

BYLAWS
of
THE SAN DIEGO UNIT
of the
AMERICAN CONTRACT BRIDGE LEAGUE
UNIT 539
As amended February 19, 2017

The name of this organization shall be the “San Diego Unit of the American Contract Bridge League”, referred to herein as “the Unit”. The name “American Contract Bridge League” will be referred to herein as “ACBL”.

The UNIT: The Unit functions within the Bylaws and Regulations of the American Contract Bridge League and District 22, Area 3.

OBJECTIVES OF THE ORGANIZATION

The objectives of the organization are:

- (a) To preserve and promote the best interests of and to stimulate interest in the art of playing competitive duplicate contract bridge and any modifications thereof;
- (b) To cooperate with and assist the ACBL in the promotion and conduct of contract bridge tournaments;
- (c) To encourage the highest standards of conduct and ethics of its members and to enforce such standards;
- (d) To promote the development and organization of affiliated clubs within the Unit and monitor their compliance with ACBL policies;
- (e) To cooperate in the ACBL’s charity program, and to sponsor and conduct charity events with the object of realizing funds to be devoted to worthy humanitarian causes;
- (f) To conduct such other activities as may be in keeping with its principal objectives.

ARTICLE I
UNIT JURISDICTION

The geographical areas over which this Unit shall have jurisdiction shall be such area as is presently or may in the future be assigned to it by the ACBL Board of Directors.

ARTICLE II
MEMBERSHIP

A. Any person subject to District regulations, is eligible for membership, and no person shall be denied membership because of race, creed, color, sex, or national origin.

- B. Such person, upon favorable action, shall become and remain a member except in these cases:
 - 1. Change of residence to a place outside the jurisdiction of the Unit, in which case the person may become a member of the new Unit upon change of address processing by the ACBL;
 - 2. Failure to pay dues in accordance with ACBL regulations;
 - 3. Suspension or expulsion from membership in accordance with the regulations established by the ACBL and the Board of Directors of the Unit, provided, however, that such regulations shall conform to the rules of the due process applicable to membership corporations, and that such regulations are established by the Board of Directors of the Unit shall not be in conflict with ACBL regulations.
- C. Membership in the Unit carries with it membership in the American Contract Bridge League.
- D. Except as may be herein otherwise provided, a member shall enjoy and possess all rights of membership equally with other members.

ARTICLE III
DUES

- A. Annual dues shall be payable as specified by the ACBL.
- B. The Board of Directors shall have no power to levy any special assessments. Voluntary subscription to a Unit publication or service shall be permissible.

ARTICLE IV
MEMBERSHIP MEETINGS

- A. An Annual Membership Meeting of the members shall be held in the month of June, with the exception that if conflicts arise in the county the meeting may be held in May.
- B. The Unit Board of Directors shall fix the time and place of the Annual Membership Meeting and shall give at least ten days' notice by e-mail or postal mail to each Unit member of such a meeting.
- C. Special meetings of the members may be called at any time to consider specific subject matters by the Unit Board of Directors or by the President, or by petition of ten percent of the members. Notice of the time and place of any special meeting shall be given by e-mail or postal mail at least ten days before such 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 meetings.
- D. A quorum for the transaction of business at any annual or special meeting shall consist of 50 members or 5% of the total membership, whichever is less.
- E. All membership meetings shall be conducted according to generally accepted rules of parliamentary procedure.

ARTICLE V
UNIT BOARD OF DIRECTORS

The name “Board of Directors” will be referred to herein as “the Board”.

A. Number of Directors

1. The affairs of the Unit shall be managed and conducted by the Board which shall consist of a minimum of ten persons, all of whom must be members in good standing in the Unit.

2. No club owner, or any person receiving compensation from the Board on a contract basis, shall be eligible for membership on the Board.

B. Term of Office

Each Director shall hold office for a period of two years, beginning and ending at the annual joint meeting of the incoming and outgoing Directors. Each year one-half the number of Directors shall be elected, each to serve for a two-year term.

