

**Constitution and Bylaws  
Palo Alto Unit No. 503  
The American Contract Bridge League**

**Approved July 11, 2014**

**PREAMBLE**

The Palo Alto Unit of the American Contract Bridge League is an organization comprising American Contract Bridge League members, who reside within the geographical and playing area assigned to the Unit by the American Contract Bridge League (ACBL).

**ARTICLE I: Identification**

The name of this organization is the Palo Alto Unit 503 (the Unit) of the American Contract Bridge League. The purpose of the Unit is to perpetuate and promote bridge and to coordinate organized bridge activities within its geographical area. The Unit shall have only those powers granted to it by its members and by the Bylaws and Regulations of the American Contract Bridge League.

**ARTICLE II: Objectives**

- A. To preserve and promote the best interest of organized competitive contract bridge and bridge players.
- B. To promote the organization and development of affiliated clubs within the Unit.
- C. To conduct the Sectional Tournament(s), Unit games and other events allocated to the Unit.
- D. To cooperate with and assist the American Contract Bridge League and its affiliated organizations in the promotion and conduct of contract bridge tournaments.
- E. To publish a periodical and/or maintain a web site for the members.
- F. To perform such other functions as may be beneficial to the members, or as may be requested and/or delegated by the American Contract Bridge League.
- G. To promote the highest standards of conduct and ethics as provided in the zero tolerance policy and to take any and all action necessary for that purpose.

**ARTICLE III: Jurisdiction**

The geographical area within which the Unit may operate is defined by the ACBL by zip code. It includes the cities of Palo Alto, Los Altos, Mountain View and Stanford. For additional information, see the note at the end of the Bylaws.

#### **ARTICLE IV: Activities**

All ACBL sanctioned activities in the Unit's Jurisdiction (Article III) including Sectionals but excluding Regionals fall under the Constitution and Bylaws of the Palo Alto Unit No. 503.

#### **ARTICLE V: Membership**

A. Any ACBL member who resides within the jurisdiction of the Unit is by default a member of the Unit. A member may become a member of another Unit by requesting such membership from the ACBL. In addition, an ACBL member outside the Unit jurisdiction may become a Palo Alto Unit member by requesting such membership from the ACBL.

B. A Unit member remains in good standing unless the ACBL transfers a member to another Unit, or he has been suspended or expelled from membership, in accordance with regulations established by the ACBL.

C. A Unit member in good standing shall be entitled to vote or be eligible for election or appointment to any office of the Unit, after a waiting period of sixty (60) days subsequent to his becoming a member of the ACBL and the Unit.

#### **ARTICLE VI: Dues**

Dues for ACBL membership shall be payable directly the ACBL at the times and in the amount established by the ACBL. The Unit Board of Directors shall have no power to levy any special assessment, but may request voluntary subscriptions to a Unit publication.

#### **ARTICLE VII: Membership Meetings**

A. A meeting of the Unit membership shall be convened annually on a date after the first of January and before the first of April each year.

B. The Board of Directors shall give notice of the annual meeting at least ten (10) days prior to the meeting date. Such notice may be by mail, or by serving notice on the bulletin board, on the Unit website and/or in the Unit publication.

C. Special meetings of the membership may be called at any time by the Board of Directors or the President upon ten (10) days notice to the general membership communicated by mail or by notice on the bulletin board, on the Unit website and/or in the Unit publication. The notices of any special meeting shall contain an agenda of the matters to be brought up at such meeting and the special meeting shall address only those items which are on the agenda.

D. A quorum for the transaction of business at any annual or special meeting shall consist of three percent (3%) of the Unit membership.

E. Proxy votes concerning appropriate matters before the Unit or Unit Board are not allowed by the ACBL.

## **ARTICLE VIII: Board of Directors**

- A. The Board of Directors shall be the governing body of the Unit.
- B. The Board of Directors shall consist of a minimum of seven (7) persons elected from the membership of the Unit.
- C. Each Director shall hold office for a period of two (2) years, except that:
  - 1. A person appointed to fill a vacancy will complete the term of that vacancy.
  - 2. A shorter term for one or more directors may be necessary to allow approximately one-half (1/2) the Board membership to retire (in order of length of service) each year.
- D. A nominating committee shall be appointed by the President at least sixty (60) days before the election. The committee shall prepare a slate of candidates by September 15.
- E. Unit members in good standing may nominate themselves as candidates by submitting their names to the Unit Secretary. Such nominations shall be submitted by September 15. There is to be no limit on the number of such nominations.
- F. Every qualified Unit member, as defined in Article V of these bylaws, shall be entitled to one (1) vote for each Director to be elected. All ballots shall be secret and each candidate is entitled to have a witness at the vote tabulation. The date of the election shall be set by the Board of Directors to be between the first and last day of November.
- G. Whenever there shall be a vacancy on the Board of Directors, the Board of Directors shall appoint a qualified person to fill the vacancy. Such person shall serve for the duration of the unexpired term. The Board may select any qualified Unit member.

