

# BYLAWS

of

## **ANAHEIM UNIT 513**

DISTRICT 22

AMERICAN CONTRACT BRIDGE LEAGUE

December 8, 2014

## Table of Contents

to the bylaws of

ANAHEIM UNIT 513, DISTRICT 22, AMERICAN CONTRACT BRIDGE LEAGUE

<b>ARTICLE I</b>	<b>Name and Purposes</b> .....	<b>2</b>
<b>ARTICLE II</b>	<b>American Contract Bridge League</b> .....	<b>2</b>
<b>ARTICLE III</b>	<b>Unit Jurisdiction</b> .....	<b>3</b>
<b>ARTICLE IV</b>	<b>Membership</b> .....	<b>3</b>
<b>ARTICLE V</b>	<b>Membership Meetings</b> .....	<b>4</b>
<b>ARTICLE VI</b>	<b>Board of Directors</b> .....	<b>5</b>
<b>ARTICLE VII</b>	<b>Officers</b> .....	<b>7</b>
<b>ARTICLE VIII</b>	<b>Committees</b> .....	<b>9</b>
<b>ARTICLE IX</b>	<b>Amendment of the Bylaws</b> .....	<b>10</b>
<b>ARTICLE X</b>	<b>Miscellaneous</b> .....	<b>10</b>
<b>ARTICLE XI</b>	<b>Dissolution and Nonprofit Status</b> .....	<b>11</b>

BYLAWS  
OF THE  
ANAHEIM UNIT 513

**ARTICLE I**

**NAME and PURPOSES**

**Section 1.1 Name**

The name of this organization shall be the ANAHEIM Unit. The Anaheim Unit is also known as ACBL Unit 513 and referred to in these Bylaws as the "Unit".

**Section 1.2 Purposes**

The purposes for which the Unit is organized are:

- To promote the development and organization of affiliated clubs within the Unit.
- To foster community welfare in the furtherance of the game of contract bridge in its various forms of competition.
- To promulgate high standards of conduct and ethics to its members, and to enforce such standards.
- To provide organized bridge activities and services to satisfy the social, recreational and competitive needs of the membership and the community.
- To conduct tournaments and other competitive events.
- To conduct such other activities as may be in keeping with its purposes.

**ARTICLE II**

**AMERICAN CONTRACT BRIDGE LEAGUE**

The Unit is a separate legal entity that interacts with the American Contract Bridge League (ACBL) through the Unit charter process and exists for the purposes specified in Article I of these Bylaws. As such, the Unit and its members shall be subject to and abide by the Bylaws

and regulations of the ACBL as in existence and amended from time to time by ACBL. No rule, regulation or bylaw adopted by the Unit shall be inconsistent with or be in contravention of the rules, regulations and bylaws of the ACBL. The Unit shall conduct its affairs in a manner consistent with the rules, regulations, policies, procedures and bylaws of the ACBL.

## **ARTICLE III**

### **ACBL UNIT JURISDICTION**

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

## **ARTICLE IV**

### **MEMBERSHIP**

#### **Section 4.1 Members**

Any person who is a member of the American Contract Bridge League and resides within the geographical area over which this Unit has jurisdiction shall be a member of the Unit. Any person who lives outside the geographical area over which this Unit has jurisdiction may apply for membership in the Unit according to the regulations established by the ACBL. Any person who resides within the geographical area of the Unit may apply to be become a member of a different Unit according to regulations established by the ACBL.

#### **Section 4.2 Rights and Obligations**

In accordance with the procedures established by the ACBL Board of Directors, the members of the Unit shall have voting rights and any other legal rights or privileges in connection with the governance of the Unit. Members of the Unit shall be required to abide by, and to conduct themselves in a manner consistent with, the Bylaws, regulations, policies, code of conduct and ethics standards established by the ACBL.

#### **Section 4.3 Termination of Membership**

A member shall remain a member of the Unit unless and until he changes his residence to a place outside the jurisdiction of the Unit, without taking the necessary steps to retain membership in the Unit, per ACBL regulations.

# **ARTICLE V**

## **MEMBERSHIP MEETINGS**

### **Section 5.1 Annual Meeting**

The Annual Meeting of the Unit shall be held at such a time and place as may from time to time be fixed by the President or Board of Directors. The agenda of the Annual Meeting shall include presentation of the annual reports and transaction of such other business as may properly come before the meeting.

### **Section 5.2 Special Meetings**

Special meetings of the membership of the Unit may be called by the President or by three (3) members of the Board of Directors. A special meeting shall be called by the President on petition by not less than twenty (20) members in good standing that are entitled to vote.

### **Section 5.3 Place of Meeting**

All membership meetings of the Unit shall be held within the geographical limits of the Unit.

### **Section 5.4 Notice of Meetings**

Notice, written, printed or by electronic transmission, stating the place, day and hour of the annual meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days nor more than thirty (30) days before the date of the meeting, by or at the direction of the President, Secretary or officers of persons calling the meeting, to each member entitled to vote at such meeting.

