

**BYLAWS**  
**ACBL DISTRICT 21 UNIT 505**  
(Proposed, 22 October 2021,  
Ratified by Membership, 7 August 2022)

**ARTICLE I – NAME, JURISDICTION AND INTERPRETATION**

**Section 1 – Name**

The name of this unincorporated non-profit association is the Sacramento Unit 505, hereafter referred to as the Unit. The Unit functions under the authority of the Bylaws and Regulations of the American Contract Bridge League, hereafter referred to as the ACBL, and District 21, hereafter referred to as the District.

**Section 2 – Jurisdiction**

The Board of Directors of the ACBL assigns the geographical area, within which the Unit shall have jurisdiction.

**Section 3 – Interpretation**

For purposes of interpretation, whenever the context indicates, the masculine gender shall encompass the feminine and neuter, and the singular shall encompass the plural, or vice versa.

**ARTICLE II – OBJECTIVES**

The objectives of the Unit are:

- A. To develop, promote and support programs that encourage participation in the game of bridge.
- B. To provide organized bridge activities and services to satisfy the social, recreational, educational and competitive needs of the membership.
- C. To develop and maintain standards of membership, conduct and behavior.
- D. To carry out such other activities as are consistent with the purposes of the ACBL.

**ARTICLE III – OFFICES AND BUSINESS**

**Section 1 – Principal Office**

The principal office of the Unit for the transaction of its business is located at the address of the Unit Secretary.

**Section 2 – Accounting Period**

The accounting period for the Unit shall commence on January 1st of each year.

**ARTICLE IV – MEMBERSHIP**

**Section 1 – Qualifications for Membership**

- A. Membership in the ACBL carries with it membership in the Unit.

- B. Any person in good standing with the ACBL is eligible for Unit membership.

## **Section 2 – Rights**

- A. All members must abide by the will of the majority and must present all matters of business to the Board.
- B. Members, upon written request, shall have the right to inspect all records of the Unit.
- C. Members shall be entitled to reimbursement in a timely fashion for any expenses incurred on behalf of the Unit, provided that no reimbursement shall be allowed for any purpose that has not received approval by the Board.
- D. Members shall not use the Unit membership list for political, commercial or religious purposes.

## **ARTICLE V – BOARD OF DIRECTORS**

### **Section 1 – Composition**

The affairs of the Unit shall be managed and conducted by the Board of Directors, hereafter referred to as the Board. The Board shall consist of ~~eleven (11)~~ **seven (7)** persons, all of whom must be members in good standing of the Unit.

### **Section 2 – Meetings**

- A. Meetings of the Board shall be held at such time and place as may be designated by the Board.
  - 1. Meetings shall be open to all Unit members except when a motion for Executive Session is approved by the Board.
  - 2. Subject to the orderly conduct of the meeting, a Unit member may address the Board on any subject.
- B. The Board shall meet at least six (6) times a year. **This requirement may be reduced in emergency situations based on governmental guidance. Board meetings may be held by video conference.**
- C. Special meetings of the Board may be called by the President, or if absent, unable, or unwilling to act, by the Vice-President or by any three (3) Directors, notice having been sent to each Director by the United States Postal Service, or by e-mail delivered personally or by other verifiable means at least fourteen (14) days previous except in cases of emergencies.
  - 1. Such meetings shall be held at the time and place designated by the person(s) calling the meeting.
  - 2. No business shall be transacted at a Special Meeting except that specified in the Call and minutes must be kept.
- D. A majority of the number of Directors shall constitute a quorum for the transaction of business as provided for in these laws.
- E. Board members may vote or act by proxy, by electronic mail, **by video conference,** or by telephone conference call.