C. Nomination and Election of Directors

1. 120 days before the Annual Membership Meeting, the Board of Directors shall select an Election Chairperson and an Election Committee of four persons, no more than two of whom may be Directors of the existing Board. Directors serving on the Election Committee must be outgoing Directors in their last year of tenure. The President of the Board will present the Election Chairperson a copy of the Election Bylaws pointing out the following duties:
 - (a) The Chairperson shall instruct the Election Committee of their responsibilities and the election process and agenda as described in the Bylaws.

 - (b) The Chairperson shall conduct meetings and provide leadership in the selection of qualified candidates.

2. The Election Committee shall select from the membership a slate of at least five nominees, none of whom are members of the Election Committee. An attempt shall be made to nominate persons from playing areas throughout the Unit jurisdiction, and to include a wide range of both age and bridge experience. No one shall be nominated who has not expressed a willingness to serve faithfully if elected. Service of elected Directors of the Unit Board shall include attendance at and assistance with promotion, setup, hospitality, and cleanup at unit-sponsored events.

3. Additional nominees will be accepted from the Unit Membership, if said nominations are submitted in writing or by e-mail to the Unit Secretary or a member of the Election Committee, and are signed by at least ten members of the Unit. Only five additional nominations may be so entered, with priority given to those with the most endorsements. Members of the Election Committee may not be nominated.

4. All nominations are closed at midnight, 75 days before the election. The list of nominees shall be publicized appropriately as soon as practicable after nominations are closed.
5. Where paper or e-mail ballots sent to the membership are used for election of Directors, appropriate measures shall be taken to ensure that all members receive and return one ballot only, that paper ballots in excess of the number required are destroyed, that no one uses another person's paper or e-mail ballot, and that the anonymity and confidentiality of every marked ballot be respected and preserved.
6. 60 days before the election the Chairperson will submit to the Secretary the following:
 - (a) The final slate of candidates,
 - (b) Candidate autobiographies,
 - (c) A recommendation on the election procedure to be followed, based on the number of candidates and number of board positions to fill.

After due diligence by the Election Committee in pursuing candidates for the Board of Directors as specified in the Bylaws above, where the number of candidates for election is determined to be equal to or is only one more than the number of open board positions, the election process may be optimized for cost savings to the Unit. In lieu of a paper or e-mail election, the final slate of candidates may be presented and approved at the Annual Membership Meeting, where yearly Board of Director election results are announced. This addendum to Unit election procedures was approved by the ACBL in April, 2015.

- (d) Where a paper or e-mail election is recommended, 35 days before the election, ballots and autobiographies of candidates shall be sent to the entire membership in e-mail, except for members who have no e-mail address on file or otherwise express a preference to receive a paper ballot.

The slate of candidates and candidate autobiographies shall also be posted on the Unit Website (sandiegobridge.com) along with an outline of the election procedure recommended for the current year.

10 days before the election, or earlier, completed ballots may be sent to the Unit Secretary. The Secretary shall deliver the completed ballots to the Election Committee on Election Day.

At the Annual Membership Meeting, all available candidates shall be introduced and outgoing Board members recognized. Ballots shall be collected from Unit members not participating in paper or e-mail voting. No proxies will be accepted.

7. Ballots shall be tabulated by the Election Committee at the Annual Membership Meeting or as soon as possible. The place and time of tabulation shall be previously publicized so that any nominee or Director who wishes to witness the tabulation may do so. The Election Committee may admit others at its discretion. In the case of ties for last place, such candidates shall all be elected. Requests for recount must be made at the time of tabulation, and can only be made by a person who is present and eligible to witness the tabulation.

The Chairperson will oversee the tabulation of ballots by the Election Committee. The Chairperson will contact the nominees and invite them to witness the tabulation. The Chairperson will then submit all ballots and election results to the Board Secretary. Newly elected members, shall be notified at the Annual Membership Meeting or as soon as practicable.

