

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"). 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 and/or ACBL.

OBJECTS OF THE UNIT: To preserve and promote the game of bridge in West Los Angeles; to cooperate with ACBL in the promotion and conduct of bridge events; to encourage the highest standards of conduct and ethics by its members; to promote the development and organization of affiliated games within the Unit; to cooperate in ACBL's charity program and to sponsor and conduct charity events; and to conduct such other activities as conform to these objectives.

ARTICLE I.

EFFECT OF BYLAWS; CONSTRUCTION OF BYLAWS; SEVERABILITY OF BYLAWS; NO WAIVER; NO MERE SURPLUSAGE:

A. Each of these bylaws, including the adoption and the text thereof and the act and the text of any amendment(s) thereto (collectively, the "Bylaws"), and each portion thereof, shall remain in effect until and unless it is held unenforceable by a court of competent jurisdiction, in which case only that Bylaw or portion thereof shall be ineffective.

B. Each of these Bylaws, and each portion thereof, shall be construed as if preceded by the phrase, "To the maximum extent permitted by applicable law and by the bylaws and regulations of ACBL and ALACBU,..."

C. Each of these Bylaws is severable from each other Bylaw.

D. No Bylaw or portion thereof shall be deemed to have been waived or rendered ineffective by virtue of any failure to enforce such (or any other) Bylaw or portion thereof.

E. No Bylaw or portion thereof shall be construed as "mere surplusage." Each Bylaw and portion thereof reflects the specific intention of the Unit.

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, sexual orientation or membership in any other class protected by applicable law.

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 the regulations of ACBL.
- 2) He or she has been suspended or expelled from membership in accordance with regulations established by ACBL.

C. Membership in the Unit carries with it membership in ACBL.

ARTICLE III.

DUES: Annual dues shall be in the amount fixed by 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 as a holiday party). Such tournament or special event may be subject to any or all rules of the venue, including 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 (the "Board") shall fix the time and place of the annual meeting and shall give appropriate notice of such meeting by mail or Unit publication.

C. Special meetings of the members may be called at any time to consider specific subject matters by the Board or the President, or by petition of at least fifty (50) 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 one hundred and twenty (120) 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, when convenient, be given by mail or e-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) 100 or (b) 10% of the Unit membership.

ARTICLE V.

UNIT BOARD OF DIRECTORS:

A. The affairs of the Unit shall be managed and conducted by the Board, all of whom must be members of the Unit. The Board shall be the sole judge of its members.

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

C. New candidates for Director may be nominated by the Nominations and Election Committee or may qualify for the ballot by written petition of not less than fifty (50) Unit members or by any other method adopted by the Board or the President from time to time. Subject to the restrictions at D., below, any Unit member may serve on the Board who maintains, and provides to the Board, an active e-mail account and who does not (and has not previously) serve(d) in the capacity of, or hold (held) the title of, either the president of ALACBU or an official or unofficial advisor or counselor to or representative of the same.

D. No more than two people at a time falling within any category below may serve as a Director whose term is scheduled to expire in an odd-numbered year and no more than two such people may serve as a Director whose term is scheduled to expire in an even-numbered year.

- 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 the Unit's jurisdiction; and
- 5) Any spouse or domestic partner of any of the above.

No class of Directors may contain more than two people falling within categories (1) through (5) above. If three or more such people stand for election as Directors in any election, the ballots shall be marked to indicate to voters that only two such people may be elected, and shall instruct voters not to vote for more than two such people. If three or more such people receive sufficient votes to be elected, only two shall be elected. Any remaining candidates in categories (1) through (5) shall be deemed disqualified and the candidates with the next greatest number of votes shall be deemed elected until all vacancies have been filled. Any ties shall be broken by the drawing of lots or equivalent game of chance.

E. The Nominations and Elections Committee shall conduct elections annually between October 1 and December 31 of each year in which (a) the number of candidates exceeds the number of available seats on the Board, or (b) more than two candidates fall within categories (1) through (5) of Section D. If an election is held solely because of clause (b), then only the candidates within categories (1) through (5) shall appear on the ballot, voters shall be instructed to vote for no more than two candidates, and the candidates receiving the most votes shall be elected. Members of the Committee shall interview prospective candidates to familiarize them with the workings of the Board and what service on the Board entails, and to ascertain the areas in which they are most interested in volunteering for the Unit. The Committee shall consist of at least three (3) members. No person running for the Board shall serve on the Committee in the year of his or her candidacy. Voting shall be conducted by secret ballot as set forth at I., below. The ballot shall not identify incumbents.

