

# Bylaws of the Denver Metropolitan Unit of the American Contract Bridge League

## ARTICLE I - Name

The name of this organization shall be Denver Metropolitan Unit #361 of the American Contract Bridge League, hereinafter referred to as the Unit and the ACBL.

## ARTICLE II - Affiliation

The Unit functions under the Bylaws and Regulations of the ACBL and the District and/or Region in which it is located.

## ARTICLE III - Objectives

Objectives of the Unit shall be:

- A. To stimulate involvement in and promote the best interests of competitive contract bridge;
- B. To cooperate with and assist the ACBL in promoting and conducting contract bridge tournaments;
- C. To encourage the highest standards of conduct and ethics by its members and to enforce such standards;
- D. To prescribe rules of eligibility for participation in tournaments under the Unit's own auspices;
- E. To promote the education of members and the development and organization of sanctioned clubs within the Unit;
- F. To promote retention of current members and to actively recruit new members; and
- G. To conduct such other activities as may be in keeping with its principal objectives.

## ARTICLE IV - Unit Jurisdiction

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

## ARTICLE V - Membership

A. Assignment.

Any ACBL member residing within the geographical area of the Unit is a member of the Unit.

B. Member in Good Standing.

A member remains in good standing unless:

1. They change residence to a location outside the Denver Unit's jurisdiction and inside the jurisdiction of another Unit;
2. They have failed to pay annual dues in accordance with Article VI, Section A, of this document;
3. They has been disciplined by the ACBL or otherwise under Article X of these Bylaws.

C. New Member Definition.

In addition to any new player joining the ACBL while currently residing in the Denver area, or any member who allows his/her membership to lapse under Section B.2. of this Article shall be considered a new member of the Unit upon being readmitted to membership.

## ARTICLE VI - Dues

A. Payment.

Annual dues are paid by members through the ACBL. A portion of annual dues shall be remitted to the Unit by the ACBL in the amount and for the period fixed by the ACBL. Dues shall be paid for an entire year, without abatement.

B. Non-Voting Members.

Exercising the option not to pay dues, granted to Life Masters by the ACBL, shall result in the member being put on non-voting status in the Unit, and shall prohibit him/her from becoming a Director of the Unit.

C. Special Assessments.

The Board of Directors, hereinafter referred to as the Board, shall have no power to levy special assessments.

## **ARTICLE VII - Membership Meetings**

A. Annual Meeting.

1. The Annual Meeting of the members for the purpose of electing directors and for consideration of other business shall normally be held during the Fall Sectional tournament. Polling times will be announced to the members by the Board.
2. The Board shall fix the time and place of the annual meeting, and shall give at least thirty (30) days' notice to the membership of such meeting.

B. Special Meetings.

Special meetings of the members may be called at any time by the Board or the President upon ten (10) days' notice to all members. The notice of any special meeting shall contain an agenda of the matters to be addressed at such meeting. No other business shall be acted upon at such meeting.

C. Quorum.

A quorum of the members for the purpose of transacting business shall be not less than twenty-five (25) voting members.

## **ARTICLE VIII - Board of Directors**

A. Number of Directors.

The affairs of the Unit shall be managed and conducted by the Board which shall consist of ten (10) persons, all of whom shall be voting members in good standing in the Unit for at least one (1) year prior to election.

B. Term of Office.

Each elected director shall serve on the Board for a term of two years. There shall be a Board meeting in the month of December each calendar year. This December meeting shall be convened and conducted by the Board which has served for the preceding year. Following this meeting, newly elected Directors shall assume their duties from those outgoing members whom they succeed and proceed to elect new officers in accordance with Article IX, Section B.

C. Selection of Candidates.

1. At least sixty (60) days prior to the Annual Membership meeting, the Board shall select a Nominating Committee composed of at least five (5) Unit members in good standing, a majority of whom shall not be members of the current Board. The Vice President of the Board shall be the Chairman of the Committee unless he/she is running for reelection. In this event, the Board shall appoint another of its members, who will not be seeking reelection, to serve as Chairman.
2. Any voting member of the Unit, who has been in good standing for at least one year and is not subject to exclusion as set forth in Section C.6. hereof, shall be eligible to serve on the Board.
3. The number of candidates submitted by the Nominating Committee shall be five (5) or more.

