

# District 21

## *American Contract Bridge League*

### **BYLAWS**

#### ARTICLE I: NAME

The name of this organization is District 21, American Contract Bridge League (hereinafter “the District”). The District is an inseparable part of the American Contract Bridge League (hereinafter “ACBL”) and shall function under its Bylaws and Regulations.

#### ARTICLE II: OBJECTIVES

- A. To cooperate with and assist its Member Units and the ACBL in the promotion of bridge and conduct of bridge tournaments.
- B. To coordinate tournament schedules within the District.
- C. To seek concerted action on all matters affecting the District by consultation with, and recommendations to, the District’s representative to the ACBL Board of Directors.
- D. To promote the highest standards of conduct and ethics and to take any and all steps necessary for that purpose.
- E. To act as a fact-finding body for the ACBL when necessary in connection with any matter arising within the District.
- F. To conduct the Regional Tournaments allocated to the District and decide where they are to be held.
- G. To prescribe rules of eligibility for participation in Regional tournaments under its auspices.
- H. To publish a periodical for members and Units in the District.
- I. To perform such other functions as may be beneficial to the Units within the District, or as may hereafter be delegated by the ACBL.

#### ARTICLE III: MEMBERSHIP

All ACBL Units within the geographical boundaries of the District, as determined by the ACBL, are automatically members of the organization, without requirement for any petition or formal action on the part of the Unit. Each Unit has members determined by the Bylaws of that Unit. These members are also members of the District.

## ARTICLE IV: BOARD OF DIRECTORS

The Board of Directors shall be the governing body.

### A. Composition:

1. Each Unit shall elect or appoint up to two Unit members to serve as Directors on the District's Board of Directors.
2. Units may select alternates to fill temporary absences of their Directors. The Unit President must submit to the District Secretary, in writing, at least one day before any meeting, the name(s) of such alternate(s). "In writing" shall include writings transmitted by personal delivery or mail. "Mail" in these Bylaws includes the United States Postal Service and electronic mail.
3. Vacancies on the Board of Directors may be filled by the respective Units as such vacancies occur.
4. The Board of Directors reserves the right to examine the qualifications of any Unit's Director and by two-thirds (2/3) vote may reject a Director for not meeting the qualifications stated in these Bylaws and in ACBL regulations.
5. A Unit's Director is expected to attend Board meetings. Failure to attend three consecutive Board meetings without good cause is a ground for disqualification as described in IV.A.4.
6. While serving in office, the President, Vice-President, Secretary, Treasurer, Executive Committee Officer, and the District's representative to the ACBL Board of Directors shall automatically become members-at-large of the District's Board of Directors.

### B. Voting Rights

1. Each Unit shall have one vote and in addition thereto one vote for each two hundred (200) members or fraction thereof, up to a maximum of 25% of the total votes allocated to all the Units in the District.
2. The membership of a Unit shall be that annually established by ACBL for election purposes.
3. Each Director shall cast one half of their Unit's votes. Should only one Director be present, that Director may cast all the Unit's votes.
4. The President, or the President's appointee, shall count the Board member votes, estimate the proper Unit votes (weighted as stated in

IV.B.1. above), and report the results. If the President is not able to determine by estimate the proper Unit votes, or if any Board member so requests, a fully counted Unit vote shall be made. A chart with the proper weighted number of votes by Unit shall be maintained by the District Secretary to facilitate such voting. Approval shall be by one half plus one Unit votes, as stated in IV.B.1., of those present unless otherwise set forth.

#### ARTICLE V: POWERS OF THE BOARD OF DIRECTORS

The Board of Directors of the District shall have the following powers:

- A. To determine the place and date for any Regional Tournaments held within the District, and to establish the schedule of events and arrange for adequate staff, playing accommodations, and hotel rooms;
- B. To acquire, hold, administer and dispose of any funds or property acquired by the organization, including the receipts of Regional Tournaments;
- C. To employ personnel to serve the organization at the discretion of the Board of Directors, and to supervise their conduct and fix their compensation;
- D. To determine eligibility to participate in Regional Tournaments held in the District and to discipline any ACBL member in accordance with ACBL Bylaws, Rules, and Regulations;
- E. To determine written Policies and Procedures, consistent with these Bylaws, that govern the day-to-day operations of the District.
- F. Such further powers within the Bylaws and Regulations of the ACBL as may, from time to time, be delegated by its Member Units or by the ACBL itself;
- G. The Board may not delegate these powers except as specified in these Bylaws or District policy. All such delegation(s) shall be maintained in District files and are subject to regular review and confirmation by the District Board of Directors.