### **Section 5.5 Quorum**

Twenty (20) members in good standing of the Unit shall constitute a quorum at any meeting of the membership.

### **Section 5.6 Proxy Voting**

No proxy voting shall be permitted at membership meetings.

# **ARTICLE VI**

## **BOARD OF DIRECTORS**

### **Section 6.1 Powers and Duties**

The management of all business, property, interests and other affairs of the Unit shall be vested in its Board of Directors. Among the powers hereby conferred is the power to impose sanctions upon a member in accordance with ACBL rules and regulations, to delegate non-policy making authority to members who are not directors, and, in general, to take such other and further actions as may from time to time be necessary to further and implement the purposed and aims of the Unit as set forth in Article I. The Board of Directors is the sole judge of its own membership.

### **Section 6.2 Directors' Fiduciary Duties and Standards of Conduct**

Each Director is subject to a duty of loyalty to the Unit and a duty of care in the performance of his duties as a Director. A Director who has a financial ownership interest in a club in the Unit shall not vote on the purchase of equipment (boards, bidding boxes, etc.) for the use of any club in the Unit.

### **Section 6.3 Nomination and Election of Directors**

At a time reasonably in advance of each annual meeting of the Unit, the President shall appoint a Nominating Committee Chairman. The Nominating Committee shall determine and present to the members a list of nominees for election as Directors to fill the positions of those Directors at the end of their elected term or any vacancies the end of the year. The members shall vote by secret ballot for three (3) nominees in even election years or four (4) nominees in odd election years plus any vacancies, as required by the provisions of Section 5.5 of these Bylaws.

### **Section 6.4 Number**

The Board of Directors shall consist of seven (7) elected members. All Directors must be members in good standing of the ACBL as well as members of the Unit. See section 6.5.

## **Section 6.5 Term of Office**

Directors shall each be elected to a term of two (2) years. The term commences on January 1 of the year following the election or immediately following the election for a vacancy or for Directors having served their elected 2 year term. All Board Members shall hold office until their successors are elected and qualified or until their sooner death, resignation or removal. See Section 6.12.

## **Section 6.6 Regular and Special Meetings**

The Board shall establish a schedule for regular meetings. Regular meetings of the Board of Directors shall be held, with proper notice, not less frequently than once every three (3) months. Special meetings of the Board may be called at any time by the President or upon the written or emailed request of three (3) or more Directors. Directors may participate in a meeting of such board by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## **Section 6.7 Notice**

Notice, written, emailed or printed, of any regular or special meeting shall be sent no fewer than seven (7) nor no more than thirty (30) days prior to the date of the meeting.

## **Section 6.8 Waiver of Notice**

Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. A waiver of notice signed by the Director or Directors, where before or after the time stated for the meeting, shall be equivalent to the giving of notice.

## **Section 6.9 Participation in Meeting by Conference Telephone**

Directors may participate in a meeting through use of a conference telephone or similar communications equipment, as long as members participating in the meeting can hear one another. This should occur at less than one-third of Board Meetings.

## **Section 6.10 Quorum**

A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Directors.

## **Section 6.11 Vacancies**

All vacancies of Directors, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining Directors. A Director so elected to fill any vacancy shall hold office for the unexpired term of his predecessor and until a successor is elected and qualified.

## **Section 6.12 Removal**

A Director may be removed for cause at any meeting of the Directors provided five (5) Directors present shall so vote. The Director subject to removal for cause shall be notified in writing of the ground for such removal. Such notice shall be delivered by certified mail. The grounds for such removal must be submitted with the notice of said meeting and said Director shall have a reasonable opportunity at said meeting to object to and argue his removal with representation by counsel of his/her choosing.

## **Section 6.13 Resignation**

Any Director may resign at any time by delivering written notice to the President or Secretary, or by giving oral or written notice at any meeting of the Directors. A Director's resignation will take effect upon delivery of notice unless the notice of resignation specifies a later effective date. Acceptance of a Director's resignation will be necessary to make it effective.

## **Section 6.14 Voting by Proxy**

Voting by proxy is not permitted.



# ARTICLE VII

## OFFICERS

### **Section 7.1 Designations**

The officers of the Unit shall be a President, a Vice President, a Secretary and a Treasurer. All officers must be a Director and shall be elected for terms of one (1) year by a vote of four (4) Directors. Officers shall hold office until their successors are elected and qualified.

### **Section 7.2 President**

The President shall preside at all meetings of the Directors, shall have supervision of the affairs of the Unit and shall perform such other duties as are incident to the office or are properly required of the President by the other Directors. A Director may not serve as President for more than two (2) consecutive years.

### **Section 7.3 Vice President**

During the absence or disability of the President, the Vice President shall exercise all the functions of the President. The Vice President shall have such powers and discharge such duties as may be assigned to him from time to time by the Board of Directors.