### **Section 3 – Term of Office**

- A. The term of office for an elected Director shall be two (2) years and shall continue until a successor has been duly elected or the director has been removed from office.
- B. The term of the Directors shall begin on January 1st following the election.
- ~~C. No Director shall hold office for more than two (2) consecutive terms.~~
- ~~D. In determining whether a director has held office for more than two consecutive terms, a term may be either one year or two years, but in no event will periods of service of less than twelve (12) months constitute a term.~~
- ~~E. A former director shall be eligible for another term on the Board beginning twelve (12) months after the end of his/her previous term.~~

### **Section 4 – Duties and Powers of the Board**

- A. The Board, in addition to the powers herein granted by other provisions hereof, and by the laws of the State of California, shall have duties and powers not limited to the following:
  - 1. Be subject to the orders of the Unit. No action of the Board shall conflict with action taken by the Unit;
  - 2. Supervise the affairs of the Unit;
  - 3. Fix the hour and place of meetings;
  - 4. Make recommendations to the Unit;
  - 5. Adopt Standing Rules and Rules of Procedure to be observed while conducting business pursuant to the Bylaws.
  - 6. Perform such other duties as are specified in these Bylaws and Standing Rules.
- B. If there is any conflict between the Bylaws and Standing Rules, the Bylaws of the Unit will prevail.

### **Section 5 – Compensation**

Directors shall serve without compensation.

### **Section 6 – Appointment of Advisors**

The Board may appoint advisors or assistants to officers at its discretion.

### **Section 7 – Vacancies**

- A. A vacancy on the Board shall exist upon the member's death, resignation, ~~moving from the geographical boundaries of the Unit~~ or removal from the Board. ~~A board member who moves outside the boundaries of the unit may be removed from the board at the discretion of the board.~~
- B. Vacancies on the Board shall be filled by majority vote for a member by the remaining Directors.

- C. A person elected to fill a vacancy on the Board shall serve for the balance of the unexpired term of his predecessor or until his removal or resignation.

### **Section 8 – Removal from Office**

- A. If a member of the Board misses three (3) consecutive regular meetings during a calendar year term of office, the member ~~shall~~ **may** be removed from the Board by written notice from the Board.
- B. Any Director may be impeached for cause at any meeting of the Board provided that at least two-thirds (2/3) of those present, constituting a quorum, shall so vote.
- C. Any officer or director against whom impeachment charges shall be brought shall be notified in writing, by registered mail, of the charges against the Director, 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 the **officer or** Director's choosing.

## **ARTICLE VI – NOMINATION AND ELECTION OF DIRECTORS**

### **Section 1 – Number of Directors**

The Board is made up of ~~eleven (11)~~ **seven (7)** duly elected members in good standing, ~~six (6)~~ **four (4)** of whom are elected during even numbered years and ~~five (5)~~ **three (3)** elected during odd numbered years.

### **Section 2 – Nominating Committee**

The President of the Board shall appoint a member of the Unit in good standing to chair the Nominating Committee. The chair may appoint other members to assist in developing a list of candidates for the Board of Directors. The names of the members of the Nominating Committee shall be published on the Unit website and other appropriate Unit publications and sent to club directors and managers to be posted at all game sites.

### **Section 3 – Nominations**

- A. The Nominating Committee shall make every effort to develop a slate of candidate's representative of the Unit's geographical areas and all levels of play. Requests for candidates will be published on the Unit web site and in Unit publications. Club managers will be asked to post this request at their clubs.
- B. Any Unit member in good standing may nominate a candidate for the Board. Self-nominations are encouraged. The Nominating Committee chair or his designee shall confirm the ability and willingness of all candidates to serve a full two (2) year term.

### **Section 4 – Slate of Candidates**

The slate of candidates shall be published on the Unit web site and other appropriate Unit publications and sent to club directors and managers to be posted at all game sites at least twenty-one (21) days before the start of the voting period.

## **Section 5 – Period of Voting**

The Chair of the Nominating Committee shall determine the period of voting for candidates for the Board, including the period for postmarking of mailed ballots. This voting period shall be published on the Unit web site and other appropriate Unit publications and sent to club directors and managers to be posted at all game sites.

## **Section 6 – Uncontested Elections**

When the Nominating Committee is unable to propose more candidates than vacant Board positions for an election, the President, with the approval of the Board, may provisionally declare an uncontested election and announce the intention of the Board to declare the slate of candidates elected by acclamation. The Board may vote to elect the slate of nominees by acclamation, and dispense with the balloting procedures of Section 7. The candidates will be announced as elected on the Unit web site as well as in Unit publications. It will also be stated that an election was not needed due to a lack of candidates.

## **Section 7 – Voting for Contested Elections**

When the number of candidates exceeds the number of open positions on the Board, voting of the membership shall be by electronic and paper ballot during the voting periods established by the Nominating Committee.