## **ARTICLE IX: Meetings of the Board of Directors**

- A. Meetings of the Board of Directors shall be held from time to time by call of the President at the previous meeting, and at least quarterly. Meetings will be conducted in accordance with the Constitution and Bylaws of the Unit guided by the democratic process described in Robert's Rules of Order.
  - 1. The first meeting following the Board of Directors' Election shall be the meeting at which officers of the Board shall be elected, such newly elected officers to assume their responsibilities on January 1.
  - 2. Unit membership shall be notified of scheduled Board of Director's meetings at least five (5) days before the meeting. Notification shall include a detailed agenda and the meeting location. Unit membership shall also be notified of changes to the agenda.
- B. Special meetings of the Board of Directors may be called by the President, or if he is absent or unable to act, by the Vice President or upon request of three board members.

Notice of such special meetings must be communicated to Unit membership at least twenty- four (24) hours before the proposed meeting. Notification of a Special meeting shall include a detailed agenda and the meeting location. Discussion shall be limited to the purpose for which the meeting was convened.

C. A quorum at any meeting shall consist of a simple majority of the Board members, excluding any vacancies from such computation of membership.

D. Each Board of Directors meeting shall be open to all members of the Unit.

E. Unit business shall be conducted in a forum where Unit members have the opportunity to participate in forming the plans and actions of the organization.

1. Teleconferences or videoconferences where Unit members may go to a specified physical location, website, or teleconference number to attend are open forums. Unit business may be conducted by teleconference or videoconference.

F. Executive Sessions.

1. Executive sessions shall be planned in advance and noted on the meeting agenda.

2. An executive session of the board may be called under the following circumstances:

- i. on the advice of counsel
- ii. to discuss pending legal matters
- iii. to consult with the auditors, or
- iv. to discuss sensitive personnel issues

3. People who are not Board members may be invited to join for part or all of the session.

4. Action shall not be taken during executive session.

5. The meeting minutes shall include a report on the topic of discussion.

G. Business conducted at meetings of the Board of Directors shall be recorded in detail in meeting minutes.

1. Once approved, minutes shall be posted on the Unit Website no later than five (5) days after each meeting.

2. Minutes may be amended and approved via email. A vote for approval is not the same as a vote on Unit business, it is simply a confirmation that the minutes are accurate.

## **ARTICLE X: Powers of the Board of Directors**

The Board of Directors of the Palo Alto Unit shall have the following powers:

- A. To acquire, hold, administer, maintain and dispose of all funds and property of the Unit;
- B. To appropriate the funds of the Unit for the purposes and objectives set forth in the bylaws;
- C. To hire and discharge employees and to supervise their conduct and to fix their compensation.
- D. To conduct, manage, supervise, and control all the business of the Unit including but not limited to, the conduct of tournaments, the selection of all dates and locations for holding such tournaments and the making of all contracts in connection therewith.
- E. To remove any Officer or Director for cause.
- F. Removal may be done at any meeting of the Board of Directors provided two-thirds (2/3) of those present shall so vote.
- G. Any Officer or Director against whom impeachment charges shall be brought shall be notified in writing, by registered mail, of the charges brought against him, at least ten (10) days prior to the meeting. He shall be given an opportunity to be heard before the Board of Directors and to be represented by counsel of his own choosing.
- H. A member of the Board who misses three (3) meetings without advance notice to the President may be summarily removed from the Board.
- I. To carry out duties required by the ACBL using the powers granted within the ACBL Charter and Bylaws.

## **ARTICLE XI: Unit Officers**

- A. The officers of the Unit shall be a President, a Vice President, a Secretary, and a Treasurer, elected from the membership of the Board. No person shall hold more than one (1) office.
- B. The Board of Directors shall elect all officers at its first meeting following the annual election and the persons elected shall hold office for one (1) year or until their successors have been duly elected. Elections will be by ballot and by simple majority. The term of each officer shall commence on January 1.
- C. Vacancies for any cause which may occur during the term of office shall be filled as soon as possible by the Board of Directors.
- D. No President shall be eligible to serve more than two (2) consecutive years.

## **ARTICLE XII: District 21 Representative**

A. The Board of Directors shall select two (2) Representatives to the District 21 Board of Directors before the last day of the first month of each calendar year. The selection may be by nomination and election or by appointment. Selection may be either from the Unit Board membership or from the membership at large.

B. A vacancy in one of the Representative positions shall be filled by the Board at the first meeting following the date upon which such vacancy becomes effective.

