

# **BY-LAWS OF THE NORTH ALABAMA UNIT ACBL #232**

## **The Unit:**

The unit functions within the By-Laws and Regulations of the American Contract Bridge League (ACBL) and its District.

## **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;
- (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 by its members, and to enforce such standards;
- (d) To promote the development and organization of affiliated clubs within the Unit;
- (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 within which this unit shall have Jurisdiction shall be such area as is presently or may in the future be assigned to it by the Board of Directors of the ACBL.

## **ARTICLE II - MEMBERSHIP**

A - Any person of good moral character and residing within the jurisdiction of the Unit, subject to District regulations, is eligible for membership, and no person shall be denied membership because of race, creed, color, or national origin.

B - Such persons upon favorable action shall become and remain members unless:

- (1) They change their residence to a place outside the jurisdiction of the Unit, in which case they shall become members of the new unit immediately on processing by the ACBL of their change of address;
- (2) They have failed to pay their dues in accordance with regulations of the ACBL or;
- (3) They have been suspended or expelled from membership in accordance with regulations established by the ACBL and the Board of Directors of the unit, provided that such regulations shall conform to the rules of due process applicable to membership corporations, and that such regulations as are established by the Board of Directors of the Unit shall not be in conflict with the regulations of the ACBL.

C - Membership in the ACBL carries with it membership in the unit.

### **ARTICLE III - DUES**

Annual dues shall be in the amount fixed by the ACBL.

### **ARTICLE IV - MEMBERSHIP MEETINGS**

A - There shall be an annual meeting of the members (hereafter called the annual meeting), which may be held in conjunction with a tournament or special event which unit members attend.

B - The Unit Board of Directors shall fix the time and place of the annual meeting and shall give at least ten (10) days notice by a web posting of such meeting and an email to those members who have this capability. During this ten day period, the meeting time and place shall be posted at each Unit 232 club location and announced during each game.

C - Special meetings of the members may be called at any time to consider specific subject matters by:

- (1) a majority of the Unit Board of Directors or
- (2) by the President, or
- (3) by petition of a minimum of 5% of the membership.

Notice of the time and place of any special meeting shall be given as described in Article IV section B at least ten (10) days before such meetings. The notice of any special meeting shall contain an Agenda of the matters to be taken up at such meeting. No other business shall be acted upon at such special meeting.

D - A Quorum for the transaction of business at any annual or special meeting shall consist of ten percent (10%) of the Unit 232 members.

E - No proxies shall be permitted, except as specifically prescribed by the Board of Directors.

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

### **A - Number of Directors**

(1) The affairs of the Unit shall be managed and conducted by the Unit Board of Directors which shall consist of ten (10) persons, all of whom must be members of the Unit.

(2) There will be **ten** (10) at-large positions, each for a term of **three** years. The board of directors may modify term lengths to evenly distribute the staggering of terms of office.

(3) Each Sanctioned Club within the Unit may have a Representative at each meeting. The Secretary shall send notification of each meeting to each Club Owner at least five (5) days prior to the meeting. The voting rights of these Representatives shall be a total of **three** (3) **votes**. If more than three (3) are in attendance, the three (3) votes shall be apportioned equally among those voting. If less than three (3) are in attendance it shall be one vote per representative.

### **B - Term of Office**

(1) Each year at the annual meeting, members will be elected to the Board of Directors to fill the positions which will be vacant at year end.

(2) The Board of Directors shall hold office for the terms specified, which shall coincide with the calendar year of the Unit, or until successors shall take office.

### **C – Nomination and Election of Directors**

Candidates for Board of Directors shall be nominated and elected from and by the membership of the Unit. Election procedures will be established by the Board of Directors.

## **D - Vacancies**

Any vacancy on the Unit Board of Directors shall be filled by the Board of Directors and the person or persons so appointed shall hold office for the balance of the unexpired term.

## **E – Unit Board of Directors Meetings**

The Unit Board of Directors shall schedule a minimum of three regular meetings each year. Meetings shall be held pursuant to regulations established by the Board of Directors, on appropriate notice.

## **F - Quorum**

A quorum of the Unit Board of Directors for the transaction of business shall consist of not less than a Majority (fifty percent or greater) of the elected Board.

## **G – Powers and Duties**

In addition to the powers herein granted by other provisions hereof, and by the laws of the State of Alabama, the Unit Board of Directors shall have powers including but not limited to the following:

- (1) The conduct, management, supervision and control of the business of the Unit;
- (2) Conduct of Unit tournaments;
- (3) Set the date and time of the annual Meeting;
- (4) Approve the budget for standing committees.

## **H - Board Membership**

The Unit Board of Directors shall be the sole judge of the board's membership. A director may be removed by a majority vote of the elected members of the board.

# **ARTICLE VI - UNIT OFFICERS**

## **A - Number**

The officers of the Unit shall consist of a President, a Vice-President, a Secretary and a Treasurer.

## **B – Election of Unit Officers**

The Unit Board of Directors shall elect all officers at a December meeting, and the persons elected shall hold office for one (1) year or until their successors have been duly elected.

### **C - Vacancies**

Vacancies due to death, resignation or other cause shall be filled by the Unit Board of Directors.

### **D - Duties**

The duties of the officers shall consist of the following and such other as may be assigned by the Unit Board of Directors:

(1) The PRESIDENT presides at all meetings of the members of the Unit and all meetings of the Board of Directors. The President appoints all committees, except those specifically requiring election or approval by the Board of Directors, and exercises general supervision over the activities of the unit and perform such other duties as are incidental to the office.

(2) The VICE-PRESIDENT is a member ex officio of all committees except the nominating committee and performs such duties as the Board of Directors or the President May prescribe. In the absence or incapacity of the President, the Vice-President assumes the duties of the President.

(3) The SECRETARY Maintains a roster of Unit members, sends notification of meetings to members and Directors, attends and keeps the minutes of all the meetings of members and Directors, and all records of tournaments and other activities of the Unit. The Secretary receives and files the reports of all officers and committees. The Secretary may delegate any duties to other employees or appointees of the Unit.

(4) The TREASURER has custody of and is responsible for all funds, securities and property of the Unit, and deposits the funds in such bank or banks as the Board may designate. The Treasurer must keep accurate records of receipts and disbursements, and submit a report at the annual membership meeting and to the Board of Directors, when required.

## **ARTICLE VII IMPEACHMENT**

Any officer or director may be removed for cause at any meeting of the Unit Board of Directors provided six (6) of those present 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 (10) 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 own choosing. Absence from three (3) consecutive meetings may be cause 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.

## **ARTICLE IX - DISPOSITION OF ASSETS**

A - The board of directors of Unit 232 is to conduct the business of the unit with the following exceptions:

- (1) The purchasing and selling of real estate.
- (2) The termination of the Unit.

B - For the exceptions, the assets of the Unit 232 may be sold by the board of directors under all of the following conditions:

- (1) A Majority of those present and voting at a membership meeting or duly constituted special meeting vote to sell assets of Unit 232.
- (2) The laws of the U.S.A.; the state of Alabama and ACBL shall be followed.

C - In the case of termination, the assets shall be used to pay any outstanding obligations and then the board of directors shall designate charitable non-profit organizations to donate any remaining funds. The funds shall not be distributed to members of Unit 232 except to reimburse authorized monetary obligations incurred by the individuals on behalf of the unit.