4. Any member of the Unit who wishes to seek election to the Board and has not been selected by the Nominating Committee may petition the Board to have his or her name placed on the election ballot. The petition shall be signed by at least ten (10) members of the Unit and shall be delivered to the Board at least fourteen (14) days prior to the election. Upon compliance with the terms of this section, the member's name shall be placed on the ballot.
5. The candidates for Director promulgated by the Nominating Committee shall be made known to the members in the Notice of Annual Meeting at least 30 days prior to said meeting. If the list of candidates is revised through item 4 above, the revision will be made known to the members as soon as practical, and in all cases, 10 days prior to the election.
6. No member having a financial interest in any bridge club shall be eligible for nomination and/or election to the Board; nor can such member be appointed to the Board except in an honorary and non-voting capacity.

#### D. Elections.

1. Every voting member in good standing shall be entitled to one vote for each Director to be elected. All ballots shall be secret. Proxy votes are not permitted.
2. Election ballots shall be kept for a period of 60 days after the election by the Secretary. Said ballots may be inspected at any time within the 60-day period upon protest by any member.
3. A new member of the Unit shall be entitled to vote at an election 60 days after becoming a member of the Unit, providing he/she is a voting member.
4. Absentee ballots may be requested from the Secretary. Such ballots must be submitted to the Secretary no later than the day before the election. An absentee ballot must be enclosed in a plain envelope and must be accompanied by the name and ACBL number of the voting member. Nowhere on the ballot or in the plain envelope should the member be identified. Only official ballot forms will be counted.
5. Each candidate is entitled to have a witness at the counting of the ballots.
6. The five (5) candidates who receive the highest number of votes at the annual election shall be deemed to be duly elected Directors. In case of a tie for the fifth director position, said tie shall be broken by lot by an outgoing Officer prior to the announcement of the winning candidates. In no event shall there be a run-off election between candidates who were tied for the fifth director position.
7. If, within 60 days of the election, a candidate is found to be ineligible to serve on the Board, the candidate receiving the next highest number of votes in the election shall replace the ineligible candidate.
8. Newly elected Board members' names shall be entered in the minutes of the first meeting of the new Board.

#### E. Vacancies.

Any vacancy that is created on the Board shall be filled by appointment and majority approval by the Board. The appointee shall serve for the unexpired term of the Director they succeed. Prior election results need not be considered by the Board in making an appointment.

#### F. Meetings.

The Board shall hold a minimum of eleven (11) meetings a year, the first of which may be the regular December meeting. The Secretary shall call a meeting of the Board at the request of the President or upon the request, in writing, of five (5) Directors. The Secretary shall notify the members of the Board of any such special meeting at least five (5) days prior to the date of the proposed meeting. Said notice may be waived by a majority of the Board members for any special meeting. Where not in conflict with other provisions of these Bylaws, Roberts Rules of Order shall be the parliamentary authority.

#### G. Quorum.

A quorum of the Board for transacting business shall consist of at least six (6) Directors.

#### H. Power and Duties.

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

1. To acquire, hold, administer, maintain and dispose of all the property of the Unit;
2. To appropriate the funds of the Unit for the purposes set forth in these Bylaws;
3. To reconcile all receipts and disbursements of the Unit and to make regular financial reports to the members, including an annual report in the notice of the annual meeting;
4. To conduct, manage, supervise and control all of the business of the Unit including, but not limited to, conducting tournaments, selecting all dates and locations for holding such tournaments, and making all contracts in connection therewith.
5. To discipline any member for infractions, as set forth in the ACBL Bylaws and Regulations.

#### I. Impeachment.

1. Any Officer or Director may be removed for cause at any meeting of the Board provided that a majority of six (6) Directors so vote.
2. Any Officer or Director against whom impeachment charges are brought shall be notified in writing, by certified mail, return receipt requested, of the charges against him/her at least ten (10) days prior to the meeting at which the removal of the Director may be determined.
3. Such Officer or Director shall be given an opportunity to be heard by the Board and to be represented by counsel of his/her own choosing at the meeting during which the Director's removal may be determined.
4. "Cause" as defined in these Bylaws shall mean a just cause and not an arbitrary cause. Cause as described above, includes but is not limited to the following examples:
  - a. Absence from any three (3) board meetings during a consecutive six (6) month period.
  - b. Illegal, unethical, dishonest or improper conduct at tournaments, club games, or Board meetings.
  - c. Repeated rude or disruptive behavior at Board meetings. Repeated violations of Robert's Rules of Order.
  - d. Using a position on the Board to show partiality to any group or individual having a financial interest in bridge.
  - e. Attempting to make binding agreements and or decisions with outsiders without the knowledge and approval of the Board.