### **Section 7.4 Secretary**

The Secretary shall issue notices for all meetings, shall keep minutes of all meetings, shall have charge of the Unit books, and shall make such reports and perform such other duties as are incident to the office, or a properly required of the Secretary by the Board of Directors.

### **Section 7.5 Treasurer**

The Treasurer shall have the custody of all monies and securities of the Unit and shall keep regular books of account. The Treasurer shall disburse the funds of the Unit in payment of the just demands against the Unit or as may be ordered by the majority of the Directors. All expenditures of \$500 or more must be approved by a majority of the Directors, paid by check and signed by the Treasurer and the President. Quarterly, the Treasurer shall render to the Board of Directors an account of all transactions undertaken as Treasurer and of the financial condition of the Unit. The Treasurer shall perform such other duties as are

incident to the office or are properly required by the Board of Directors. A Director shall not serve as Treasurer for more than two (2) consecutive years.

### **Section 7.6 Delegation**

If any officer of the Unit is absent or unable to act and no other person is authorized to act in such officer's place by the provision of these Bylaws, the Board of Directors may, from time to time, delegate the powers or duties of such officer to another officer, director or other person it may select.

### **Section 7.7 Removal**

See Section 6.12 for removal of an officer who is by definition a director.

### **Section 7.8 Vacancies**

In case any office shall become vacant by reason of death, resignation, removal or otherwise, the directors then in office may appoint a successor or successors for the unexpired term.

### **Section 7.9 Compensation and Reimbursement of Officers**

The officers of the Unit shall serve without compensation but may be authorized to receive reimbursement of expenditures made on behalf of the Unit.

### **Section 7.10 Resignation of Officers**

See Section 6.13 for resignation of an officer who is by definition a director.

## **ARTICLE VIII**

### **COMMITTEES**

#### **Section 8.1 Establishment**

The President, with the approval of the Board of Directors, shall have the power to create and appoint the members of such standing and special committees as he may deem necessary or appropriate, designate the chairs thereof and assign functions thereto. The members of committees need not be members of the Board of Directors.

## **Section 8.2 Executive Committee**

The Board may designate, from among its directors, an Executive Committee. This committee shall have powers as provided by resolution of the Board of Directors except as prohibited by nonprofit law. Rules governing meetings of the executive committee shall be established by the Board of Directors, or in the absence thereof, by the committee itself.

## **Section 8.3 Other Committees**

Other committees shall be established at the discretion of the President. Each committee may adopt rules for its meetings which are not inconsistent with these bylaws.

## **Section 8.4 Term of Office**

Each member of a committee shall serve for one (1) year and until a successor is appointed unless the committee is sooner dissolved.

# **ARTICLE IX**

## **AMENDMENT OF THE BYLAWS**

These bylaws may be amended, altered or repealed and new bylaws may be adopted by a vote of a majority of the members present at any meeting at which a quorum of twenty (20) are present, and not otherwise.

# **ARTICLE X**

## **MISCELLANEOUS**

### **Section 11.1 Publication**

The official publication of the Unit shall be as designated by the Board of Directors and shall be published by the Unit.

## **Section 11.2 Inoperative Portion**

If any portion of the Bylaws shall be invalid or inoperative, then, to the extent reasonable and possible, the remainder shall be valid and operative, and effect shall be given to the intent that portion held invalid or inoperative manifests.

## **Section 11.3 Interpretation**

Whenever the context indicates, the masculine gender shall encompass the feminine and neuter, and the singular shall encompass the plural and vice versa. The headings are solely for organization, convenience and clarity. They do not define, limit or describe the scope of these bylaws or the intent in any of the provisions.

## **Section 11.4 Books and Records**

The Unit shall keep correct and complete books and records of accounts and shall keep minutes of all proceedings of its Board of Directors and membership meetings.

## **Section 11.5 Loans**

The Unit will not make any loans to any Director, officer or member.

# **ARTICLE XI**

## **DISSOLUTION and NONPROFIT STATUS**

This Unit is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to its members. It is organized solely for nonprofit purposes. On the dissolution or winding up of this Unit, assets remaining after payment of, or provision for payment of, all debts and liabilities of this Unit shall be distributed according to the regulations and policies of the ACBL. If this Unit holds any assets in trust, they shall be disposed of in such a manner as may be directed by judgment of a court of appropriate jurisdiction.

# **CERTIFICATION OF THE BOARD OF DIRECTORS**

The undersigned hereby certifies (i) I am the Secretary of the Anaheim Unit 513, a nonprofit organization, (ii) the above Bylaws are a true, correct and complete copy of bylaws at a duly held meeting of the Unit 513 membership on the 8th day of December, 2014 and in accordance with the laws of the State of California, and (iii) the Resolutions are in full force and effect on the Effective Date hereof and have not been amended on or subsequent to the Effective Date.

IN WITNESS WHEREOF, I have hereunto executed this Certificate in my official capacity on the \_\_\_ day of \_\_\_\_\_, 2014.

By: \_\_\_\_\_

(PRINT) \_\_\_\_\_

Secretary of Anaheim Unit 513