

BYLAWS OF WEST LOS ANGELES (WLA) Unit #562

THE UNIT: The West Los Angeles Unit functions within the bylaws and regulations of the American Contract Bridge League (ACBL) and the Association of Los Angeles County Bridge Units (ALACBU).

OBJECTS OF THE UNIT:

- To preserve and promote the best interests of and to stimulate interest in the art of playing competitive duplicate contract bridge and any modification thereof;
- To cooperate with the ACBL in the promotion and conduct of contract bridge tournaments;
- To encourage the highest standards of conduct and ethics by its members and to enforce such standards;
- To promote the development and organization of affiliated games within the Unit;
- 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;
- To conduct such other activities as may be in the keeping with its principal objectives.

ARTICLE I.

UNIT JURISDICTION:

The geographical area within which this Unit shall have jurisdiction shall be such area as is presently or may in the future be assigned to it by ALACBU, as approved by the ACBL.

ARTICLE II.

MEMBERSHIP:

- A. Any person of good moral character is eligible for membership, and no person shall be denied membership because of race, creed, color, age, sex or sexual orientation.
- B. Such person, upon favorable action, shall become and remain a member unless:
 - 1. He or she has failed to pay his or her dues in accordance with regulations of the ACBL.
 - 2. He or she has been suspended or expelled from membership in accordance with regulations established by the ACBL and the Board of Directors of the Unit, provided, however, 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 Unit carries with it membership in the ACBL.

ARTICLE III.

DUES:

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

ARTICLE IV.

MEMBERSHIP MEETING:

A. There shall be an annual meeting of the members, which may be held in conjunction with a tournament or special event which Unit members attend. Such tournament or special event may require payment of an admission fee and/or may be subject to a maximum attendance, so long as such maximum exceeds the minimum quorum at D., below, and so long as admission is determined primarily by date of receipt of entry.

B. The Unit Board of Directors shall fix the time and place of the annual meeting and shall give appropriate notice of such meeting by mail or Unit publication, including electronic publication.

C. Special meetings of the members may be called at any time to consider specific subject matters by the Unit Board of Directors or by the President, or by petition of at least 25 members. When a meeting is called by petition of the members, the meeting shall be scheduled by the Board for a date no more than 60 days after the petition is submitted. Any special meeting shall be scheduled for a time and place that the Board concludes reasonably maximizes the opportunity of as many members as possible to attend. Notice of the time and place of any special meeting shall be given by mail at least ten (10) days before such meeting. 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 the lesser of (a) 50 or (b) 5% of the Unit membership.

E. No proxies shall be permitted at membership meetings.

ARTICLE V.

UNIT BOARD OF DIRECTORS:

A. The affairs of the Unit shall be managed and conducted by the Unit Board of Directors all of whom must be members of the Unit.

B. The Board of Directors shall consist of a minimum of nine (9) and a maximum of fifteen (15) members. All Directors shall be elected to serve two-year terms so that up to seven (7) directors shall be elected in even-year elections and up to eight (8) directors shall be elected in all odd-year elections.

C. Candidates for Director shall be nominated by the Nominations and Election Committee. In addition, persons not nominated by the Nominations and Election Committee may qualify for the ballot by written petition of not less than five (5) members of the Unit, or by any other method adopted by the President or the Board of Directors from time to time. Any member of the Unit may serve on the Unit Board of Directors except for the restrictions set forth below with respect to the following categories of members:

- 1) Any member owning more than 20% of a bridge club;

- 2) Any full-time employee of a bridge club who earns more than 50% of his or her income from bridge;
- 3) Any bridge club sanction holder;
- 4) Any member of a Board of Governors or Board of Directors of a bridge club within this unit's jurisdiction;
- 5) Any spouse or domestic partner of the above.

No more than one person at a time falling within categories (1) through (5) above may serve as a Director whose term is scheduled to expire in an odd-numbered year and no more than one such person may serve as a Director whose term is scheduled to expire in an even-numbered year. If in any election more than one person falling within categories (1) through (5) obtains enough votes to win election as a Director, only the candidate within categories (1) through (5) who obtains the most votes from among all such candidates shall be elected as a Director, and the remaining positions open for election shall be filled by the candidates receiving the next greatest number of votes. Any ties for the election of Directors shall be broken by the drawing of lots. If more than one candidate within categories (1) through (5) is nominated for election as a Director, then an election shall be held even if the number of candidates for Director is equal to the number of Directors scheduled to be chosen in that election. In that event, the candidates falling within categories (1) through (5) shall be identified on the ballot with an asterisk or other typographical mark and the ballot instructions shall instruct voters to vote for no more than one such candidate, along with as many other candidates as desired, up to the number of Directors scheduled to be chosen in that election.

D. The Nominations and Election Committee shall conduct elections annually between October 1 and December 31 of each year in which the number of candidates exceeds the number of available seats on the Board. This committee shall consist of three (3) to five (5) members. No person running for the Board shall serve on the Nominations and Election Committee in the year of his or her candidacy. Voting shall be conducted by secret ballot. The ballot shall not identify incumbents.

