

**BY-LAWS OF: DIABLO VALLEY UNIT 499  
AMERICAN CONTRACT BRIDGE LEAGUE**

The Unit:

The Diablo Valley Unit 499 (hereinafter referred to as the "Unit") is a democratic, nonprofit association of members of the American Contract Bridge League (hereinafter referred to as the "ACBL"), operating as a subsidiary of the ACBL; recognizing the ACBL as the parent organization and functioning within the constitution, By-Laws and regulations of the ACBL.

**FUNCTIONS AND OBJECTIVES**

The function and objectives of the Unit shall be:

1. To promote and stimulate interest in duplicate bridge among its members and prospective members; and especially to provide for them a continuous and attractive program of bridge events.
2. To expand and increase its membership by active efforts to interest new players and enroll new members.
3. To establish and maintain contact with neighboring Units, insuring cooperation on matters of joint interest and mutual support of each other's activities.
4. To prescribe rules of eligibility of participation in tournaments scheduled and run by the Unit.
5. To promote the development and organization of affiliated clubs within the Unit.
6. To consider and pass upon reports of dishonest, unethical, or improper conduct of participants in tournaments and to expel, suspend, or otherwise discipline members guilty of such conduct.
7. To elect or appoint representatives to the National Board of Governors to assist in governing the National organization.
8. To cooperate with and assist the ACBL in the promotion of bridge events.
9. 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 may operate shall be such as is assigned to it by the National Board of Directors of the ACBL and as it may be hereafter amended from time to time. This area for the Diablo Valley Unit is currently designated as all of Contra Costa County east of the San Pablo Ridge (Broadway Tunnel).

**ARTICLE II  
MEMBERSHIP**

1. Any person of good moral character and residing within the playing area of the Unit is eligible for membership.
2. A person shall become a member upon payment of the annual dues and upon agreement to comply with these By-Laws, the Unit's Charter, and with the By-Laws and Charter of the ACBL.
3. Membership in the Unit shall carry with it membership in the ACBL.
4. No one may be a member of more than one Unit.
5. A member in good standing shall enjoy and possess all rights of membership equally with all other members with the exception that anyone becoming a member on or after November 1<sup>st</sup> shall be ineligible to vote in the following election for the Board of Directors.
6. A member is in good standing unless:
  - a. They are delinquent in dues,
  - b. They have been expelled or suspended from membership by the Unit Board in accordance with the provisions of these By-Laws.
7. All references to members in these By-Laws shall be to members in good standing unless otherwise stated.
8. If a member changes their official residence to a place outside of the playing area of the Unit, but within the playing area of District 21, they may elect to remain a member of the Unit.

**ARTICLE III  
DUES**

1. Annual dues shall be that total amount stipulated by the ACBL.
2. The fiscal and membership year shall start on January 1<sup>st</sup> and shall end on December 31<sup>st</sup> of each year.
3. Any person accepted for membership shall pay dues in full at the time of application.
4. New members who are accepted for membership and who pay their dues within ninety (90) days of the close of the current fiscal and membership year shall be members from the date of their acceptance until the close of the subsequent year.
5. The Unit Board of Directors shall have no power to levy any special assessments.

**ARTICLE IV  
MEMBERSHIP MEETINGS**

1. The annual meeting of the membership shall be held in the first quarter of each year.
2. The Board of directors shall fix the date and place of the annual meeting and shall give notice to the membership of such meeting at least thirty (30) days prior to the meeting,
3. Special meetings of the membership may be called at any time by the Board of Directors of the Unit, or by the President of the Board, or by written petition of 10% of the members of the Unit upon thirty (30) days' notice to members. The notice of any special meeting shall contain an agenda of the matters to be considered at the meeting.
4. A statement of the Unit's financial condition shall be made to the members at the annual meeting. Current financial information shall be available to the members at any special meeting which has been called in accordance with the provisions of these By-Laws.
5. A quorum for the transaction of business at any meeting of the membership which has been called in accordance with the provisions of these By-Laws shall consist of 10% of the members.
6. Voting by proxy shall not be permitted at membership meetings.

**ARTICLE V GOVERNING BOARD  
OF THE UNIT**

1. Board of Directors:  
The affairs of the Unit shall be managed and conducted by a Board of Directors which shall consist of from nine (9) to fifteen (15) persons, determined by the Board Members, all of whom shall be members of the unit.
2. Term of Office:  
Each member of the Board of Directors shall be elected for a term of three (3) years. Five (5) directors shall be elected pursuant to ARTICLE IX each year.
3. Election of Officers of the Board:
  - a) The incoming Board of Directors shall elect officers annually at a first meeting of the incoming Board, which meeting shall be after December 5 and prior to December 31. The outgoing members of the Board may attend the December meeting, but shall not have a vote at that meeting. This first meeting shall be conducted by the President of the prior year until the President of the new year is elected, at which point

**ARTICLE IV**

the President of the new year shall preside. In the absence of the

President of the prior year, the first meeting shall be conducted by the Vice-President of the prior year; or by the Secretary or Treasurer in that order in the absence of higher ranking Officers.

