

UNIT 533 BY-LAWS

Complete Revision Adopted January 9, 2011, amended January 26, 2015, January 31, 2016, January 27, 2019, and January 30, 2022

By-Laws of Palm Springs Unit 533 of ACBL

A separate legal entity of the American Contract Bridge League (ACBL)

Introduction: Palm Springs Unit 533 of the ACBL 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 1 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,

ARTICLE I

OBJECTIVES OF THE ORGANIZATION

The objectives of the organization shall be:

- a. To preserve and promote the best interest of the competitive or tournament form of contract bridge and any modification thereof;
- b. To cooperate with and assist the ACBL in the promotion and conduct of contract bridge tournaments in the Unit's jurisdiction;
- c. To conduct bridge tournaments under its own auspices within its own jurisdiction;
- d. To encourage the highest standards of conduct and ethics by its members, and to enforce such standards;
- e. To consider and pass upon reports of dishonest, unethical or improper conduct of participants in tournaments, club games or any other bridge functions per ACBL regulation;
- f. To promote and support the development and organization of all affiliated clubs within the Unit;
- g. To publish and maintain a website for the members; and
- h. To conduct such other activities as may be in keeping with its principal objectives.

ARTICLE II

UNIT JURISDICTION

Unit 533 will have jurisdiction in such areas as are presently assigned it by the ACBL and as may be modified by the ACBL from time to time.

ARTICLE III

MEMBERSHIP

Section 1. Any person who is a member of the ACBL and resides within the geographical area over which this has jurisdiction shall be a member of Unit 533. Any person who lives outside the geographical area over which this Unit has jurisdiction may apply for membership in the Unit according to regulations established by the ACBL. Any person who resides within the geographical area of the Unit may apply to become a member of a different unit according to regulations established by the ACBL.

Section.2. In accordance with the procedures established by the ACBL Board of Directors, the members in good standing (as defined by ACBL Rules and Regulations) 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 3. A member shall remain a member of the Unit unless and until he/she changes his/her residence to a place outside the jurisdiction of the Unit, without taking the necessary steps to retain membership in Unit 533, per ACBL regulations.

Section 4. After a waiting period of thirty (30) days a member in good standing shall be entitled to vote and to be eligible for the election or appointment to any office of the Unit.

Section 5. No member shall receive any pecuniary gain from Unit membership, except as salary, wages, fees or expense reimbursements, as provided in these By-laws.

ARTICLE IV DUES

Section 1. The annual dues, services fees and payment date shall be prescribed under the rules and regulations of the ACBL.

ARTICLE V MEMBERSHIP MEETINGS

Section 1. The Annual Meeting of the Unit shall be held in the first calendar quarter of each year at such time and place as fixed by the Unit President. The agenda of the Annual Meeting shall include presentation of annual reports and transaction of such other business as may properly come before the meeting. Failure to hold an annual meeting shall not work a forfeiture or dissolution of the Unit or invalidate any action taken by the Board of Directors or officers of the Unit.

Section 2. The Board of Directors shall notify the membership at least thirty (30) days prior to the Annual Meeting by using its best efforts to post a notice at each sanctioned duplicate bridge game within the Unit's jurisdiction, or by posting a notice in the Unit's own publication and/or website, or by a mailing or emailing to the membership, or any combination of the above.

Section 3. Upon notice of at least thirty (30) days to the membership, as outlined in Section 2 above, a special meeting of the membership may be called:

- a. by the President;
- b. by any 5 members of the Unit Board of Directors;
- c. or by written request of at least sixty (60) members in good standing as of the date of the request.

The special meeting shall contain an agenda of only those matters to be taken up at such special meeting, and no other matter(s) requiring a vote of the members shall be considered.

Section 4. The Chairperson of the Election Committee or Secretary shall certify prior to the meeting that a quorum exists. A quorum for transaction of business at any annual or special meeting shall be sixty (60) members in good standing on the date the meeting is scheduled including those who are present at the meeting and those whose absentee ballots or electronic

ballots were received by the Election Committee at least one day prior to the date the meeting is scheduled.

Section 5. Absentee, or electronic ballots shall be made available upon request by a member in good standing prior to the day of voting. The electronic or absentee vote may be revoked at an annual or special meeting by a member in good standing who is present at the meeting and wishes to change his/her vote.

Section 6. No proxies shall be permitted.

ARTICLE VI UNIT BOARD OF DIRECTORS

Section 1. The affairs of Unit 533 shall be managed and conducted by the elected Board of Directors, which shall consist of nine Unit members in good standing. To conduct business at a meeting of the Board, the Board shall require a quorum present or available by Zoom or conference call, which shall be a majority of the number of directors duly elected and serving at the time business is to be conducted.

