

BY-LAWS OF SAN DIEGO NORTH COUNTY INLAND UNIT 549

AMERICAN CONTRACT BRIDGE LEAGUE

The Unit functions within the By-Laws and Regulations of the American Contract Bridge League (known hereby as "League") and its District 22 Organization.

OBJECTIVES OF THE ORGANIZATION

- A. To promote and stimulate interest in duplicate bridge among its members and prospective members, and especially to provide them a continuous and attractive program of bridge events.
- B. To promote the development and organization of affiliated clubs within the Unit.
- C. To encourage the highest standards of conduct and ethics by its Members, and to enforce such standards.
- D. To cooperate with, and assist the League in the promotion and conduct of bridge tournaments.
- E. To cooperate in the League's Charity program, and to sponsor and conduct charity events with the object of realizing funds to be devoted to worthy Humanitarian causes.
- F. To conduct such other activities as may be in keeping with its principal objectives.

ARTICLE I

UNIT JURISDICTION

The geographical area within which this Unit shall have jurisdiction shall be such area in North San Diego County as is presently, or may be in the future, assigned to it by the League.

ARTICLE II

MEMBERSHIP

Any person of good moral character and residing within the jurisdiction of the Unit is eligible for membership and, upon application for membership, acceptance by the Unit and payment of the annual membership dues shall become a member. Membership in the Unit shall carry with it membership in the American Contract Bridge League.

ARTICLE III

DUES

Annual membership dues shall be in the amount fixed by the American Contract Bridge League; the Unit does not have the power to levy any special assessment.

ARTICLE IV

MEMBERSHIP MEETINGS

- A. The annual meeting of the members shall be held in November in conjunction with the November Unit Game.
- B. Special meetings of the members may be called at any time by a request to the President by a quorum of the voting members of the Board of Directors of the Unit, by the President of the Unit, or by petition of thirty-five (35) Unit members in good standing, upon ten (10) days' notice to all members. The notice of any special meeting shall contain an agenda of the matters to be taken up at such meeting. Posting the notice and agenda of a special meeting at all clubs within the Unit and on the Unit website will constitute notice to all members.

ARTICLE V

UNIT BOARD OF DIRECTORS

- A. Number of Directors: The affairs of the Unit shall be managed and conducted by a Board of Directors, consisting of ten (10) persons, all of whom must be members of the Unit. No owner or manager of a club within Unit 549's geographical district is eligible for the Board of Directors, where "owner or manager of a club" in this case refers to an individual who operates a for-profit bridge business within Unit 549's geographical district.
- B. Term of Office: Each Director shall hold office for a period of three (3) years, with the elected members staggered to provide continuity of experienced members. Board positions shall be numbered one (1) through ten (10). Board positions one (1) through three (3) will be assigned the first three year cycle, positions numbered four (4) through seven (7) the second cycle and the remaining positions the third cycle. The recording secretary will maintain a record of each Board members number. Nothing in the above shall be construed to mean that a Board member may not be re-elected for subsequent three year terms. Officers will assume duties as of January 1st.
- C. Nomination and Election of Directors: The Board of Directors, at least ninety (90) days prior to the annual membership meeting, shall select a Nominating Committee, composed of three persons, a majority of whom shall not be members of the current Board of Directors. Notice of elections and the names of the Nominating Committee members are then posted on the Unit bulletin board(s), the Unit website and published in the Unit newsletter for September and October. Any Unit member may volunteer for board consideration by notifying any member of the Nominating Committee. Nominations may be submitted to the Nominating Committee by any Unit member with the consent of the nominee. Said Nomination Committee shall meet and prepare a slate of Directors to be placed in nomination.

1. Notice of Election and a request for volunteers and nominees shall be made at the September Unit Game by the Unit Secretary (or other Unit Officer if needed), published in the Unit newsletter and posted on the Unit website.
 2. The names of the persons nominated for Directors by the Nominating Committee shall be made known to the unit members in October at the Unit game. Additional nominations may be made from the floor at the October and November Unit Game by any member, with the consent of the nominee.
 3. The slate of known nominees will be finalized by the Nominating Committee and posted on the Unit website by November 1st. Nominations will remain open until the slate of nominees is submitted at the November Unit Game for membership approval. An affirmative vote in the majority (fifty percent plus one) constitutes approval.
 4. Results of the election will be posted on the Unit website and announced as soon as the count is complete.
- D. Meetings of the Board of Directors: The newly elected Board will hold a preliminary meeting to elect officers and ascertain duties prior to inauguration on January 1st. During its term of office the Board will schedule and hold at least five meetings.
1. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the president, or if he or she is absent or unable or refuses to act, by any four directors (collectively). Notice of the time and place of special meetings shall be given personally or mailed to each director at least five days prior to the date of the proposed meeting.
- E. Quorum: A quorum of the Board of Directors for the transaction of business shall consist of not less than five present voting directors. The President is a non-voting member of the Board and not counted when determining a quorum but may vote to break a tie. Directors who are not physically present will not count towards a quorum and shall not have a vote (by phone, proxy, or email).
- F. Power and Duties: In addition to the powers granted by other provisions of the By-Laws and by the laws of the State of California, the Board of Directors shall have the following powers and duties:
1. To conduct, manage, supervise, and control all of 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.
 2. To acquire, hold, administer, maintain and dispose of the property of the Unit.
 3. To appropriate the funds of the Unit for the purposes set forth in the By-Laws.
 4. To hire and discharge employees, supervise their conduct, and fix their compensation.
 5. To censure, suspend, expel or otherwise discipline any member. However, no member shall be censured, suspended, expelled or otherwise disciplined until he has been furnished with written charges, to which he has had time to reply or until after a hearing of which he has received reasonable notice. He may be represented by Counsel. Disciplinary action by the Unit may be appealed to the National Board of Directors. The right of a member against whom charges are pending to play in tournaments during his appeal shall not be affected unless otherwise directed by the Board.