8. For each paper or e-mail election, ballots shall be retained by the Unit Secretary for a period of at least one month after the tabulation.
9. For each paper or e-mail election, a record of the number of votes received by each nominee shall be maintained by the Unit Secretary for one year.
10. After the election results are announced, updates to the contact information and biographies of the new slate of Unit Directors shall be made on the Unit Website (sandiegobridge.com).
11. As soon as practicable after the Annual Membership Meeting, a joint meeting of the incoming and outgoing Directors shall be held. The President for the previous year shall initially preside at this meeting. The order of business shall be:
 - (a) Reading by the previous Secretary of the Annual Membership Meeting minutes, and request for approval of such minutes.
 - (b) Treasurer's fiscal report.
 - (c) Other final reports.
 - (d) Reporting of unfinished business.
 - (e) Election of Unit Officers and appointment of committees.
 - (f) Transfer of all Unit property, notebooks, handbooks, keys, membership records, etc. that may not yet have been transferred from previous Unit Officers or from previous committee chairpersons to new committee chairpersons.
 - (g) Dismissal of outgoing members, with thanks. The remainder of the meeting shall be conducted as a regular meeting of the new Board of Directors.
 - (h) New business.
12. Vacancies on the Board may be filled by the Board at its discretion to ensure smooth running operation of the Unit, giving consideration to the defeated nominee(s) receiving the most votes in the last election. The person(s) so appointed shall hold office for the balance of the unexpired term(s).

D. Unit Board Meetings

1. The Board shall hold a minimum of four meetings per year, on a quarterly basis (no more than three months apart) upon call of the President. The first meeting of the fiscal year shall be a joint meeting with outgoing Directors, held as soon as practicable after the Annual Membership Meeting. A schedule of regular Board Meetings for the entire Unit year shall be prepared by the Board and provided upon request to unit members. Copies of the schedule shall be given to all Directors of the Board, but a change in the schedule of meetings may be made by a majority vote. Between meetings, matters are to be handled by the Executive Committee.
2. Special meetings of the Board may be called by (1) the President, (2), by the Secretary at the request of a majority of Directors or (3) by a coalition of one-third of the Board members. All Directors must be notified of the special meetings sufficiently in advance, and informed of the agenda. Only matters of an urgent nature may appear on the special meeting agenda, and no business shall be considered that is not on the agenda, unless all Directors are present.
3. Board meetings shall be open to all Unit members and to invited guests. The Directors may hold private sessions when the Board is considering matters relating to discipline, ethics, or other matters for which privacy is indicated. No portion of the minutes shall be secret, however. Only members of the Board shall participate in the transaction of business at meetings. Others may speak at the invitation of the President or a majority of the Board, but may not take part in debate except to answer questions put to them by the Directors.
4. All meetings of the Board shall be conducted in accordance with generally accepted rules of parliamentary procedure.
5. When straightforward decisions of a time-sensitive nature need to be made by the Unit Board of Directors, e-mail may be used to provide details, solicit support, and request a vote. With concurrence of the Unit President to proceed, a decision on the issue may be made by an accounting of votes in email. All such decisions shall be referenced at the next Board meeting so as to be included in the meeting minutes.
6. A quorum of the Unit Board for the transaction of business shall be a majority of the Board.

E. Unit Board Powers and Duties

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

- (a) To acquire, hold, administer, maintain, and dispose of all property of the Unit.
- (b) To disburse the funds of the Unit for the purposes set forth in these Bylaws. Such disbursements of contracts to disburse must be signed by two of the four officers.
- (c) To hire and discharge employees of contractors, supervise their conduct, and fix their compensation.
- (d) To audit all receipts and disbursements of the Unit.
- (e) To conduct, manage, supervise, and control all 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.

ARTICLE VI
UNIT OFFICERS AND COMMITTEES

1. Number:

The officers of the Unit shall consist of a President, a Vice President, a Secretary and a Treasurer. Offices may be combined.

2. Election of Unit Officers:

The Unit Board of Directors shall elect all officers at the first meeting after the Annual Membership Meeting and the persons elected shall hold office for one year or until their successors have been duly elected.

3. Vacancies:

The Unit Board shall fill vacancies due to death, resignation, or other cause. If the office of President becomes vacant, the Vice President shall automatically become President.

4. Duties:

All Directors of the Unit Board shall attend and assist with promotion, setup, hospitality, and cleanup at unit-sponsored events. All roles of Board members (Awards, Hospitality, Future Life Master Liaison, Publicity, Tournaments, etc.) including committee chairs (Executive, Budget, Membership, etc.) are intended to focus on long-term smooth operation of the unit in support of its members.