F. Any vacancy on the Board that is not created by the removal of a Director may be filled by the Board, and the person so appointed shall hold office for the balance of the unexpired term, except that the Board shall not appoint any person who falls within any of the categories at D., above if there are already two people within any such category serving as a Director whose term is scheduled to expire at the same time as the vacant position. The Board may continue to operate with vacancies. However, if there are eleven or more vacancies, the Board may not fill them, but must schedule an election to be held within sixty (60) days of the occurrence of the eleventh vacancy, so as to fill, to the extent possible, the unexpired portion of the vacancies. 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.

G. The Board shall make reasonable efforts to hold a minimum of six meetings a year, one of which shall be designated the annual meeting. Notice by mail, e-mail, telephone, facsimile or any other reasonable method, specifying the date, time and place of the meeting, shall, when convenient, be given to each Board member prior to the meeting.

H. A quorum of the Board for the transaction of business shall consist of five Directors, including (except as provided at Article VI, D., below) the President. For purposes of

this section, attendance may be in person, by conference telephone, electronic video screen communication, or electronic transmission by and to the Unit, or by any other reasonable method whereby directors participating in the meeting are able to communicate with one another.

I. 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. When convenient, 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.

J. In addition to the powers granted by these Bylaws, and by the laws of the State of California, the Board shall have powers and duties including, but not limited to:

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

K. 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, or to prevent the Board from obtaining insurance for any director(s) and/or officer(s) to cover any costs, fees or other expenses of any litigation brought or threatened against the Unit, the Board, or any director(s) and/or officer(s) relating in any way to Unit matters, or from itself paying any such costs, fees or other expenses.

L. The “full board” shall mean the fifteen (15) members of the Board acting unanimously.

ARTICLE VI.

UNIT OFFICERS:

A. The officers of the Unit shall consist of a President, Vice-President, Secretary and Treasurer. Each shall be a member of the Board. New candidates for these offices shall apprise the President of their candidacy in writing at least one hundred and eighty (180) days prior to the first meeting of the Board of the calendar year.

B. If any office is contested, it shall be decided by a vote of the 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 removed for cause as provided in Article VII hereof. If three or more candidates run for an office, any candidate receiving a majority (*more than* half) of votes cast shall be elected. If no candidate receives a majority of votes cast, then a second vote shall be conducted between the two candidates receiving the highest number of votes. Any tie between or among candidates for the last qualifying position, or for election, shall be broken by the drawing of lots or other equivalent game of chance.

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 full Board. His or her powers and duties shall include, but not be limited to, the appointment of committees; the appointment of representatives to ALACBU; the conduct of meetings; the making of procedural determinations; the conduct of voting; and the interpretation of Unit Bylaws and regulations. If the President determines that exigent circumstances require an action be taken before the Board can reasonably be convened, he or she may take or authorize such action, subject to revocation or amendment by the full Board. *Examples 1 and 2. In order to secure the site for a Unit tournament, a deposit must be submitted to Venue A before the Board can convene. In order to secure the location for a holiday party, a contract must be signed with Venue B before the Board can convene. In each case, the President may take or authorize such action.*

D. The Vice-President shall assist the President in the performance of her or his duties and responsibilities and shall, when requested by the President, assume the duties and responsibilities of the President for the requested purposes and 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, G., above.

ARTICLE VII.

REMOVAL FOR CAUSE:

A. Any Director may be removed for cause in any manner and for any reason permitted by California Corporations Code section 7221 or any other provision of applicable law. For these purposes, missing two (2) consecutive Board meetings shall constitute cause for removal of a Director.

B. Any Officer may be removed for any reason permitted by applicable law upon the vote of two-thirds of the membership of the Board, excluding vacancies.

ARTICLE VIII.

COMMITTEES:

The President shall appoint such committees as may be necessary or desirable to perform the functions of the Unit. Standing committees shall include, but not be limited to, the Tournament Committee, Nominations and Elections, Bylaws, Unit Party, Player of the Year, and Volunteer of the Year.

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, including the President. In such cases, proposed bylaws shall, when convenient, 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, and were amended on February 8, 2011; March 4, 2019; February 18, 2020; March 9, 2021; and March 23, 2022; and February 21, 2023.