#### ARTICLE VI: MEETINGS OF THE BOARD OF DIRECTORS

- A. The meetings of the Board of Directors shall be called by the President at least three (3) times a year. Whenever the provisions of the Constitution and Bylaws of the District are inapplicable, Robert's Rules of Order shall apply. The first meeting of each calendar year shall be the Annual Meeting at which officers shall be elected. A Board member desiring to include a matter in the agenda of a meeting shall so advise the District Secretary in writing prior to the meeting. The Secretary shall mail the agenda, minutes, committee and Treasurer reports, and any other items for the next Board meeting to each Board member and the Unit

President at least 14 days prior to the next meeting. New business, not included with the mailed agenda, may be introduced at a Board meeting upon determination by the President that the business is of an emergency nature and time remains to fully address the item or by approval of a majority of Board members.

B. Special meetings may be called by the President, or if the President is absent or unable or to act, by the Vice-President or upon written request by any three (3) Directors from three (3) different Units. Written notice of time, place and purpose of such special meetings shall be mailed to each member of the Board of Directors at least five (5) full business days prior to the time at which the meeting is called and discussion at such special meetings shall be limited to the purpose for which the meeting was called.

C. A quorum at any meeting shall consist of Directors from no less than one half of the units of the District.

D. District Board meetings described in VI.A. and VI.B. may be held by electronic means at the President's discretion.

#### ARTICLE VII: DISTRICT OFFICERS

A. There shall be five (5) officers of the Board of Directors of the District: President, Vice-President, Secretary, Treasurer, and Executive Committee Officer. All officers must be members of the District. These officers shall be elected by the Board for a term of one (1) year. Any officer can be removed before the end of the officer's term by a two-thirds (2/3) vote of the Board.

B. Election of Officers:

1. The Nominating Committee shall submit a list of candidates proposed for nomination to the positions of President, Vice-President, Secretary, Treasurer, and Executive Committee Officer for acceptance by the Board of Directors at the last meeting before the Annual Meeting. Additional nominations may be accepted from the floor. Should more than one person be nominated for any office, the names of the candidates nominated at this meeting or nominated in writing and received, with a letter of acceptance, by the District 21 Secretary at least 60 days prior to the Annual Meeting will be placed on a printed ballot to be used at the Annual Meeting. These nominations shall be published in the periodical prescribed in Article II.H. Each nominee may provide the Secretary with a brief written statement to be included in the mailing of the Agenda for the Annual Meeting. Nominations will also be allowed from the floor at the

Annual Meeting, but such nominations shall be considered a “write-in candidate.”

2. No person may run for more than one office during an election.
3. Elections shall be at the Annual Meeting. Printed ballots, in number determined by Unit vote as stated in Article IV.B.1. above, shall be prepared for this election. The ballot shall have the names of all persons, nominated in accordance with Section B.1. above, for all offices and shall include a line for write-in candidates for each office.
4. If only one person is nominated to the position of President, Vice President, Secretary, Treasurer, or Executive Committee Officer, their names need not be included on any ballot and they may be elected by acclamation.
5. The offices of President, Vice-President, and Executive Committee Officer shall be filled by members of the District who have served for at least one year as a member of the Board of Directors.
6. No President or Vice-President shall be eligible to serve more than two consecutive one-year terms.
7. If more than one person is nominated for any office, the officer shall be elected by secret ballot of sufficient members to constitute a quorum as described in Article VI, Section C. Each person nominated for election to an office shall be allowed equal time during the Annual Meeting to make a statement. A majority of votes is necessary for election. If no majority exists on a first ballot for any office(s), the two candidates receiving the largest number of votes for the office(s) will be placed on a second ballot.
8. Officers elected at such a meeting shall take office at the end of the meeting and shall continue in office until the election of their successors at the next Annual Meeting except, however, that newly elected officers shall not have jurisdiction over a Regional Tournament which might be in progress, but shall have supervision and jurisdiction over succeeding tournaments conducted by the District during their administration.

#### ARTICLE VIII: DUTIES OF OFFICERS

A. The President shall preside at all meetings of the Board of Directors. The President shall supervise the management of the affairs of the District and perform all duties incidental to this office. The President shall be a member ex officio of all committees and shall be Chair of the Board of Directors. The President shall be the Chair of the Executive Committee. The President shall

appoint the District Tournament Coordinator who shall maintain a calendar and approve dates for sectional tournaments within the District. The President shall have the power to make an interim appointment to fill any temporary vacancy in the positions of Vice President, Secretary, Treasurer, Executive Committee Officer, Western Conference Representative, and Representative to the Board of Governors, such interim appointments to be effective until the next regularly scheduled meeting of the Board. At the next regularly scheduled meeting of the Board, there shall be an election to fill the vacated position(s) for the remainder of the term, and nominations for the vacated office(s) may be made from the floor.

B. The Vice President shall preside at meetings if the President is unable to act or attend, and shall succeed the President if necessary. If both the President and the Vice President are unable to act then the Board of Directors shall choose a presiding officer from members of the Board.