The examples given are illustrative and not exclusive.

#### J. Compensation.

Members of the Board shall receive complimentary plays at Denver Sectional and Regional Tournaments as the only compensation for their services on the Board.

### **ARTICLE IX - Officers**

#### A. Officers.

The Officers of the Board shall consist of President, Vice President, Secretary and Treasurer. The offices of President and Vice President shall require at least one year prior service on the Board. Such service need not immediately precede election to office.

#### B. Election.

The new Board, upon installation at the December meeting, shall elect Officers. The persons so elected shall hold office for one year, or until their successors have been duly elected and installed.

C. Vacancies.

Vacancies shall be filled by majority vote of the Board; provided, however, that in the case of a vacancy in the Office of President, the Vice President shall automatically fill the vacancy.

D. Duties.

The duties of the Officers shall be as outlined by the Board.

E. Executive Committee.

The Officers shall constitute the Executive Committee of the Board and shall have the power to settle any matters which must be acted upon between regularly scheduled meetings of the Board.

F. Appointments.

The President, with the approval of the Board, shall appoint such committees as may be necessary or desirable to perform the functions of the organization. He/she shall determine the duties of the Committees so appointed.

1. Each of the six members of the Board who are not on the Executive Committee shall be appointed a Chairmanship by the President.
2. The President, with the approval of the Board, shall appoint such Standing Committees as may be necessary or desirable to perform the functions of the organization.

## **ARTICLE X - Discipline**

A. Conduct and Etiquette.

These bylaws incorporate by reference ACBL Law 74, which says: A player should maintain at all times a courteous attitude...carefully avoid any remark or action that might cause annoyance or embarrassment to another player, or might interfere with the enjoyment of the game. As a matter of courtesy, a player should refrain from making gratuitous comments during the auction and play or indicate approval or disapproval of a call or play. Penalties shall be assessed by tournament directors as specified in ACBL Law 91.

B. Board Responsibility.

Disciplinary actions are primarily the responsibility of the District or Regional authority. The Denver Unit may on occasion, by majority vote of the Unit Board, recommend disciplinary action to the higher authority if said incident is not already under review.

The Unit Board will cooperate with the higher authority in providing incident information, recording, and review processes – appointing a Conduct and Ethics Committee if appropriate - as asked. The Unit Board will also monitor processes and review actions associated with Unit sponsored tournaments to help ensure fair treatment for all involved parties.

## **ARTICLE XI - Amendments to the Bylaws**

- A. Petition. Amendments to the Bylaws may be proposed by the members of the Unit upon petition signed by at least five percent (5%) of the voting members or by a committee appointed by the President. Such petition containing the proposed revisions shall be submitted to the Secretary at least ninety (90) days in advance of the Annual Meeting or at any special meeting called for the purpose of amending the Bylaws.
- B. Secretary's Duties. Upon presentation of a petition prepared in either of the manners specified above, it shall be the duty of the Secretary to prepare an announcement to be included in the Notice of the Annual or Special Meeting (said notice typically being Table Talk) stating that copies of the proposed bylaw changes may be viewed by the members at any club in Unit 361 that runs sanctioned games. The notice of the Annual or Special Meeting shall be mailed or sent electronically to each member at least thirty (30) days before the proposed amendment is to be considered by the membership.

- C. Membership Vote. A quorum of the members eligible to vote must be present at the meeting for the vote to be taken. The concurrence of two-thirds (2/3) of all voting members present at the meeting shall be required to pass any amendment.

#### **ARTICLE XII - Tournaments**

- A. Authority. The Unit shall have complete authority over all tournaments conducted by it, subject to the Regulations of the ACBL.
- B. Tournament Committees. The President, Vice President, Treasurer and Tournament Chairman shall make up the Tournament Committee. It shall be their duty to arrange space, obtain sanctions, staff the tournament, acquire property, perform other duties necessary to implement a successful tournament, and assist the Tournament Director in whatever capacity required.
- C. Hearings and Appeals. Hearings and appeals shall be conducted by the Conduct and Ethics Chairman. If for any reason the Chairman is not available or is disqualified from hearing an issue, the Chairman, or the President if the Chairman is not available, shall select a group of at least four members to conduct the hearing. A member of the Board may serve on the panel or be present at such hearings. Said Board member shall be disqualified from participating in any subsequent appeal.

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