, such as sectionals;
- D. Provide for an independent annual audit of all funds of the Unit;
- E. Employ personnel as necessary to provide services for the Unit;
- F. Initiate and/or consider Bylaw amendments as outlined in Article XIII;
- G. Designate funds of the Unit for purposes in accordance with the Certificate of Incorporation, the Articles of Incorporation and these Bylaws;
- H. Adopt banking resolutions required for sound financial management of the Unit, including but not limited to where to hold funds, who may issue and sign checks and for what amount, how many signatures are required, and who may make, get and issue loans.
- I. Acquire, hold, administer, maintain and dispose of all property of the Unit;
- J. Adhere to ACBL guidelines for Unit operations;
- K. Adopt an annual budget;
- L. Handle complaints requiring disciplinary action in accordance with ACBL procedures, rules, and regulations.
- M. Establish committees necessary to carry out the programs of the Unit.
- N. Perform such other duties as may be assigned in these Bylaws, in the Articles of Incorporation or as are prescribed in the parliamentary authority.

### **ARTICLE IX - OFFICERS**

- A. The Board of Directors shall elect from among incumbent members of the Board of Directors the following officers of the Unit:
  - 1. President
  - 2. Vice President
- B. Secretary and Treasurer positions shall be established to serve the needs of the Unit. Either or both may be elected from incumbent members of the Board of Directors or appointed at the discretion of the Board to non-voting positions.
- C. Officers shall be elected at the January meeting to serve for one (1) year or until a successor is elected. Vacancies in an officer position shall be filled by special election for that position.
- D. The Immediate Past President of the Board of Directors, if not reelected a Director, shall remain on the Board as an advisor for one (1) year with full voting privileges.
- E. The Immediate Past President of the Board of Directors, in the absence of the Vice President, shall assume the office of Vice President with all attendant duties and responsibilities. .

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### **ARTICLE X - DUTIES OF OFFICERS**

**A. The President shall:**

Preside at membership meetings and at meetings of the Board of Directors;

1. Present a "State of the Unit" report at each membership meeting including membership gains/losses and issues needing resolution;
2. The President shall appoint members to and be a member of all standing and special committees (but not a member of the Election Committee);
3. Perform such other duties as may be prescribed by the Board of Directors or which are incidental to the office;
4. Serve on the Board of Directors upon the expiration of his/her term as non-voting advisor.

**B. The Vice President shall:**

1. Perform the duties of the President during the absence or incapacity of the President;
2. Perform the duties of the President during the period in which there is a vacancy in the office of President;
3. Have such other duties as may be assigned to the office by the Board of Directors or by the President.

**C. The Secretary shall:**

1. Attend all membership and Board of Directors meetings, record the minutes of those meetings and provide a copy of meeting minutes to Board members;
2. Keep a permanent file of meeting minutes and pass them along to successor;
3. Prepare special correspondence as required by the ACBL or as requested by the President or the Board of Directors.
4. Be the official representative and registered agent of the Unit for any legal correspondence.

**D. The Treasurer shall:**

1. Administer the Unit finances;
2. Account for income received and expenses disbursed;
3. Report monthly cash flow in writing to the Board of Directors at regular meetings;
4. Provide the annual audited financial statement and the Treasurer's report to the Board of Directors and make such financial statement and report available to the ACBL and at the annual membership meeting;
5. Have such other duties as may be assigned to the office by the Board of Directors.

**E. The Immediate Past President of the Board of Directors, in the absence of the Vice President, shall have such duties as the Board of Directors or the President may assign.**

### **ARTICLE XI - STANDING AND SPECIAL COMMITTEES**

**A. Committees shall be established as required by the ACBL and as designated by the Board of Directors for specific purposes.**

**B. Committees may consist of one or more members appointed by the President, except Board members may not serve on the Audit Committee or as otherwise**

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designated in these Bylaws. The President may be a member of any committee except the Audit Committee and the Election Committee.

- C. Terms shall be in effect for one calendar year unless otherwise set by the Board of Directors.
- D. Standing Committees may be established for various specific functions as recommended by the ACBL and adopted by the Board of Directors. Their common function is to provide communication and coordination of Unit activities with the ACBL and neighboring Districts, Units, and bridge clubs.
- E. Special Committees shall include but not be limited to:

Committee	Function
Ad Hoc	Formed as required to accomplish specific, one-time functions.
Audit	Examine financial records of the prior calendar year, note any discrepancies, and file a report with the Treasurer prior to June 1.. At least two members (not from the Board Of Directors) shall serve.
Election	Oversee election procedures by nominating candidates, preparing ballots for distribution, and counting ballots at the annual membership meeting. Consists of at least two (2) members not standing for election or re-election to the Board of Directors.

### ARTICLE XII - ELECTION PROCEDURES

- A. Any member of Unit 452 in good standing may be a candidate for election to the Board of Directors.
- B. At least sixty (60) days prior to the annual membership meeting the President shall appoint an Election Committee of at least two members. No member of this committee shall stand for election or re-election to the Unit Board.
- C. This committee shall be instructed to provide at least one (1) name for each term to be filled. Candidates proposed must be willing to serve on the Board of Directors if elected.
- D. The president of each Unit club, or a designate, shall be a member of the Unit Board of Directors.
- E. The list of candidates shall be given to the Secretary at least thirty (30) days prior to the annual meeting.
- F. Any qualified member who wishes to be a candidate for the Board of Directors who meets Unit 452 eligibility requirements, if any, must submit a petition to the Unit Election Committee at least ten (10) days before the Secretary sends out notices of the annual membership meeting.
- G. The election shall follow democratic procedures.
- H. Ballots shall be distributed to the membership at least three (3) weeks prior to the annual meeting. Members shall be instructed to return the completed ballots either by mail to the Vancouver Bridge Club, electronically by a method determined by the Board of Directors, or by dropping them in a secure ballot box at the club site.
- I. Voting proxies shall not be recognized.
- J. Ballots shall be tallied at the annual meeting by members of the Election Committee and monitored by the President. Results shall be reported to the Secretary.
- K. The President shall announce the winning candidates at the annual meeting.

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### **ARTICLE XIII - AMENDMENT OF THE BYLAWS**

- A. Any member of the Board of Directors may initiate a proposed Bylaw amendment.
  - 1. The proposed amendment must be submitted in writing to the Secretary at least thirty (30) days prior to its consideration at any regular or special meeting of the Board of Directors.
  - 2. The Board of Directors may choose to convene a special meeting solely for consideration of a proposed Bylaw amendment.
  - 3. If approved by a two-thirds (2/3) vote of those present and voting, the amendment shall be enacted. ;
- B. Any member in good standing may initiate a proposed Bylaw amendment.
  - 1. The proposed amendment must be submitted in writing to the Secretary at least sixty (60) days prior to a Membership Meeting.
  - 2. The Secretary will ensure the proposed amendment is posted at all Unit playing facilities forty-five (45) days prior to a Membership Meeting.
  - 3. If approved by a 2/3 vote of the members present at a Membership Meeting, the amendment shall be enacted.
  - 4. Membership Meetings shall be convened in accordance with Article V of these Bylaws.
- C. The Secretary shall publish the amendment(s) to the membership within three (3) weeks after enactment.

### **ARTICLE XIV - PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Unit in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order that the Unit or the ACBL may adopt.

**[ E N D ]**

I hereby certify that these Bylaws were approved by Unit 452's Board of Directors October 27, 2022 and that they supersede any previously adopted Unit 452 bylaws.

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Secretary