

ARTICLE I NAME

This District organization shall be known as "ALACBU, Inc." The name is an abbreviation for Association of Los Angeles County Bridge Units and this corporation comprises District 23 of the American Contract Bridge League.

ARTICLE II OBJECTIVES

- (A) To cooperate with and assist the American Contract Bridge League in the promotion and conduct of bridge tournaments within the District.
- (B) To help coordinate tournament schedules within the District and adjacent Districts.
- (C) To seek concerted action on all matters affecting the District, by consultation with and recommendations to the District Director on the National Board of Directors of the American Contract Bridge League.
- (D) To promote the highest standards of conduct and ethics for participants in tournaments and to take any and all steps necessary for that purpose.
- (E) To act as a fact-finding body in connection with any matter arising within the District.
- (F) To conduct the Regional tournaments allocated to the District and decide when and where they will be held.
- (G) To encourage qualified candidates to seek the offices of National District Director, 1st and 2nd Alternates, and National Board of Governors Representatives.
- (H) To publish a magazine or newspaper for the members and Units in the District, and other Units, organizations or individuals requesting its services.
- (I) To operate the District 23 college scholarship program. To assist club owners and managers in promoting duplicate bridge.
- (J) To perform such other functions as may promote the best interests of Contract Bridge.

ARTICLE III MEMBERSHIP

Section 1: All American Contract Bridge League Units, which are or hereafter come into being within the geographical boundaries of the District, are automatically members of the organization so long as they remain within the District, without requirements of any petition or formal action on the part of the Unit. Members of the Board of Directors will be duly authorized representatives from each District 23 Unit, but may not be Life Masters who have not paid their annual service fee.

Any member of the American Contract Bridge League shall be eligible for membership in any Unit within District 23 without restrictions as to place of residence.

Units resulting from the merger of two or more Units shall automatically become members of the organization and Units that dissolve or cease to exist shall cease to be members of this organization. No Unit may cease to be a member except by merger or dissolution.

Section 2: The member Units shall have Directors of this organization in proportion to their membership (excluding members who have not paid their Life Master service fees) as follows:

- (A) Units with fewer than 100 members shall have one (1) Director.
- (B) Units with membership of 100 or more but fewer than 300 members shall have two (2) Directors.
- (C) Units with membership of 300 or more but fewer than 600 members shall have three (3) Directors.
- (D) Units with membership of 600 or more but fewer than 1,200 members shall have four (4) Directors.
- (E) Units with membership of 1,200 or more shall have five (5) Directors.

Section 3: Each member Unit shall certify in writing, furnished to the Secretary of this organization or

the Secretary Designee, twenty (20) days prior to the first meeting in the calendar year of the Board of Directors, the names, addresses, telephone and fax numbers and email addresses of its Directors and alternate Directors. Alternate Directors, in addition to those on the original list submitted to the ALACBU secretary, may be authorized to attend and vote at ALACBU meetings in place of absent Directors. Evidence of such authorization may be either an email to the President of ALACBU from either the Unit President or absent Director or a note from the Unit President or absent Director to be brought to the meeting.

Section 4: All Member Units retain autonomy in the conduct of their affairs, as provided in the Regulations and Bylaws of the American Contract Bridge League.

Section 5: If there are more than three (3) Units in the District, no single Unit may have more Directors than the total number allocated to all other Units minus one (1)

Section 6: The Member Unit shall submit dates and locations of their Sectional tournaments to the ALACBU Tournaments and Scheduling Committee prior to submittal to the ACBL for approval.

Section 7: The Member Units shall submit names and address of officers and members of their Unit Board of Directors to the Secretary of the organization or the Secretary Designee, promptly after their election.

Section 8: The National Board Member of the District and the 1st and 2nd Alternates shall be members of the Board of Directors of this organization, but they shall have no vote and shall hold no office unless they are members of the Board pursuant to Section 2 of this Article. The President of the District shall be an ex-officio member of the Board of Directors, but shall have no vote except in case of a tie.

Section 9: The membership of a Unit shall be the greatest number of dues and service paying members recorded with the American Contract Bridge League for the preceding calendar year.

ARTICLE IV MEMBERSHIP MEETINGS

Section 1: The regular annual meeting of the Member Units shall be the first Board of Directors meeting held after June 1.

Section 2: Notice of all meetings of Member Units shall be sent in writing at least ten (10) days before such meeting date.

Section 3: Proxy voting shall not be allowed at any meeting.