5. Roles and Responsibilities:

The general responsibilities of the officers and committee chairpersons are as follows:

- (a) The President presides at all meetings of the members of the Unit, and all meetings of the Board. The President appoints all committees, except those specifically requiring election or approval by the Board. The President exercises general supervision over the activities of the Unit and performs such other duties as are incidental to the office or which the Board may confer on the President. The President is a member ex officio of all committees except the Election Committee and is responsible for all correspondence.
- (b) The Vice President shall be Acting President in the event of the temporary absence or incapacity of the President. The Vice President shall have such other duties as may be assigned to him by the Board or the President. The Vice President shall not take the President's place on committees or make appointments unless specifically authorized.
- (c) The Secretary sends notification of meetings of members and Directors, takes minutes of all meetings, and maintains records of tournaments, correspondence, and other activities of the Unit. The Secretary receives and files reports of all officers and

committees.

- (d) The Treasurer has custody of and is responsible for all funds, securities, and property of the Unit. The Treasurer deposits all Unit funds in one or more banks as the Board may designate. The Treasurer shall provide a quarterly written statement of the financial condition of the Unit.

STANDING COMMITTEES

Tournament Committee

This committee will plan, arrange and exercise general supervision over Sectionals and other tournaments or special events conducted or sponsored by the Unit. Playing site and sanctions will be arranged at least one year in advance. The committee will also be responsible for working with Publicity on advertisements in the Forum and on production and distribution of flyers. A detailed written report should be presented to the Board after each sectional. The chair of this committee is the Unit's Tournament Coordinator.

Executive Committee

This committee is responsible for the management of the Unit between scheduled Unit Board meetings. On behalf of the Board, this committee may authorize expenditures of less than \$1,500.00 between scheduled Unit Board meetings. The President chairs the Executive Committee, with other members consisting of the Vice President, Treasurer, Club Manager, and the Tournament Coordinator. The committee may meet in person, telephonically, electronically or by postal mail.

Budget Committee

The Budget Committee is responsible for preparing a budget of the Unit's projected revenues and expenses, and submitting the budget to the Unit Board by August of each year. The Budget Committee is chaired by the Treasurer and consists of the Tournament Coordinator, Club Manager, and up to two other members appointed by the President.

Membership Committee

This committee is responsible for monitoring the Unit's membership and promoting ACBL membership to all persons eligible for membership. The chair of the committee maintains a roster of Unit members. The committee will welcome new ACBL members and monitor membership renewals, recruit new members, ascertain whether or not members administratively transferred to another unit, due to change of address, desire to remain members of their current unit or change, and follow up. The committee prepares such reports as required by the Unit, District and ACBL headquarters.

Club Manager

The Club Manager procures the sanctions for the Unit's local games and sends the results to ACBL along with the sanction fees. The Club Manager ensures all earned masterpoint

awards are properly credited to unit members. The Club Manager ensures the unit calendar for the next year is produced for review and approval by the Unit Board by October each year. The Club Manager verifies all game results and ensures that results of all unit games are posted promptly on the Unit Website (sandiegobridge.com).

Club Liaison

The Club Liaison will visit clubs within the Unit jurisdiction as the liaison between the clubs and the Unit Board. This function is generally the responsibility of the Membership Committee chairperson.

Publicity

The Publicity chairperson is responsible for publicizing Unit tournaments and special events and to increase public awareness of the ACBL and its social contributions. The Publicity chairperson produces flyers for all Sectionals and special events sponsored by the Unit, provides flyers and Unit calendar advertisements to the Contract Bridge Forum, and ensures flyers are posted promptly on the Unit Website (sandiegobridge.com).

Properties

The Properties chairperson is responsible for the properties of the Unit and for ordering supplies. This responsibility is generally assigned as needed by the Unit Board of Directors.

OTHER COMMITTEES

The following committee chairpersons may be selected from the unit membership provided no one is available from the Board to fill these positions.