Section 1(a). The Board, as the sole governing body of the Unit, shall be responsible for the promotion and advancement of competitive bridge, including but not limited to new player development, sanctioned tournaments, and educational programs that benefit the membership. In keeping with the stated objectives of the organization the Board shall promote the development and organization of all affiliated clubs in its jurisdiction without bias.

Section 2. The Board shall be made up of nine (9) directors, each elected for a period of three (3) years. The directors will be elected annually at the Unit's annual membership meeting and they will take office immediately following their election. Directors shall continue to serve until being relieved by a qualified successor who has been either elected or appointed. No director shall hold office more than two (2) consecutive three-year terms.

Section 3(a). Candidates for election to the Board shall be nominated by the Nominating Committee and elected by the general membership.

Prior to October 15 each year, the President shall appoint a Nominating Committee consisting of three (3) Unit members in good standing, two of whom are not Board members.

This Nominating Committee shall (1) meet in a timely fashion, (2) elect a chairperson from among its committee members, and (3) proceed to prepare a slate of at least three persons who are qualified to be elected to the Board. This slate shall be publicized in the notice of the Annual Meeting.

Section 3(b). Additional nominations may be made by petition from the general membership. A nominating petition must contain the approval of the nominee and twenty-five (25) signatures of members in good standing and be presented to the Board. Only such nominations received by the Board prior to publication of the notice of the Annual Meeting shall be publicized in the notice of the Annual Meeting or in absentee ballots requested by or sent to members.

Section 3(c). Nominations may not be made from the floor of the Annual Meeting.

Section 3(d). The board shall appoint an Election Committee of two (2) members, none of whom are Board members and none of whom served on that year's Nominating Committee. The Election Committee will elect a chairperson from among its committee members. They will tally

absentee and emailed votes received prior to the annual meeting and conduct the election process at the Annual Meeting, as provided by these By-laws. The Election Committee will then report to the Board with results of the election as soon as possible but no later than twenty-four (24) hours following the end of the meeting, at which time the results will be made official and announced to the membership.

Voting shall be by secret ballot and every member in good standing shall be entitled to one vote for each director to be elected. Cumulative voting will not be permitted.

Section 4. The Board shall establish a schedule for its regular meetings. Regular meetings of the Board shall be held with at least five (5) days prior notice, a minimum of seven (7) times each year. Issues that arise between meetings may be acted upon via email votes as necessary. Special meetings of the Board may be called at any time by the President, the Board or upon the written request of five (5) or more Directors. Members of the Board may participate in a meeting of the Board by means of a conference telephone or a Zoom type interface by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting for purposes of a quorum.

Section 5. Vacancies on the Board due to death, disability, resignation, impeachment, or any other cause, shall be filled by appointment by the Board of a replacement to complete the balance of that director's term. Failure of a director to attend three (3) consecutive meetings shall be grounds for removal from the Board.

Section 6. No person who receives financial compensation or benefits directly or indirectly from owning or managing an ACBL sanctioned face to face or virtual club game catering to members located in the geographical area of Unit 533 may be nominated for, elected to or appointed to the Board. This also applies to anyone who directs an ACBL sanctioned club game located in the geographical area of Unit 533 for financial compensation. In the event a current Board member assumes ownership, manages or directs a face to face or virtual club game as defined above for financial compensation or benefit that director's seat is deemed vacant after thirty (30) days.

Section 7. The Board of Directors shall have the following powers and duties, in addition to those granted elsewhere in these By-laws and by the State of California;

- a. to acquire, hold, administer, maintain and dispose of all property of the Unit;
- b. to administer the Unit funds for the purposes set forth in these By-laws;
- c. to hire and discharge employees (including an auditor), to supervise their conduct, and to fix their compensation;
- d. to provide for an audit of all receipts and disbursements, annually and whenever there is a change in the treasurer's office;
- e. to conduct, manage and supervise, and control all of the business and financial affairs of the Unit, including but not limited to the conduct of tournaments, the selection of all dates and locations for holding such tournaments, and making of all contracts in connection therewith; and
- f. to require prior authorization of all payments in excess of two hundred (\$200) dollars and to require the signature of any two of these three officers: President, Vice-President and Treasurer.

ARTICLE VII UNIT OFFICERS

Section 1. The officers of the Unit shall be a President, Vice-President, Secretary and Treasurer. The offices of Secretary and Treasurer may be combined and held by one member.

Section 2. At the beginning of the first Board meeting after the election of new Board members, the newly elected Board members will meet together with carryover Board members for the sole purpose of electing officers for the following year. Those elected shall hold office for one (1) year or until their successors shall have been duly elected and qualified. No member of the Board may hold the office of President for more than two (2) years out of a three (3) year term. Former board members will guide the newly elected board members through two meetings of the board.

Section 3. All officers must be directors, except the Secretary and the Treasurer who may or may not be directors.