C. The President may also make temporary appointments from time to time when necessary to assure the Unit has full representation at the District 21 meetings, and shall provide proper credentials to cover temporary service.

### **ARTICLE XIII: Duties of Officers**

A. The President shall preside at all meetings of the Board of Directors and of the Unit. He shall supervise the management of the affairs of the Unit and perform all duties incidental to the office. He shall be an ex officio member of all committees, and shall be Chair of the Board of Directors. He shall appoint all standing committees and such special committees as may be deemed necessary to perform the functions of the Unit and shall define their duties. He may disburse money by check in the absence of the Treasurer. He may determine whether a proposed disbursement is consistent with the approved budget and authorize the disbursement.

B. The Vice President shall assume and perform all the duties of the President in the event of his absence or inability to act. If the President and Vice President are both absent and a quorum of the Board of Directors is convened, a President pro tem shall be chosen from among the group present.

C. The Treasurer shall have care and custody of all funds. He shall disburse money as authorized by the Board. He shall keep an accurate account of all receipts and disbursements. He shall assure that financial documents and reports required by Federal, State and local taxing agencies, the ACBL, the City of Mountain View and any other agency are filed correctly and on time. He shall submit financial reports including a Balance Sheet, an Income and Expense report and a Budget to Actual Report for each meeting of the Board of Directors. The Treasurer shall ensure that these reports are made available to Unit members who request them.

D. The Secretary shall record minutes of all meetings and conduct all correspondence of the Unit. He shall submit names, addresses, ZIP codes, email addresses and telephone numbers of the Unit President, Vice President, Secretary, Treasurer, District 21 Board Representatives and Membership Chair to the District 21 Secretary as required by District 21 and to the ACBL immediately upon their selection.

### **ARTICLE XIV: Committees**

A. The Standing Committees of the Unit shall be:

Membership Committee

Protest, Conduct, Department and Ethics Committee (PCD&EC)

Tournament Committee

Publicity Committee

B. The duties of the Standing Committees shall be:

1. The Membership Committee shall be comprised of a member of the Board as Chair and a reasonable number of members in good standing. It shall maintain current records of membership and membership business as reported by the ACBL in its monthly In-and-Out reports. It shall assist the Unit with contacts to new members and to members who have let their membership lapse.
2. Protest, Conduct, Department and Ethics Committee – This Committee will be chaired by a Board member and shall consist no fewer than three (3) Board and Unit members. The purpose of the Committee is to insure the Zero Tolerance practices of the ACBL are strictly maintained at all Unit activities.
  - i. The Committee shall have all the powers to censure, suspend, expel, or otherwise discipline a member to the full extent afforded a unit under the Code of Disciplinary Regulations of the ACBL, as amended from time to time.
  - ii. Such Committee shall have initial jurisdiction over all matters which may be heard by the Unit, including (i) alleged infractions occurring at an ACBL sanctioned club; (ii) appeals from the actions of a tournament committee and a Unit-sanction tournament; (iii) direct disciplinary action resulting from Zero Tolerance violations; (iv) referrals from other Units relating to actions of Unit 503 members.
  - iii. Decisions of the PCD&EC are subject to appeal to the Judiciary Committee of District 21 of the ACBL.
  - iv. The Chair of the Committee shall appoint a Recorder from the Board or membership to receive all matters, gather information, conduct hearings, etc. to resolve the matter before it is brought formally to the Committee.
  - v. All conduct and ethics hearings shall be conducted in accordance with the ACBL Code of Disciplinary Regulations.
3. The Tournament Committee shall conduct the Unit Sectional(s), and Unit games. The Chair may or may not be a Board member.
4. The Publicity Committee shall publish a Unit publication and/or maintain a Unit website. The Chair may or may not be a Board member.

C. Other special committees may be appointed by the President to perform specific functions deemed necessary by the Board. These committees may be appointed from the Board and Unit membership and will have their scope defined in instructions from the President to the chair of such committee.

## **Article XV: Bridge Center Operation**

The Unit shall, if requested by Club owners and an appropriate facility is available, operate a Bridge Center for the benefit of Unit members. The Board of Directors shall manage the Bridge Center. Board members who are also Club owners of games played at the Bridge Center must abstain on votes taken on matters pertaining to the Bridge Center.

Responsibilities shall include:

- A. Execute a lease for the facility.
- B. License the facility to individual clubs.
  - 1. Determine the mix of club games that best utilizes the facility.
  - 2. Approve or disapprove use of the facility by individual Clubs.
  - 3. Execute licenses with Club owners for use of the facility for specific games.
- C. Provide expendable Club supplies.
- D. Provide cleaning, maintenance and repair, code compliance and safety of the facilities and grounds.
- E. Manage the finances of the Bridge Center in accordance with Article XVIII.
- F. Establish rates of usage for the facility.
- G. Provide liability insurance for club owners who are Unit members. Club owners who are not Unit members must provide evidence of liability insurance.

