Proposed Bylaws Amendments — Annual Meeting, December 2026

Sep 22, 2026 · Prepared by @Pete Haglich

Cover Memo

Status (updated September 22, 2026): The Board of Directors approved all three amendments at its September 21, 2026 meeting, with one modification to Amendment 3 (Nominating Committee size reduced from five to three members). The text below reflects the Board-approved version now headed to the membership for a vote at the Annual Meeting on Sunday, December 6, 2026 (notice must be posted by Friday, November 6, 2026).

To the Board of Directors, ACBL Unit 146:

Three amendments to the By-Laws of the Virginia State Bridge Association, Inc. are proposed for adoption at the 2026 Annual Membership Meeting, presented together as one package.

All three qualify under **Article XII (Amendments)**: they may be adopted only at the Annual Meeting (or a special meeting called for the purpose), require at least 30 days' notice posted on the Unit website per **Article V, Section 3**, and require a majority vote of members present at a meeting where a quorum is present.

Recommended agenda sequencing: present and vote on all three amendments *before* nominations and the election of Directors, so the ballot correctly reflects the reduced number of open seats under Amendment 2.

#	Article	Change	Purpose
1	Article IV, Section 2 (new subsection)	Guest Members may play in Unit events and attend/speak at meetings; no vote, no office	Addresses ACBL guest membership, a tier not contemplated when the bylaws were last revised (Dec. 2023)

#	Article	Change	Purpose
2	Article VI, Section 2	Board size: eleven (11) → nine (9)	Right-sizes the Board to current membership (227 paid + 22 guest, down roughly 50% from when the Board was set at 11) and eases Nominating Committee recruitment
3	Article VI, Section 1	Nominating Committee: formation deadline ninety (90) → sixty (60) days; size five (5) → three (3) members	Makes the formation deadline achievable and the committee easier to staff, given the Unit's actual Board meeting cadence and current membership size

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Amendment 1 — Guest Member Rights (Article IV, Section 2)

Board Action (September 21, 2026): Approved as proposed.

Background: The current bylaws define Unit membership as "a benefit of ACBL membership" and tie voting rights to full ACBL membership. ACBL Guest Membership — a lower tier introduced after these bylaws were approved — is not addressed. As written, guest members (22 currently) have no defined rights in the Unit. This amendment grants them limited, specific rights while explicitly preserving voting and office-holding for full members.

Proposed new subsection, Article IV, Section 2(d):

> Notwithstanding the foregoing, persons holding ACBL Guest Membership who are domiciled in the Playing Area ("Guest Members") shall be entitled to:
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> (i) Participate in all Unit tournaments and other activities on the same basis as members, subject to any proper rules that may be duly established therefor;
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> (ii) Attend all membership meetings and meetings of the Board of Directors; and
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> (iii) Address the membership or the Board on any matter under discussion, subject to the same rules of order applicable to members.
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> Guest Members shall not be entitled to vote at any membership meeting or Board meeting, hold office, serve as a Director, or serve as Chair of any committee. For purposes of determining a quorum or the outcome of any vote, Guest Members shall not be counted.

Amendment 2 — Board Size (Article VI, Section 2)

Board Action (September 21, 2026): Approved as proposed.

Background: The Board was reduced to 11 members in October 2014, at a time the Unit's membership was roughly 50% larger than today (227 paid + 22 guest members currently). The Nominating Committee has had increasing difficulty finding enough interested candidates. Reducing to 9 aligns Board size with current membership and eases recruitment, while a 9-member Board still staggers evenly under the existing two-year-term structure (5 and 4 alternating, versus the current 6 and 5).

Current text:

> Section 2. Number, Tenure and Qualifications. The number of Directors of the Unit shall be eleven (11). The Directors shall hold office for a term of two calendar years and shall be so elected that the terms of a bare majority will expire in odd years and the remainder in the even years. Directors shall hold office until their successors have been elected. No person may be a Director who is not also a member in good standing of the Unit.

Proposed text:

> Section 2. Number, Tenure and Qualifications. The number of Directors of the Unit shall be **nine (9)**. The Directors shall hold office for a term of two calendar years and shall be so elected that the terms of a bare majority will expire in odd years and the remainder in the even years. Directors shall hold office until their successors have been elected. No person may be a Director who is not also a member in good standing of the Unit.

Transition provision (for the meeting record, not the bylaws text):

> For the 2026 Annual Meeting only, four (4) Directors shall be elected to reduce the Board from eleven to nine members in accordance with the amended Article VI, Section 2, consistent with the existing odd-year/even-year stagger. No incumbent Director's term is shortened by this transition.

Amendment 3 — Nominating Committee Formation Deadline and Size (Article VI, Section 1)

Board Action (September 21, 2026): Approved with one modification — Nominating Committee size reduced from the originally proposed five (5) members to three (3) members.

Background: Counting from the September 21, 2026 Board meeting — the only Board meeting before the Annual Meeting — the 90-day nominating-committee formation requirement is already unreachable for either candidate Annual Meeting date (77 days to Dec. 7; 84 days to Dec. 14). Since the Board typically has only one meeting between setting the Annual Meeting date and the meeting itself, a 90-day trigger is not realistic under the Unit's current meeting cadence. Shortening it to 60 days preserves a full 30-day gap before the Committee's own slate-preparation deadline (unchanged) and prevents this shortfall from recurring. The Board separately noted that finding five willing committee members (a majority of whom must be non-Board members) has grown difficult as the Unit has shrunk, and reduced the committee to three members for the same reason the Board itself was reduced under Amendment 2.

Current text:

> Section 1. Nominations. The Board of Directors at least ninety (90) days prior to the annual membership meeting shall select a nominating committee composed of five (5) members, a majority of whom shall not be members of the current Board of Directors. Said Nominating Committee shall meet at least thirty (30) days prior to the annual meeting and shall prepare a slate of directors to be published on the website prior to being placed in nomination at the meeting. Additional nominations may be made by the membership at the time of the annual meeting. In no event shall a person be nominated without his or her prior consent.

Proposed text:

> Section 1. Nominations. The Board of Directors at least **sixty (60)** days prior to the annual membership meeting shall select a nominating committee composed of **three (3)** members, a majority of whom shall not be members of the current Board of Directors. Said Nominating Committee shall meet at least thirty (30) days prior to the annual meeting and shall prepare a slate of directors to be published on the website prior to being placed in nomination at the meeting. Additional nominations may be made by the membership at the time of the annual meeting. In no event shall a person be nominated without his or her prior consent.

Transition note (for the meeting record, not the bylaws text):

> This amendment does not affect the Nominating Committee already appointed on September 21, 2026 for the 2026 election cycle. The reduced committee size and shortened formation deadline first apply to the Nominating Committee formed ahead of the 2027 Annual Meeting.

Annual Meeting Date and Notice Deadline

- At its September 21, 2026 meeting, the Board approved the three amendments (Amendment 3 with the modification above), appointed a Nominating Committee chair, and set the Annual Meeting for Sunday, December 6, 2026.
- The 30-day website notice deadline under Article V, Section 3 / Article XII falls on Friday, November 6, 2026 — the amendments and the Annual Meeting notice must be posted by then.

- Because Amendment 3 does not apply to the Nominating Committee already appointed 9/21/2026, the 90-day timing shortfall discussed above does not recur for this cycle — it is resolved going forward once Amendment 3 (60-day deadline) is adopted and applies to the 2027 committee formation.
- Whether a missed procedural deadline such as the current 90-day nominating requirement could expose an election to challenge is a legal question outside the scope of this memo; if certainty is needed rather than a reasonable-governance approach, consult counsel or ACBL District 6 resources.