- b) All officers shall be members of the Board of Directors.
  - c) The Board shall elect a President, Vice-President, a Secretary, and a Treasurer. The offices of Secretary and Treasurer may be combined.
  - d) Officers shall be elected by a majority of the board.
  - e) No one may serve more than three (3) consecutive years as president.
4. Meetings of the Board:
- a) The President of the Board, or the Presiding Officer at any meeting of the Board, shall conduct the meeting.
  - b) Meetings shall either be in-person, conference call, or via any other conduit where each Board member can listen to and contribute in real time to the merits of a discussion and vote upon proposed actions.
  - c) A quorum for the transaction of business at any meeting of the Board of Directors shall consist of not less than a majority of the Board.
  - d) In any question of procedures which are not specifically described in these By-Laws for the conduct of business of any meeting of the Board of Directors or of the annual or any special meeting of the membership, the authority shall be Robert's Rules of Order.

## **ARTICLE VI FUNCTIONS AND DUTIES OF THE UNIT BOARD OF DIRECTORS**

1. In addition to the powers granted by other provisions of these By-Laws and by the Laws of the State of California, the Board of Directors shall:
  - a. Conduct, manage, supervise and control all of the business of this 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.
  - b. Supervise the observance and enforcement of the ACBL regulations and policies at all Unit and affiliated club games.
  - c. Have the power to suspend, expel, or otherwise discipline any member. But no member shall be censured, suspended, or otherwise disciplined until they have been furnished with written charges to which they have had time to reply and until after a hearing of which they have received reasonable notice. They may be represented by counsel. Disciplinary action by the Unit may be appealed to the National Board of Directors of the ACBL. The right of a member, against whom charges have been filed, to play in tournaments shall not be affected unless otherwise directed by the Board. The Unit Board must schedule a hearing within thirty (30) days whenever charges have been filed. *Such a hearing shall be held by the*

President of the prior year, the first meeting shall be conducted by the *Conduct & Ethics Committee, consisting of a chairman, and from two (2) to six (6) committee members. The findings and recommendations of the*

*committee, based on the hearing, shall be reported to the Unit Board for review and subsequent action. The committee may be composed of Board members or other knowledgeable and appropriate persons selected by the Board. The Board may accept as evidence the report of another ACBL-related organization relative to the charged member.*

- d. Acquire, hold, administer, and dispose of all the property of the Unit.
  - e. Appropriate the funds of the Unit for the purpose set forth in these By-Laws.
  - f. Hire and discharge employees and supervise their conduct and fix their compensation.
  - g. Audit all receipts and disbursements of the Unit.
2. The Board of Directors shall endeavor to meet monthly, but in any event shall hold at least six (6) meetings a year.

## **ARTICLE VII FUNCTIONS AND DUTIES OF THE OFFICERS**

General responsibilities of Officers are:

1. The President presides at all meetings of the members of the Unit and at all meetings of the Board of Directors. He exercises general supervision over the activities of the Unit and performs such other duties as are incidental to his office or as may be assigned to him by the Board.
2. The Vice-President performs such duties as the Board of Directors or the President may prescribe. In the absence or incapacity of the President the Vice-President assumes the duties of the President.
3. The Secretary maintains the records of the Unit, prepares the forms and other data required by the ACBL, and performs such duties as may be prescribed by the Board in keeping with the duties of the officers.
4. The treasurer has custody of and is responsible for all funds, securities, and property of the Unit. The Treasurer is responsible for the accurate keeping of records of receipts and disbursements and for the preparation of financial reports as required by the members of the Board of Directors, or the ACBL.
  - a. The Board of Directors may elect to employ a Recording or Executive Secretary to maintain the clerical and financial records of the Unit under the supervision of the Secretary and/or Treasurer.

## **ARTICLE VIII REMOVAL FROM OFFICE**

Any officer of the Board may be removed from office by a two-thirds vote of the total number of Board members. To remove an officer of the Board, the Board must vote to

schedule a future meeting to consider the removal. The officer in question and all board members must vote to schedule a future meeting to consider the removal. The officer in question and all Board members must be notified in writing of the time and place of such future meeting and of the fact that the vote to remove will be considered. Such notice must be sent by certified or registered mail at least seven (7) days prior to the meeting. The date of the mailing and the date of the meeting shall not be included in counting the seven (7) day period.