C. The Treasurer shall have the care, custody of, and responsibility of all funds, securities and properties of the District. The Treasurer shall deposit the funds of the District in such bank as is approved by the Board of Directors. The Treasurer shall keep an accurate account of all receipts and disbursements and shall submit a report at the Annual Meeting and at such other times as may be required by the President or Board of Directors. The Treasurer shall require all persons handling assets of the District to make acceptable records of receipt and distribution of all District assets. Separate records shall be maintained for each separate account and separate District event. The Treasurer shall prepare reports for each of these accounts and events and deliver them to the Secretary at least 15 days prior to the Board of Directors' meetings.

D. The Secretary shall keep the records of the District and minutes of its meetings and shall perform such other duties as are incident to the office. The Secretary shall prepare and mail minutes of the Board of Directors meetings, agendas, Treasurer's reports, if available, candidates' statements, and other matters which have arisen since the last Board Meeting, as well as reports and proposals prepared by any committees, if available. Such mailings shall be to each member of the Board of Directors at least 14 days prior to an upcoming Board meeting. The Secretary shall be a nonvoting ex officio member of all other committees and shall keep a record of all Member Units and their Officers and Director(s).

E. The Executive Committee Officer is a member of the Executive Committee who shall assist with such duties as requested by the President.

## ARTICLE IX: BONDING OF DISTRICT PERSONNEL

The Treasurer, District 21 Tournament Manager (if any) and any other person required to handle substantial assets or regularly handle any assets of the District shall be bonded. Should any such person turn out not to be bondable that person will no longer hold the position.

## ARTICLE X: COMMITTEES

A. EXECUTIVE COMMITTEE: The Executive Committee consists of the President (who is the Chair), Vice-President, Secretary, Treasurer, and Executive Committee Officer. Election to any of those offices by the District Board shall constitute the Board's appointment of that officer to the Executive Committee. The Executive Committee shall be the District's only committee of the Board with full authority to act for the Board in between Board meetings as authorized by California's Nonprofit Public Benefit Corporation Law.

B. The President shall appoint a Chair for each of the following standing committees. The committee Chair shall then form the committee with an appropriate number of members to accomplish its mission.

1. NOMINATING COMMITTEE: There shall be a Nominating Committee to provide nominations for the District Officers in accordance with Article VII.B.1.
2. BYLAWS COMMITTEE: There shall be a Bylaws Committee to review these Bylaws and to propose revisions as needed.
3. TOURNAMENT PLANNING COMMITTEE: There shall be a Tournament Planning Committee to oversee the place, date, and schedule of events for Regional Tournaments held within the District
4. DISCIPLINARY COMMITTEE: There shall be a Disciplinary Committee Chair who will, when necessary, convene a panel to act on disciplinary matters in accordance with the ACBL Code of Disciplinary Regulations. The Disciplinary Committee will have original jurisdiction as provided in the ACBL's Code of Disciplinary Regulations.
5. APPELLATE COMMITTEE: There shall be an Appellate Committee Chair who, when necessary, will convene a panel to hear appeals as provided by the ACBL's Code of Disciplinary Regulations. The Secretary shall notify ACBL headquarters of the appointment of the Chair. Members who serve on an Appellate Committee hearing may not have served on a Disciplinary Committee hearing on the same issue.

C. Other Committees may be appointed by the President as needed to fulfill the purposes of the organization.

#### ARTICLE XI: MEMBER UNITS

A. All Member Units shall retain autonomy in the conduct of their affairs as provided by the Bylaws and Regulations of the ACBL.

B. Each Member Unit shall:

1. Forward names, addresses, ZIP codes, email addresses, and telephone number of its Officers, Director(s) and alternate(s) to the District Secretary immediately upon their selection.
2. Submit proposed dates and locations of its Sectional Tournaments to the District Tournament Coordinator prior to submission to the ACBL for sanction.

#### ARTICLE XII: PROHIBITION AGAINST SHARING

##### ORGANIZATION PROFITS AND ASSETS

No member, director, officer, employee, or other person connected with this organization, or any private individual, shall receive at any time any of the net earning or pecuniary profit from the operations of the organization, provided however that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the organization 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 the organization. All members, if any, of the organization shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the organization, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed as required by the Articles of Incorporation of this organization and not otherwise.

#### ARTICLE XIII AMENDMENTS TO THE BYLAWS

These Bylaws may be amended or repealed at any meeting of the Board of Directors provided the notice of such meeting stating the subject to be considered, including specific wording of any changes, is delivered in writing to each Member Unit and Board of Directors member at least thirty (30) days prior to such meeting. A concurrence of two-thirds of the votes present at any quorum meeting of the Board of Directors shall be required for passage.

Adopted June 6, 1970

District 21 officially recognized by the American Contract Bridge League June 22, 1970.

Amended August 15, 1970, November 13, 1973, July 14, 1979, September 2, 1979, February 17, 1980, August 31, 1986, June 1, 1991, June 5, 1993, June 4, 1994, February 15, 2009, September 6, 2009, May 30, 2020, January 9, 2021, November 18, 2021.