Section 4: At any meeting of Member Units, a majority of Member Units shall constitute a quorum.

(A) From time-to-time, any meeting may be adjourned without a quorum.

(B) To reconvene, a quorum must be present.

(C) The time and location of the reconvened meeting is to be decided by the president. Ten (10) days notice is not required to reconvene.

ARTICLE V RESPONSIBILITY OF THE BOARD OF DIRECTORS

The Board of Directors shall have the following powers:

Section 1: The corporate powers, business and affairs of this organization shall be exercised, conducted, and controlled by the Board of Directors.

Section 2: The Board of Directors shall have full power and authority to borrow money on behalf of the organization, including the power and authority to borrow money from any of the Member Units, Directors or Officers of the organization and otherwise to incur indebtedness on behalf of the organization and to authorize the execution of promissory notes, or other evidences of indebtedness of the organization, and to agree to pay interest thereon, to sell, convey, alienate, transfer, assign, exchange, lease, and otherwise dispose of, mortgage, pledge, hypothecate, and otherwise encumber the property, real and personal, on behalf of the organization; and generally to do and perform, or cause to be done and performed, every act which the corporation may lawfully do or perform.

Section 3: Each Director shall hold office until his successor has been elected or selected and certificate of such election or selection has been filed with the Secretary of this organization or the Secretary Designee.

Section 4: To acquire, hold, and dispose of any funds or property acquired by the organization, including the receipts of Regional tournaments.

Section 5: To employ personnel to serve the organization at the discretion of the Board.

Section 6: To levy dues or assessments on Member Units prorated on the basis of membership, which are not prohibited by the Bylaws of the American Contract Bridge League.

Section 7: To determine the place and date for any Regional tournament held within the District; and establish the schedule of events.

Section 8: To work for the promotion of the best interests of duplicate bridge, including but not limited to, entertainment, charity programs, membership and discipline.

Section 9: To do such things as may be necessary to accomplish the objectives outlined in Article II of these Bylaws.

Section 10: Member Units shall designate a new Director to fill any vacancy occurring during the year.

Section 11: No compensations shall be paid to a Director for services rendered while in this office.

Section 12: The Board of Directors shall have the authority to remove from office any officer for just cause.

(A) Failure to fulfill the duties as written.

(B) Failure to uphold the bylaws.

(C) Failure to pay ACBL dues or Life Master service fees.

(D) Change in membership to a Unit outside District 23.

Section 13: Method of removal from office.

(A) Initiation for removal from office may come through a signed petition submitted at a Board of Directors meeting. A minimum of ten (10) signatures by board members is required.

(B) Initiation for removal from office may come as a motion from the floor at a Board of Directors meeting.

(C) Three-fourths (3/4) of the Board members at the meeting must agree to the removal.

ARTICLE VI MEETINGS OF THE BOARD OF DIRECTORS

Section 1: The Board of Directors of the organization shall hold meetings at least three (3) times a year at approximate regular intervals. Written notice (including e-mail) of the time, location and agenda shall be sent to each member of the Board of Directors and committee chairpersons of such meetings at least ten (10) days prior to such meeting.

Section 2: Special meetings of the Board of Directors may be called as follows:

(A) By the President with not less than ten (10) days written notice or

(B) By at least one-half (1/2) of the Board members with not less than ten (10) days written notice,

or

(C) By at least one-half (1/2) of the Presidents of the Member Units with not less than ten (10) days written notice, or

(D) By at least three-fourths (3/4) of the Board members with or without written notice.

Notification of such meetings under (A), (B), or (C) above, will be accompanied by an Agenda, stating the items to be discussed and the meeting shall be limited to such Agenda.

Section 3: A quorum at any Board of Directors meeting shall consist of a majority of the voting Board members.

Section 4: Regular scheduled meetings of the Board of Directors or special meetings of the Board of Directors called by the President may be cancelled or changed if notification is given to the Board members five (5) days prior to the meeting date. The minimum number of meetings provided in Article VI, Section 1, shall be maintained.

Section 5: The chairperson or representative of any standing or special committee appointed by the President shall have the privilege of attending and addressing the Board of Directors. The President may invite other persons to address the Board of Directors meetings. If a member of the Board of Directors

desires a non-Board member to address the respective meeting, a majority vote of the voting members present shall be required before such a person may address the body.

ARTICLE VII OFFICERS

Section 1: The officers of the organization shall be President, Vice President, Secretary, and Treasurer, and such other officers as the Board of Directors may elect.