Conduct and Ethics Committee

The Conduct and Ethics Committee conducts hearings on any complaint or charge against any Unit member involving conduct or ethics at an ACBL-sanctioned event. Its findings are reported in accordance with ACBL Judicial Regulations. The effectiveness of the committee will be greatly enhanced if it coordinates its procedures with those of the District Judiciary Committee. The chairperson serves a one-year term, and members of the committee, to include the chair, should not be Unit Board members, and may be different for each judicial action.

Unit Awards Chairperson

The Unit Awards Chairperson is responsible for reviewing reports of masterpoints awarded to Unit members, determining which Unit members are eligible for level achievement awards and free plays, buying and engraving awards (as applicable), and arranging for presentation to and collection of awards by Unit members.

Hospitality Committee

The Hospitality Committee is responsible for hospitality at bi-weekly Unit games and at Unit-sponsored Sectionals and special events. The Hospitality Committee will coordinate

with the Tournament chairperson in support of all Sectionals and the yearly Holiday and Election/Awards parties.

Newsletter Editor

The Newsletter Editor is responsible for compiling and editing the newsletter as directed by the Unit Board.

Future Life Master Liaison

The chairperson shall promote good relations between future Life Masters and the Unit. The chairperson is responsible for publicity and promotion of all Non-Life Master (NLM) events. This chairperson monitors Easybridge!, Bridge Plus, and other events for newcomers to duplicate bridge that the ACBL sponsors.

Unit Recorder

The Unit Recorder receives and investigates any complaint or charge against any Unit member involving conduct or ethics at an ACBL-sanctioned event within the Unit's geographical boundaries. The Unit Recorder makes recommendations as to the appropriate action(s) to be taken. If other than a Recorder's memorandum is prepared, appropriate recommendations are made to the Unit President, who will convene a Conduct and Ethics Committee to take appropriate action(s).

Unit Webmaster

The Unit Webmaster is responsible for maintenance of the Unit Website (sandiegobridge.com) which shall be available to members with Internet access. At a minimum, the Unit Webmaster shall post photos and biographical information about the Unit Board of Directors, the latest version of the Unit Calendar of Events, minutes from all Unit Board meetings, and results from all Unit-sponsored bi-weekly Unit games, Sectionals, and special events. The Unit Webmaster may also post Directory information, messages from the Unit President, articles about and updates on Unit-sponsored activities, and documents on processes and procedures followed by the Unit, including these Unit Bylaws. The Unit Webmaster works with the Club Manager and the Unit President on questions regarding website content and on any issues with updated results to be posted.

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, but not less than a majority of the entire Board, shall so vote. 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 ten days prior to the meeting and shall be given an opportunity to be heard before the Unit Board of Directors and to be represented by counsel of his or her own choosing. All Directors shall be informed of the impeachment charges at least ten days prior to the meeting. The action taken by the Board shall be conclusive and final. Absence from two consecutive meetings, failure to perform assigned duties satisfactorily, or conduct unbecoming a Unit Director may be causes for removal of a Director.

ARTICLE VIII COMMITTEES

The President shall appoint such committees as may be necessary to perform the functions of the organization. Standing committees shall be appointed with the approval of the Unit Board of Directors. All Chairpersons of standing committees shall be members of the Board, but any Unit member may serve on a committee or be a chairperson of a special committee. Members of the Unit (other than Directors) may only sit with the Board in a reporting capacity and may not vote with the Board. Each Director shall be furnished with a description of the current duties and powers of all existing committees. The duties and powers of the standing committees shall be currently defined by the Board's standing rules. Each standing committee shall maintain a complete file of current activities. Special committee chairpersons shall submit a detailed written report to the Board no later than one month after the committee has completed its function.

ARTICLE IX AMENDMENTS TO THE BYLAWS

Proposals to amend the Bylaws may be made by (a) a petition signed by at least 50 members and submitted to the Secretary at least 60 days in advance of the annual or special membership meeting called for the purpose, or (b) upon petition signed by at least six members of the Unit Board of Directors.

It shall be the duty of the Secretary to prepare the text of a proposed amendment and to post on the Unit bulletin board, at all Unit Club locations 30 days in advance of the annual or special membership meeting, and in the notice of the annual or special meeting. The concurrence of two-thirds of all Unit members present and voting shall be required to pass any amendment.