ARTICLE VI

UNIT OFFICERS

- A. Officers: The officers of the Unit shall consist of a President, Vice-President, Secretary, Treasurer, and a Tournament Director/Club Manager.
- B. Election of Officers: The Board of Directors shall elect a President, Vice-President, Secretary, Treasurer, and Club Manager at the preliminary meeting following the annual membership meeting and prior to January 1st. These persons elected shall hold office for one year or until their successors have been duly elected. The President shall be elected from one of the holdover members of the Board or an existing President that has been re-elected.
- C. Duties:
 - 1. President – The President presides at all meetings of the members of the Unit and all meetings of the Board of Directors. He or she appoints all committees, except those specifically requiring election or approval by the Board of Directors. The President shall appoint from the Board a Membership Chairperson and a Hospitality Chairperson. The President exercises general supervision over the activities of the Unit and performs such other duties as are incidental of his office or which may be conferred on him by the Board. The President is an ex-officio member of all committees except the Nomination Committee.
 - 2. Vice-President – The Vice-President performs such duties as the Board of Directors of the President may prescribe. In the absence or incapacity of the President, the Vice-president assumes the duties of the President. The Vice-President will chair the Ethics Committee and act as Publicity Chairperson.
 - 3. Secretary – The Secretary sends notification of meetings of members and of Directors, and attends and keeps minutes of all such meetings. The Secretary shall maintain a complete file of all correspondence initiated by or received by the Unit and shall receive and file the reports of all officers and committees.
 - 4. Treasurer – The Treasurer has custody of and is responsible for all funds, securities and property of the Unit, and shall deposit the funds in the name of the Unit with such depositories as may be designated from time to time by the Board of Directors. The Treasurer shall disburse the funds of the Unit as ordered by the Board of Directors. The Treasurer shall keep adequate and correct accounts of the properties and business transactions of the Unit, including accounts of its money and properties, liabilities, receipts and disbursements, and shall render to the president and the Directors, upon request, an account of all his transactions as Treasurer and of the financial condition of the Unit. The Treasurer shall keep the Unit's financial affairs in order in conjunction with the Internal Revenue Service and any other outside entities required by law, or as authorized by the Board. Unless a co-signer of checks is ordered by the Board, the Treasurer may sign and issue checks of the Unit when so authorized by appropriate Board action.

5. Tournament Director - The Tournament Director (or Club Manager) shall be responsible for a) obtaining ACBL sanctions for all games held or sponsored by the Unit; b) making arrangements, with the approval of the Board, for game sites; c) making arrangements for directors of all games held; d) ordering all supplies required for tournaments; e) maintaining and accounting for all equipment and supplies owned by the Unit.
6. Membership Chairperson – The Membership Chairperson shall keep or cause to be kept a membership book or listing containing the names and addresses of each member. The Membership Chairperson shall be responsible for the recognizing of Unit members as directed by the Board.
7. Resources Chairperson – The Resources Chairperson shall be responsible for: a) all refreshments served at games held or sponsored by the Unit, and b) maintaining and accounting for all serving equipment owned by the Unit.

ARTICLE VII

RECALLS, VACANCIES, AND APPOINTMENTS

Any Director may be removed for cause at any meeting of the Unit Board of Directors provided two-thirds of those present, constituting a quorum, shall so vote. Three consecutive unexcused absences from meetings of the Board will be considered cause for recall. No Director will be recalled until after due notice and an opportunity to reply to the complaint. When a Director is recalled, or a vacancy occurs for any reason, the remaining Directors will appoint, by majority vote, a successor to hold office until the regular election in November.

ARTICLE VIII

COMMITTEES

The President shall appoint such committees as may be necessary to perform the functions of the Unit. Standing committees shall be appointed with the approval of the Board of Directors. The president should define the duties of each committee. Committee members need not be Board members.

ARTICLE IX

AMENDMENTS TO BY-LAWS

Articles of the By-Laws and portions thereof may be repealed, revised, or amended by a two-thirds majority of the member votes cast at the annual membership meeting or any special meeting called for that purpose. Proposed amendments or changes may be initiated by petition of five members of the Board of Directors, or by petition signed by at least fifty (50) members of the Unit. Petitions should be submitted to the Secretary at least thirty (30) days in advance of the annual membership meeting or any special meeting called for that purpose. The Secretary will

incorporate the text of the proposed amendments or changes in a notice that will be posted at the site of all club games and the Unit website at least ten (10) days prior to the scheduled membership meeting (or special meeting).

ARTICLE X

PARLIAMENTARY AUTHORITY

“Roberts Rules of Order, Amended” shall govern procedure of the membership meetings of the Unit and the meetings of the Board of Directors.