**ARTICLE IX  
NOMINATIONS, ELECTIONS AND VACANCIES**

1. A Nominating Committee shall consist of not less than three 3 persons who are members of this Unit, a majority of whom are members of the Board. The Chairman and Committee shall be appointed by the Board of Directors not later than September 1<sup>st</sup> of each year. All candidates shall be interviewed by a member of the Nominating Committee and shall be given thorough information as to the functions and duties of the Board members, with particular attention to the requirement of attendance at Board meetings.
2. The Nominating committee shall name, if possible, at least the number of candidates as there are vacancies to be filled, and shall present the slate to the Board of Directors by October 10<sup>th</sup> of each year.
3. Notice of upcoming vacancies and requests by members to serve on Board of Directors:
  - a) The Board of Directors shall publish at least two notices of upcoming vacancies on the Board between August 1 and September 30 of each year. Such notices shall be posted on the Unit 499 website for at least 30 days and published in the eDeclarer; or published by other means determined by a majority of the Board.
  - b) Any member of Unit 499 interested in serving on the Board must submit a written request (by email or other writing) to the Secretary of the Unit by September 30. That interested member shall be interviewed by a member of the Nominating Committee as described in paragraph 1 above. The Nominating Committee shall include the interested member on the slate presented to the Board by October 10.
4. If the slate of nominees presented to the Board by October 10 contains a number of nominees equal to, or less than, the number of vacancies, no election will be held. Those nominees will become members of the Board effective December 5 of that year, and shall have the right to attend and vote at any Board meeting after December 5.
5. If an election is necessary, the following provisions shall govern the election:
  - a) Each eligible member of this Unit shall be entitled to only one ballot.



- b) Each eligible member shall have one vote for each vacancy to be filled.
- c) All candidates shall have the right to be present during the counting of the ballots.
- d) Ballots shall be distributed in a manner determined by the Board of Directors by November 15<sup>h</sup> and voting shall close on December 1st.

Ballots received after December 1st shall be invalid. All ballots shall be secret.

- e) Directors shall be elected by a plurality vote.

6. The Election Committee

- a) An Election Committee of at least three (3) members shall be appointed by the Board of Directors no later than November 1<sup>st</sup> of each year.
- b) The Board shall name the Chairman of the Election committee and the Board of Directors shall devise any further election procedures needed in addition to those prescribed in these By-Laws which are necessary.
- c) The Election Committee shall notify the candidates of the time and place for counting of the ballots.
- d) The Election Committee shall count the ballots and shall notify the Board of Directors of the results of the election by December 5<sup>th</sup>. The Board shall note the results and shall notify the incoming elected candidates. The elected, incoming Board members shall have the right to vote on all issues submitted to the Board after December 5 of the election year.

7. The "incoming" Board shall meet between December 5 and December 31 to elect new officers as stated in ARTICLE V, paragraph 3 and to conduct any other necessary business. Outgoing Board members may attend such meeting but shall not have a vote in any matter at that meeting.

8. Vacancies on the Board of Directors

- a) Vacancies on the Board shall be filled by appointment of the Board. Such an appointee shall serve the unexpired term. Board members who are absent from two full consecutive regularly scheduled meetings of the Board shall be considered to have vacated the office of Director, unless such absence is condoned by a majority vote of the Board. Board members who become ineligible during a term of office shall vacate the office.

**ARTICLE X  
UNIT PUBLICATION-NOTICE TO MEMBERS**

Notices posted on the Unit 499 website for 30 days and published in the Unit 499 eDeclarer shall constitute sufficient notice to members of Unit 499 for all purposes of these By-Laws.

**ARTICLE XI  
UNIT TOURNAMENTS**

The Unit Board shall have complete authority over all tournaments conducted by the Unit, subject to the rules and regulations of the ACBL.

**ARTICLE XII  
COMMITTEES**

The President of the Unit Board shall name such committees as may be necessary or desirable to perform the functions or secure the objectives of this Unit. The President shall define the duties and limit the responsibilities of such committees. Members or Chairs of committees need not be members of the Board.

**ARTICLE XIII  
AMENDMENTS**

1. Any amendments to these By-Laws which are made mandatory by a change in the By-Laws of the ACBL shall be recorded by the Secretary of the Unit at the direction of the Board, No further approving action need be taken.
2. Any other amendment to these By-Laws may be made in the following manner:
  - a) The proposed amendment must be submitted in writing at any meeting of the Board of Directors;
  - b) If approved by a two-thirds (2/3) vote of those present and voting, it shall be published in the eDeclarer and posted on the Unit 499 website; or published by other means determined by a majority of the Board of Directors then present and voting;
  - c) After the proposed amendment has been published and posted for at least 30 days, the Board of Directors shall again consider the proposed amendment at a meeting of the Board;
  - d) If the Board of Directors considers the proposed amendment as described in c) above and approves the proposed amendment by a second 2/3 vote of those present and voting, the amendment shall be in effect immediately as of the date of the second vote.

The original date of these bylaws was February 25, 1984.

***Amendments to Date:***

1. *Revised 2193- Added Article V Section 3, subsection e which states no one may serve more than three consecutive years as president.*
2. *Revised 2195- Added to Article VI, section c, Disciplinary Powers of the Board: Detailed requirements for a Conduct and Ethics Committee.*
3. *Revised 2/97- Changed Article IV, Section 1 to have Membership Meeting held 1st Q of each Year. Changed Article IV Section 2 to fix the date/place of the annual meeting and give notice by mail 10 days prior to the meeting.*
4. *March 18, 2012; Changed Article XIII to allow amendment of By-Laws by Board of Directors with notice to members.*
5. *Revised April-October 2012- Changed Article IV to reflect changes in quorum and notice requirements. Article V changed to reflect seamless transition period from one administration to the new. Changed Article IX to reflect new nominations, eliminate unnecessary elections, conduct of elections and vacancies. Changed Article X to allow notices to members by eDeclarer and website postings.*