- A. Ballots shall list the candidates for election to the Board, and state the number of open positions on the Board.
- B. Each member of the Unit in good standing shall have one vote for each open position on the Board.
- C. No more than one vote per ballot for any single candidate will be counted.
- D. Ballots with more candidates marked than the specified number of open positions will be invalid.
- E. Altered ballots will be invalid.
- F. Electronic ballots will be posted on the Unit's web site during the electronic voting period. Validating member information shall be required in order to vote by electronic ballot.
- G. Paper ballots will be made available to members to vote. Members may deposit ballots at their local clubs or by mailing to the address on the ballot and postmarked before the electronic voting period has ended.
- H. Mailed ballots must include validating member information and be postmarked no later than the final date of the mail-in voting period set by the Nominating Committee Chair to be valid.

## **Section 8 – Counting of Votes**

- A. The Chair of the Nominating Committee shall determine the time for votes to be counted.

- B. At least two (2) members of the Nominating Committee shall oversee the counting of the votes. Electronic records and supporting documentation of the voting shall be filed with the Unit Secretary and kept for twelve months.
- C. Any member of the Unit in good standing may review all the voting records and documentation by contacting the Unit Secretary.

### **Section 9 – Certificate Certification of Election Results**

The Chair of the Nominating Committee shall certify the results of the election to the Board. The Board shall vote to accept the results of the election as certified.

### **Section 10 – Induction of Newly Elected Board Members**

Following the certification of election results by the Board, the President shall set a date, time and place for a joint meeting of the current Board and newly elected Board members. At this joint meeting, the newly elected members of the Board shall be inducted with their terms of service to begin on January 1st of the succeeding year. If a quorum of the successor Board is present, election of officers for the successor Board may be held at this meeting. The terms of new officers shall begin on January 1st of the succeeding year.

### **Section 11 - Elections During States of Emergency**

During a state of emergency which has been declared by governmental authorities, all election activities may be postponed at the discretion of the board president. At the end of the state of emergency, the president shall resume election activities in a timely fashion. Terms of officers and board members shall be adjusted based on the postponement of the election.

## **ARTICLE VII – OFFICERS**

### **Section 1 – Officers**

The officers of the Unit shall be chosen from the Board of Directors and shall be President, Vice-President, Secretary and Treasurer.

- A. Any Director is qualified to hold any office.
- B. No director shall hold more than one office at a time.

### **Section 2 – Term of Office**

The term of office for officers shall be for a period of one year beginning on January 1st and concluding on December 31st of the same year, or until their successors assume office.

### **Section 3 – Election of Officers**

If the election of officers was not held during a joint meeting with the preceding Board as provided in Article VI Section 9 above, the incoming Board shall meet as soon as possible **in January**. The first order of business shall be the election by the new Board of the officers for the year. **The election of officers may be postponed during a state of emergency declared by governmental authorities. At the end of the state of emergency, the president shall call a board meeting with the purpose of electing new officers in a timely fashion. Terms of officers and board members shall be adjusted based on the postponement of the election. During the state of emergency, previously elected**

officers shall continue to serve until their successors are elected and assume office.

#### **Section 4 – Vacancy in Office**

- A. In the event of death, resignation, or permanent incapacity of the President, the Vice- President shall become President for the unexpired portion of the term. If the President is temporarily incapacitated, then the Vice-President may act on behalf of the President until the President is able to resume their duties. If the Vice-President is unable or unwilling to serve as President, the Board shall elect another of its eligible members as President.
- B. A vacancy in any office shall be filled by appointment of the President with the approval of the Board.

### **ARTICLE VIII – MEETINGS**

#### **Section 1 – Annual Membership Meeting**

- A. The Board shall fix the time and place of the Annual Membership meeting and shall give appropriate notice of such meeting on the Unit website, by mail or by other appropriate Unit publications. Notice of the time and place of the Annual Membership meeting shall be sent to club managers and directors to be posted at all game sites announced at regularly scheduled club games at least seven (7) days before such meeting.
- B. The meeting shall be held during July or August and may be held in connection with a tournament or special event.
- C. Any business of the Unit may be considered at the Annual Membership meeting.

