

District 21

American Contract Bridge League

BYLAWS

DEFINITIONS: The terms “write”, “print”, and “mail” and their associated verb or noun forms allow for electronic communication in lieu of conventional means.

ARTICLE I: NAME

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

ARTICLE II: OBJECTIVES

- A. To cooperate with and assist its Member Units (hereinafter “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.

ARTICLE IV: BOARD OF DIRECTORS

The Board of Directors shall be the governing body of District 21.

A. Composition:

1. There are two categories of Board members: Area Directors, who are elected by areas, and At-large Directors, who are elected by the Board of Directors.
2. The Board of Directors shall consist of:
 - (a) 15 Area Directors elected by five areas within the geography of the District;
 - (b) all elected officers. Those who are not Area Directors become At-large Directors upon taking office;
 - (c) up to two At-large Directors added at the Board's discretion at the annual meeting, provided these At-large positions have not been filled by elected officers. .
3. Area Directors shall have a term of two years, starting on January 1. At-large Directors shall have a term of one year, starting immediately after the Annual Meeting and ending at the end of the Annual Meeting of the next year.
4. Each Board member shall have one vote. Board motions shall pass by a majority of those present and voting unless otherwise specified in these Bylaws. A Director may not vote by proxy. A Director who is unable to attend a meeting may personally submit a written ballot to the Secretary by the time of the Board meeting on any motion or nomination that has been presented in the agenda of the scheduled meeting.
5. A Director may resign at any time by written notice to the President.
6. Area Directors who are no longer members of one of the Units in their area shall no longer be members of the Board of Directors. At-large Directors who are no longer members of any Unit in the District shall no longer be members of the Board of Directors.
7. Vacancies shall be filled according to policies set by the Board.
8. Area Directors may be recalled by a two-thirds vote by the area from which they were elected. The District shall hold a special recall election when requested by at least half the Units in the Area Director's

area. At-large Directors may be removed by a two-thirds vote of the Board. If an At-large Director who is removed is also an officer, the removal shall apply to the office position as well.

B. Areas:

1. Only for the purpose of selecting Area Directors, the Units shall be organized into five geographical areas, preferably contiguous, with approximately equal total member populations.
2. The organization of these areas shall be reviewed by the Board every five years at a minimum. A review must take place when a new Unit is created, an existing Unit is dissolved, or two or more Units merge.
3. Each area will elect three Area Directors. Candidates must be members of one of the Units in the Area. All three Area Directors cannot be members of the same Unit unless there are no other candidates from another Unit.

C. Election of Board Members:

1. Elections for Area Directors shall be staggered so that either two or three areas vote in a given year.
2. Votes cast for Area Directors shall be weighted in proportion to the membership of each Unit within the area. Membership totals for each Unit shall be determined as of August 1 of the year of the election.
3. The procedure by which Area elections are held shall be determined by the Board.
4. An Election Committee shall conduct the election, including receiving nominations and counting the votes from each of the Units voting in their Area. If the top three vote earners are all from the same Unit, the candidate not from that Unit, if there is at least one, who attains the next highest vote shall be the third candidate elected for that Area.
5. The Board may elect up to two At-large Directors at the Annual Meeting, but only after the election of officers (see Art VII).

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 appoint members of committees created by the Board;
- 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 governing documents and policies 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. 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.

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 areas. 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 a majority of all the Directors.
- D. District Board meetings described in VI.A. and VI.B. may be held virtually or in person 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. If an officer who is removed is also an At-large Director, the removal shall apply to the at-large position as well.
- B. 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.
- C. No President or Vice-President shall be eligible to serve three one-year terms consecutively in the same office.
- D. Election of Officers:
1. The election of District Officers shall be at the Annual Meeting.
 2. No person may run for more than one Office during an Election.
 3. The procedures for nominating and electing officers shall be determined by the Board.
 4. Officers elected at the Annual Meeting shall take office at the end of the meeting and shall continue in office until their successors assume office. However, if Officers are elected during an ongoing Regional Tournament, they shall not assume office until the Tournament ends.

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 have the power to make an interim appointment to fill any temporary vacancy in the positions of Vice President, Secretary, Treasurer, Executive Committee Officer, and Representative to the ACBL Advisory Council, 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.

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 mail the agenda, minutes, reports of officers and committees and Treasurer reports, and any other relevant items including motions and candidates' statements for the next Board meeting to each Board member and the Unit President at least 14 days prior to the next regular meeting. The Secretary shall keep a record of all Units and their Officers.

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 Board shall appoint members of each of the following standing committees.
1. ELECTION COMMITTEE: There shall be an Election Committee to provide nominations and conduct elections for Directors and for the District Officers.
 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
- C. Other Committees may be appointed by the Board as needed to fulfill the purposes of the organization.

ARTICLE XI: UNITS

- A. All Units shall retain autonomy in the conduct of their affairs consistent with the governing documents and policies of the ACBL.
- B. Each Unit shall:
1. Promptly provide the District Secretary with the contact information of its current officers.
 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 those present and voting 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 (one of two Unit representatives authorized to cast all weighted votes instead of half the votes); September 6, 2009 (the President authorized to fill vacancies temporarily); May 30, 2020 (technical changes reflected limits on District disciplinary authority, deleted outdated phrases); January 9, 2021 (replaced "Representative" with "Director," used gender neutral language, removed District Director's vote); November 18, 2021 (established Executive Committee as a committee of the board and created Executive Committee Officer; all officers become Board members); May 13, 2025 (downsized Board of Directors with elections for Area Directors); June 23, 2026; September 22, 2026.