Section 2: All officers of this organization shall be elected by written ballot. The order of election shall be President, Vice President, Secretary and Treasurer. Candidates for the above offices must have previously served or currently be serving ALACBU as an officer, Director or committee member.

Section 3: Each of the officers shall be elected for a term of two (2) years and until their successors shall be elected. No more than two officers shall be members of the same Unit. Elections shall be held every two (2) years at a meeting of the Board of Directors, which shall take place between June 1st and July 31st. Officers elected at such meeting shall take office at the conclusion of the election and shall continue in office until their successors shall be elected.

Section 4: Vacancies in offices, however occasioned, may be filled by election by the Board of Directors at any time for the unexpired terms of such offices within the constraints set forth in Sections 2 and 3 above. No more than two officers may be members of the same Unit.

Section 5: The Nominating Committee shall consist of at least five (5) members from at least four (4) different Member Units. The Nominating Committee should submit a slate of officers. Additional nominations may be made from the floor during the course of the election. A majority of votes is necessary for election, and if no majority of votes exists on a first ballot, the names of only those two candidates, including ties, receiving the larger number of votes will be placed on a second ballot.

Section 6: All officers shall be members of Units within District 23 and members in good standing of the ACBL. Each officer shall be of legal age as required by the State of California.

Section 7: The President is limited to tenure of two (2) successive terms, when a new President must be elected.

ARTICLE VIII DUTIES OF OFFICERS

Section 1: The president shall preside at the annual meeting of the member Units and all other meetings of the Board of Directors. The President shall supervise the management of the affairs of the organization and the District and shall perform all duties incidental to this office. The President shall be a member ex-officio of all committees, except the Nominating Committee. He shall appoint such special committees as he shall, from time-to-time, consider necessary. He shall execute, with the Secretary, in the name of the organization, all deeds, bonds, contracts, and other obligations and instruments authorized by the Board of Directors to be executed.

Section 2: In the absence of the President or his inability to act, the Vice President shall preside at meetings and succeed him in the performance of his duties. If both officers are unable to act, then the Board of Directors shall choose a presiding officer from among their group.

Section 3: The Treasurer shall have the care, custody, and responsibility of all funds, securities, and properties of the organization. The funds of the organization shall be deposited in such bank or banks as may be designated by the Board of Directors. The Treasurer shall keep an accurate account of all receipts and disbursements and shall submit a report at the meetings and at such other times as may be required by the President or by the Board of Directors.

Section 4: The Secretary or Secretary Designee shall keep the records of the organization and the minutes of its meetings and shall perform such other duties applicable to this office.

Section 5: The Secretary shall keep the seal of the corporation and affix the same to such papers and instruments as may be required in the regular course of business; shall make service of such notices as may be necessary or proper; and shall discharge such other duties as pertain to the office or as prescribed by the Board of Directors.

Section 6: The American Contract Bridge League provides for the election of a District Director, First

Alternate, and Second Alternate District Director. If the District position becomes vacant, the First Alternate director automatically becomes the District Director. If the First Alternate becomes vacant, the Second Alternate automatically becomes the First Alternate Director position. In the event of any other vacancy, the President of this organization shall appoint a member of this District to serve for the remainder of the term.

The American Contract Bridge League also provides for the election of three persons to serve as representatives to the Board of Governors. In the event of a vacancy, the President of this organization shall appoint a member of this District to serve for the remainder of term.

ARTICLE IX STANDING COMMITTEES

The President shall appoint the chairperson and committee members to each of the below listed Standing Committees.

(A) EXECUTIVE COMMITTEE (EXC)

Section 1: The EXC shall consist of the four officers, the District Director, and two appointees at large. At least four units shall be represented of the EXC.

Section 2: The EXC is authorized to take action between Board of Directors meetings on items that require immediate attention. All actions taken by the EXC must be approved by subsequent action by the Board of Directors.

Section 3: The EXC is also expected to review District activities and make recommendations to Board on changes.

(B) Disciplinary Committee

Section 1: The President shall appoint a Chairman and four (4) or more persons to serve on the Disciplinary Committee.