#### **Section 2 – Special Meetings**

- A. The Board, the President or a petition signed by twenty-five (25) members may call a special meeting of the Unit membership.
- B. Written notice containing the place, date, time and an agenda of the matter(s) to be taken up at the meeting shall be posted at all playing sites and announced at regularly scheduled club games at least seven (7) days before such meeting.
- C. Minutes must be kept.

#### **Section 3 – Quorum**

- A. A quorum for the transaction of business at any Annual or Special meeting of the membership shall consist of twenty-five (25) members.
- B. The Members present at a duly called meeting at which a quorum is present may continue to do business until adjournment as long as a quorum is present.

#### **Section 4 – Voting**

- A. Members shall not vote or act by proxy at any meeting of the Unit.
- B. Voting may be by ballot, count of rising, roll call, show of hands or voice.
- C. Voting by telephone or electronic mail is not permitted.

## **ARTICLE IX – DISTRICT 21 REPRESENTATIVES**

### **Section 1 – The District Representative shall:**

- A. Be appointed by the Unit President to represent the Unit on the District 21 Board of Directors.
- B. Cast votes for the Unit on all matters brought before the District Board.
- C. Report to the Unit Board of Directors in a timely manner on all matters of interest and importance presented to the District 21 Board of Directors.

## **ARTICLE X – COMMITTEES**

**Section 1** – The President shall appoint all “Committee Chairmen” with the approval of the Board and establish such committees as are necessary for the proper functioning of the Unit including, but not limited to, the following:

- ~~• Conduct and Ethics~~
- Finance
- Tournament

Committees shall have the power and duties designated by the Board, make nonbinding recommendations to the Board and submit a year-end report to the incoming President.

### **Section 2 – Committees**

- ~~A. Conduct and Ethics ~ The committee shall review matters of discipline brought before it and recommend appropriate action.~~
- B. Finance ~ The committee shall recommend financial policy, propose yearly budgets for the Unit and facilitate an annual audit.
- C. Tournament ~ The committee shall be responsible for, but not limited to game schedules, sanctions, directors, caddies, publicity, playing sites, equipment, supplies and hospitality.

## **ARTICLE XI – INDEMNIFICATION**

The Unit shall indemnify any person who is or was a Director, officer, employer or other agent of the Unit to the fullest extent permitted by Sections 5238 or 7237 of the California Corporations Code as may be amended from time to time, so long as such person acted in good faith and in a manner such person reasonably believed to be in the best interest of the Unit.

## **ARTICLE XII – PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall guide the Unit in all cases to which they are applicable and in which they are not consistent with these Bylaws and any Standing Rules or special rules of order the Unit may adopt.



## **ARTICLE XIII – DISSOLUTION**

In the event of dissolution of the Unit, the net assets shall be applied and distributed as follows:

**Section 1** – All liabilities and obligations shall be paid, satisfied and discharged or adequate provision shall be made therefore.

**Section 2** – Assets held by the Unit upon condition requiring the return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirement.

**Section 3** – Assets held for charitable, benevolent, educational, or similar use, but not held upon condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign organizations engaged in the similar activities of the Unit and ACBL, pursuant to a plan of distribution provided by law; provided, however, said organizations shall qualify under Section 5019(c)(3) of the Internal Revenue Code, or current statutes.

## **ARTICLE XIV – AMENDMENTS**

### **Procedure for Bylaws**

- A. An amendment to these Bylaws may be proposed by vote of the Board or by a signed petition of twenty-five (25) qualified members of the Unit.
- B. Amendments may be adopted at any meeting of the Unit membership, at an election or by mail ballot by a two-thirds (2/3) vote of those qualified members voting.
- C. A vote shall be taken at a time not less than fifteen (15) days after the members have been notified of the proposed amendment or more than one hundred-eighty (180) days after being proposed.
- D. The final vote on a bylaws amendment or revision shall be counted and recorded in meeting minutes.
- E. An amendment to the bylaws goes into effect immediately upon its adoption unless the motion to adopt specifies another time for its becoming effective, or the assembly has set such a time by previously adopted motion.
- F. Any amendment to these bylaws necessitated by amendments to the ACBL bylaws shall be effected by the Board and reported to the membership following the adoption of such amendment.