E. Any vacancy on the Unit Board of Directors may be filled by the Board of Directors and the persons so appointed shall hold office for the balance of the unexpired term, except that the Board shall have no power to appoint any person who falls within categories (1) through (5) of Article V.C if there is already a person within any of those categories serving as a Director whose term is scheduled to expire at the same time as the vacant position. The Board of Directors may continue to operate with vacancies. However, if there are five or more vacancies on the Board of Directors, the Board may not fill the vacancies, but must schedule an election to be held within 60 days of the occurrence of the fifth vacancy to fill, to the extent reasonably possible, the unexpired portion of the vacant seats. If there are too few Directors to constitute a quorum, a majority of the remaining Board members will constitute a quorum, but solely for the purpose of scheduling and administering an election to fill the vacancies.

F. The Unit Board of Directors shall make reasonable efforts to hold a minimum of six meetings a year, one of which shall be designated the annual meeting. Written notice by mail, e-mail, facsimile or any other reasonable method, specifying the date and place of the meeting, shall be given to each Board member at least one week prior to the meeting.

G. A quorum of the Unit Board of Directors for the transaction of business shall consist of five Directors. For purposes of this section, attendance may be in person, by telephone, by videoconference (e.g., FaceTime, Skype, etc.), by instant messenger (e.g., Facebook IM), by electronic mail, or by any other reasonable method.

H. In addition to the powers herein granted by other provisions hereof, and by the laws of the State of California, the Unit Board of Directors shall have powers and duties involving, but not limited to:

1. The conduct, management, supervision and control of the business of the Unit;
2. Conduct of Unit tournaments;
3. The employment and discharging of employees, and the supervision of their conduct and fixing their compensation.
4. Acceptance of gifts, legacies, donations and/or contributions in any amount and any form upon such terms and conditions as may be decided by the Board of Directors.

I. Directors shall not receive any stated salary for their services as directors. However, nothing contained herein shall be construed to prevent any Director from serving the Unit in any other capacity and receiving compensation therefor.

J. The Unit Board of Directors shall be the sole judge of its members.

ARTICLE VI.

UNIT OFFICERS:

A. The officers of the Unit shall consist of a President, Vice-President, Secretary and Treasurer. In order to gain familiarity with the workings of the Unit and the Board, a member of the Board of Directors shall serve for at least one year before assuming any of these offices.

B. New candidates for these offices shall declare their candidacy in writing at least one (1) month prior to the first meeting of the Board of Directors of the calendar year. If any office is contested, it shall be decided by a vote open to the entire Board, and the member elected shall serve until (a) another member is elected to the office as provided herein or (b) such member dies, becomes unwilling or unable to serve, or is impeached as provided in Article VII hereof.

C. The President shall be the primary officer with respect to the functions and activities of the Unit, subject to any limitations which may be imposed by the Board of Directors. His or her powers shall include, but not be limited to, the power to appoint committees and to appoint representatives to ALACBU.

D. The Vice-President shall assist the President in the performance of the duties and responsibilities of the President and, when requested by the President or as required, assume the duties and responsibilities of the President for such period of time.

E. The Treasurer shall maintain a complete set of books of account, including every detail of the Unit's receipts and disbursements.

F. The Secretary shall keep a record of the meetings and actions of the Board of Directors and provide the notice of upcoming meetings as required in Article V, Section G.

G. For convenience and/or as necessary, voting on any Board matter, without limitation, may also be conducted by e-mail. In such cases, the President shall e-mail the motion to each member of the Board. Whenever reasonably possible, the President shall provide up to one week for consideration of the motion prior to the voting period, and up to one week for voting, which shall be by e-mail reply to the

President only. The secrecy of each ballot shall be strictly maintained, and the vote of any individual member shall be known only to the member and the President.

ARTICLE VII.

IMPEACHMENT:

A. Any Director may be removed for cause at any meeting of the Unit Board of Directors provided three-quarters of those present constituting a quorum shall so vote. Any officer of Director against whom impeachment charges shall be brought shall be notified in writing, by registered mail, of the charges against him or her, 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 or her own choosing.

B. Any director who has failed to attend two (2) successive Board of Directors meetings may be advised in writing that, upon failure to attend the next meeting or satisfactorily explain his or her absence, he or she will automatically be dropped from the Board of Directors. Such notification shall be given at least ten (10) days prior to the next meeting.

ARTICLE VIII.

COMMITTEES:

The President shall appoint such committees as may be necessary to perform the functions of the organization. Standing committees shall include, but not be limited to, the Tournament Committee, Nominations and Elections, Unit Party, Promotion of Bridge, Discipline and Charity.

ARTICLE IX.

ANNUAL AUDIT:

The financial status of the Unit shall be audited annually. The President shall appoint a committee or person to perform such audit and submit a written report.

ARTICLE X.

AMENDMENTS TO THE BYLAWS:

Without limiting any other provision hereof, these bylaws may be amended by an affirmative vote of at least five (5) members of the Board of Directors. In such cases, proposed bylaws shall be furnished in writing to all Board members at least one week prior to the vote on such proposed bylaws.

ARTICLE XI.

EFFECTIVE DATE:

- These bylaws became effective upon approval by each of the former Units 552, 563, and 566 on March 1, 1999.
- These bylaws were amended by the Board of Directors on February 8, 2011.
- These bylaws were amended by the Board of Directors on March 4, 2019.