Section 2: The duties and responsibilities of this committee are as set forth in the ACBL Code of Disciplinary Regulations and are summarized below. They include, but are not limited to:

- (a) Original disciplinary jurisdiction over persons participating in a sanctioned Regional event held within this District's geographical boundaries.
- (b) Cases where a Regional tournament disciplinary committee recommends a sanction exceeding its authority against a member of our District.
- (c) Cases when it is alleged that a Unit has violated ACBL, District, or its own bylaws or regulations, has acted in an illegal or improper manner, or has improperly failed to act upon a complaint, a member, or a group of members, or Unit or District.
- (d) Cases where there is no appropriate Unit disciplinary body.
- (e) When, in the opinion of the District, circumstances make it impractical for the matter to be heard by the Unit.
- (f) When, in the opinion of the Unit or the District, the matter cannot be fairly heard by the Unit.

Section 3: The District Disciplinary Committee and the District Appellate Committee shall not have any members in common.

(C) Appellate Committee

Section 1: The president shall appoint a Chairman and four (4) or more persons to serve on the Appellate Committee.

Section 2: The duties and responsibilities of this committee are as set forth in the ACBL Code of Disciplinary Regulations and are summarized in Section 3 below.

Section 3: As a matter of right, a disciplined person residing within the District or any party aggrieved residing within the District may file an appeal with the District Appellate Committee from:

- (a) A decision of a tournament disciplinary committee at a Sectional tournament sanctioned through a Unit of that District.
- (b) A decision of the Disciplinary Committee at a Regional tournament sanctioned through the District.

- (c) A decision of that Unit's Disciplinary Committee.
- (d) A decision of that District's Disciplinary Committee.

Section 4: The District Appellate Committee and the District Disciplinary Committee shall not have any members in common.

(D) Tournaments and Scheduling Committee

Section 1: The President shall appoint a Chairman who shall serve as Scheduling Coordinator.

Section 2: The Scheduling Coordinator shall approve the dates for all Regional and Sectional tournaments within the District and North American Pair and Team Events.

(E) Finance Committee

Section 1: The President shall appoint a Chairman and four (4) or more persons representing at least four (4) different Units, plus the Treasurer of this organization and the Chairman of the Regional Committee to serve on the Finance Committee.

Section 2: This committee shall review the income and expenditures of the District organization and shall submit a budget to the Board of Directors for approval each year.

Section 3: The committee shall arrange for an annual outside audit of the organization's financial records.

Section 4: The President and officers of this organization shall be empowered to expend funds as approved in the annual budget.

(F) Regional Committee

Section 1: The President shall appoint a Chairman and four (4) or more persons representing at least four (4) different Units to serve on the Regional Committee.

Section 2: This committee shall select a Tournament Manager.

Section 3: This committee shall be responsible for conducting all regionally sanctioned tournaments within District 23.

Section 4: This committee chairman shall submit to the Board of Directors for approval, the budget for each Regional tournament.

(G) Scholarship Committee

Section 1: The president shall appoint a Chairman and four (4) or more persons representing a least four different Units to serve on the Scholarship Committee.

Section 2: The duties and responsibilities of this committee are to:

- (a) Establish guidelines and criteria, subject to Board approval, for the awarding of initial and renewal college scholarship awards.
- (b) Encourage donations to the ALACBU Scholarship Fund from the Units within the District and other sources.
- (c) Determine annually the amount of initial scholarships and renewal scholarship awards.
- (d) Determine annually the number of initial scholarships to be awarded based on the number of qualifying renewal scholarships and the amount in the ALACBU Scholarship Fund.
- (e) Solicit candidates to apply for the scholarship awards.
- (f) Select annually the recipients of the scholarships.

(H) General

Such other committees, Standing or Special, shall be appointed by the President as the Board of Directors shall, from time-to-time, deem necessary to carry on the business of this organization. The President shall be an ex-officio member of all committees except the Nominating Committee.

ARTICLE X SEAL

The Board of Directors shall provide a suitable seal for the corporation.

ARTICLE XI AMENDMENTS TO THE BYLAWS

Section 1: Amendments to these Bylaws must be proposed in writing, submitted to the Secretary of this corporation, or the Secretary Designee, who shall, not less than ten (10) days prior to any meeting of the

Board of Directors, mail a copy of such proposed amendments to each Director of this corporation. To become effective, such amendment must receive a two-thirds (2/3) majority vote of those present at a quorum meeting of the Board of Directors.

ARTICLE XII EFFECTIVE DATE

These Bylaws became effective May 17, 1969.

Amended: 8/11/73; 10/18/75; 02/14/76; 12/10/77; 02/17/79; 12/20/80; 04/09/83; 11/15/86; 07/09/88; 05/15/93; 10/27/95; 07/08/96; 07/12/97; 07/08/00; 10/16/04; 10/20/07.