## **ARTICLE XVI: Prohibition against sharing Unit profits and assets**

No member, Director, officer, employee, or other person connected with the Unit, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Unit, provided however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Unit in effecting any of its purposes as shall be fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the assets on dissolution of the Unit. All members, if any, of the Unit shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Unit, whether voluntarily or involuntarily, the assets of Unit, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed to the American Contract Bridge League Charity Foundation or other recognized charitable organizations.

## **ARTICLE XVII: Amendments to the Bylaws**

- A. Amendment to the Bylaws may be proposed by members of the Unit upon petition



signed by at least twenty-five (25) members or may be proposed upon petition signed by at least three (3) members of the Board of Directors. Such petition must be submitted to the President through the Unit Secretary.

B. The President, shall set the time and place of a meeting of the Board of Directors to act on the petition. The Unit Secretary shall provide each Board member with a notice of such meeting which contains the text of the proposed amendment. A concurrence of two-thirds (2/3) of the votes present at any quorum meeting called for the purpose of considering such amendment shall be required for approval and for subsequent submission to a vote by the membership.

C. No article of this Constitution may be amended except by ratification of such amendment by two-thirds (2/3) of the members voting in an election called for this purpose.

## **ARTICLE XVIII: Budgets, Finance and Accounting**

### **Section I Budgets**

A. The Board of Directors shall prepare a yearly budget based on a fiscal year which begins on January 1<sup>st</sup> and ends on December 31<sup>st</sup> of each year.

B. By the end of September, the President shall ask the Treasurer to prepare the budget for the coming year.

C. At the November Board meeting, the Treasurer shall submit the Budget to the Board. The Board shall approve a final budget by the last meeting in December.

D. At the first meeting of the year, which shall be held no later than the end of January, the Board shall confirm its approval of the budget.

### **Section XIX Finance and Accounting**

A. All funds shall be deposited in a checking or savings accounts in one or more banks. The banks must be approved in advance by the Board of Directors and must be guaranteed by the FDIC.

B. Disbursements shall be in accordance with approved budgets.

C. If a request for disbursement exceeds the approved budget, the Treasurer shall notify the Board and wait for direction.

D. A financial review shall be conducted annually. This review shall:

1. be conducted by an individual qualified on the basis of prior financial experience who has no conflicts of interest. For example, this individual shall not be on the Board of Directors.

2. be completed by February 15<sup>th</sup> of every year.

#### **ARTICLE XX: Indemnification**

The Unit shall to the extent legally permissible indemnify each person who may serve or who has served at any time as an officer or director of the Unit against all expenses and liabilities. This shall include, without limitation, counsel fees, judgments, fines, penalties and settlement payments that are reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit, or proceeding in which he or she may become involved by reason of his or her service in such capacity. No indemnification shall be provided with respect to any matter as to which any such person shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the organization. Any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

#### **ARTICLE XXI: American Contract Bridge League**

The Unit is a separate legal entity that interacts with the American Contract Bridge League (ACBL) through the Unit charter process. The Unit shall conduct its affairs in a manner consistent with the rules, regulations, policies, procedures and bylaws of the ACBL.

#### **ARTICLE XXII: Dissolution and Nonprofit Status**

A. This Organization is not created, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to its members. It is organized solely for nonprofit purposes.

B. If a Unit chooses to dissolve it should take the following steps:

1. Notify ACBL and the appropriate District Director of the intent to dissolve.
2. Apprise ACBL of all Unit assets and liabilities.
3. Apprise ACBL of one of the following:
  - i. With which unit or units the dissolving unit wishes to merge.
  - ii. To which other units the unit members wish to be reassigned.
  - iii. There is no preference for reassignment.

C. Assets remaining after payment of, or provision for payment of, all debts and liabilities of this Organization shall be distributed by the Board of Directors in a manner consistent with Article XX.

**Notes:**

In this document, the pronoun, he is understood to mean he/she.

In the 1987 Bylaws revision, the League Charter and District 21 assigned that portion of Santa Clara County northwest of a line drawn southwestward from the San Francisco Bay along the eastern boundary of the Moffett Field Naval Air Station and the cities of Mountain View and Los Altos to the intersection of Fremont Avenue and Highway 85 then perpendicular to the northwesterly trend of Interstate 280 to the Santa Clara-San Mateo County Line.

Subsequent to the July 11, 2014 approval of these Bylaws a conflict in two clauses was found. Article XI, B stated that newly elected officers assume their responsibilities immediately upon election while Article IX, A1 stated that newly elected officers assume their responsibilities on January 1. The latter is correct. The bylaws were updated to remove the conflict.