Section 4. The President shall preside as chair at all meetings of the membership and of the Board. The President shall supervise and manage the affairs of the Unit and perform all other duties incidental to the office. The President shall be an ex-officio member of all committees. It shall also be the President's duty to create new and/or additional committees and appoint chairpersons to all committees.

Section 5. The Vice-President shall assist the President in the execution of the President's duties and perform all other duties as the President or the Board may direct. In addition, the Vice-President shall replace the President whenever the President lacks capacity to function.

Section 6. The duties attendant on the Secretary shall include, among others:

- a. attending all Board meetings and all membership meetings;
- b. keeping minutes of all Board meetings and membership meetings;
- c. notifying the Board members of any regular or special meeting of the Board;
- d. typing and posting, as soon as possible after the meeting, a copy of the minutes of all Board meetings. Electronic communication may be used.
- e. insuring that any disciplinary complaints received from the Unit are immediately forwarded to the District Recorder.
- f. maintaining records and correspondence; and
- g. certifying in a timely manner that a quorum exists at any annual or special meeting.

Section 7. The duties of the Treasurer shall include, among others:

- a. care custody and responsibility of all funds, securities and property of the Unit;
- b. keeping full and accurate accounts of receipts and disbursements belonging to the Unit;
- c. depositing all monies and valuables in the name of and to the credit of the Unit in such depositories as may be designated by the Board;
- d. disbursing the funds of the Unit as may be directed by the Board of Directors, taking proper vouchers for each such disbursement; and

e. rendering to the directors, at all meetings or whenever they require it, an account of all transactions and of the financial condition of the Unit.

ARTICLE VIII STANDING RESPONSIBILITIES

Section 1. The Unit Board is responsible for certain functions in support of the membership and the clubs. Such responsibilities are assigned to individual Board Members by the President. Committees may be assigned in support of these responsibilities as applicable. These functions include but are not limited to:

- a. Tournaments: Duties include making all necessary arrangements for the holding of tournaments within the complete authority of the Unit, subject to the regulations of the ACBL
- b. Special Games: Duties include scheduling and coordinating extra masterpoint (non-tournament related) games for the benefit of our membership and clubs, subject to the regulations of ACBL.
- c. Membership: Duties include insuring that additions, removals, and changes in our membership are forwarded to the Unit Webmaster and updated to our member email distribution list. New members should also be welcomed.
- d. Education: Duties include developing and administering a plan to support education programs for our members.
- e. Awards: Duties include insuring that members are recognized for their bridge related achievements.
- f. Board Election: Duties include insuring that the requirements of these Bylaws relative to the Nominating Committee, Election Committee, and Elections are met.
- g. Communications: Duties include the publication and distribution of a newsletter and other necessary emails to all members of the Unit, columns in support of the District's publications, and other publicity and correspondence that may be required.
- h. **Section 2.** Special Committees. The President or the Board may appoint special committees from time to time, as necessity dictates. Such committees are automatically dissolved when the purpose for which they had been created has been fulfilled.

ARTICLE IX IMPEACHMENT

Any officer or Board director may be removed for cause at any meeting of the Board, provided that at least six (6) Board members shall so vote. Any officer or Board member against whom impeachment charges are pending shall be given:

- (1) at least ten (10) days notice in writing by registered mail of all charges, and
- (2) the opportunity to be heard before the Board and to be represented by counsel of such officer's or director's own choosing. The action taken by the Board shall be conclusive and final.

ARTICLE X AMENDMENTS TO THE BY-LAWS

Section 1. Amendments to the By-laws may be proposed:

1. by any five (5) members of the Board, or
2. by a petition signed by at least sixty (60) members in good standing at the date the petition is served on the Board.
3. Notice of any proposed By-laws amendment shall be given by mailing or emailing, or by posting the notice on the Unit's website and at locations of sanctioned duplicate bridge games within the Unit's jurisdiction (where possible) with instructions on how to obtain and submit an absentee ballot, or by any combination of the above, at least forty-five (45) days in advance of the annual meeting or any special meeting called for that purpose.

Section 2. It shall be the duty of the Secretary to incorporate the text of the proposed By-laws amendment in the notice of any annual or special meeting whose agenda includes the proposed amendment. Members in good standing of the Unit may vote on a proposed amendment either at the meeting or by absentee ballot. The concurrence of at least two-thirds (2/3rds) of all votes cast (including absentee ballots) shall be required to pass any amendment. No amendment shall be retroactive.

ARTICLE XI RULES OF ORDER

The latest edition of Robert's Rules of Order, revised, shall be accepted as the governing authority for procedure of this organization in all matters not specifically covered by these By-laws.

ARTICLE XII NON-SMOKING EVENTS

All Unit functions and events shall be non-smoking.