

BYLAWS
DISTRICT TWENTYTWO
ORGANIZATION OF BRIDGE UNITS, INC.
AMERICAN CONTRACT BRIDGE LEAGUE
Revised 1983
Revised 1998
Revised July,1999
Revised August,2007
Revised 2016

ARTICLE I

NAMES

Section 1: This District organization shall be known as District Twenty-Two Organization of Bridge Units, Inc. will be hereinafter called "the District."

Section 2: The American Contract Bridge League will hereinafter be referred to as "the ACBL."

Section 3: The Board of Directors of this organization will hereinafter be referred to as "the Board."

Section 4: The District 22 representative to the ACBL National Board of Directors will hereinafter be referred to as the "District Director."

Section 5: The District is incorporated as a nonprofit corporation governed by the nonprofit corporation law of the State of California.

ARTICLE II

OBJECTIVES

Section 1: The objectives of this organization shall be:

- A. To cooperate with and assist the ACBL in the promotion and conduct of bridge tournaments within the District.
- B. To conduct the Regional tournaments allocated to the District and decide when and where they will be held.
- C. To assist the units of the League within the area of the District in the scheduling and promotion of Sectional Tournaments and to render other assistance when requested by the Unit and approved by the Board.
- D. To promote the highest standards of conduct and ethics for participants in tournaments and to take any and all steps necessary for that purpose.
- E. To seek concerted action on all matters affecting the District, by consultation with and recommendations to the District Director on the National Board of Directors of the ACBL.
- F. To act as a fact finding body in connection with any matter arising within the District.
- G. To encourage qualified candidates to seek the offices of National District Director, first and second alternates, and National Board of Governors Representatives.
- H. To assist club owners and managers in promoting duplicate bridge.
- I. To promote programs of ongoing education for the membership, including teacher accreditation, director certification, and Bridge in the Schools.
- J. To perform such other functions as may promote the best interests of Contract Bridge.
- K. To actively develop new players.

ARTICLE III

MEMBERSHIP

Section 1: All Units of the ACBL which are or hereafter come into being within the geographical boundaries of the District are members of the organization so long as they remain within the District, without requirements of any petition or formal action on the part of the Unit.

Section 2: Any member of the ACBL shall be eligible for membership in any Unit within the District without restrictions as to place of residence. The rules of the ACBL regarding restrictions on activities of nonresident members apply.

Section 3: All member Units retain autonomy in the conduct of their affairs, as provided in the Regulations and Bylaws of the ACBL.

Section 4: Each member Unit will have a voting power proportional to the number of

ACBL members attached to that unit. The voting formula is 1/100 of a vote per ACBL member in the unit. This formula applies to elections, to Bylaw amendments and any other similar activities. The number of individual members in each unit shall be the official membership as of June 30 of each year.

ARTICLE IV

BOARD OF DIRECTORS

Section 1: The District Board of Directors shall consist of nine (9) members. Eight (8) members shall be area representatives elected by Units within the District in a manner hereinafter described. The ninth member shall be the District Representative to the National Board of Directors of the ACBL.

Section 2: For the purpose of representation on the Board, the District shall consist of four (4) separate areas as follows:

Area I: The Units 514, 528, 532, 540, 542, 543, 547 and 548.

Area II: The Units 516, 517, 518, 533, 534, 536, and 537.

Area III: The Units 519, 526, 531, 539, and 549

Area IV: The Units 513, 515, 525, 538, and 541.

Section 3: Every five years, or sooner as needed, the Board of Directors shall examine the areas comprising the District and make appropriate adjustments as needed.

Section 4: Each area shall elect two (2) members to the Board, no more than one of which shall be from any one Unit.

Section 5: The term for elected Board members shall be three (3) years. In the event an area realignment causes a current Board member's area of representation to have more than two (2) members, that member shall continue to serve until the conclusion of his/her term.

Section 6: Election to the Board will be for a term of three years, with the terms of elected members staggered to provide continuity of experienced members on the Board. The terms of area representatives from the same area will be staggered such that their terms do not end at the same time.

A. In the event that members presently in office move to a different Unit within the district, they shall continue to serve until the conclusion of their term of office, and they will represent the area that elected them.

B. In the event an area realignment causes a current member's area of representation to be changed, the member will continue to serve until the conclusion of their term of office.

C. In the event that two members of an area have their term of office ending at the same time due to 6.B, the board may either extend the term of one of the members for 1 year, or specify that two members will be elected at the next election, with the one with the most votes elected to a four year term.

Section 7: If at any time a duly qualified member of the Board cannot serve the balance of his or her term, the Board shall appoint a substitute to serve until the next election unless this would result in two members being elected at the same time from the same area. In this case, the Board may appoint the substitute to serve until one year after the next election. Normally the substitute will be from the same area, but if due to the circumstances discussed in Section 6, there are already two members from that area, the appointment shall be made for an underrepresented area.

Section 8: If a duly elected member of the Board misses two (2) consecutive meetings without due cause, and/or is otherwise removed for cause, a replacement shall be elected per terms in Article IV, Section 7.

Section 9: Prior to each September, the District Secretary will assist the Board in conducting the annual election as follows:

A. During the first week of September of each year, the secretary shall request the member Units of those Areas holding Board member elections to submit the names of nominees for election to the Board. Nominees must be a member of ACBL and a member of a Unit within the Area. Nominees need not be a member of the nominating Unit or of any Unit Board. Nominations may be made by Unit Boards or by individuals,

including self-nomination. However, no person may be nominated who belongs to a Unit having a member already elected or appointed to serve on the District Board during the following year.

B. Upon receipt of the nominations, the secretary shall prepare a ballot for submission during October to member Units of Areas holding elections, listing the Nominees for election from the Area. Completed ballots are to be returned to the District Director by December 1.

C. Upon return of the ballots, the District Director and a person appointed by the District President and approved by the board shall determine which nominees received the greatest number of votes. The Board will then certify the results.

Section 10: An individual may not be elected to serve on the board for more than three consecutive terms. Exempt from this exclusion are any persons serving on the board as of January 1, 2016. All such persons shall be allowed to serve two additional consecutive terms in addition to the one they are currently serving, notwithstanding the number of terms previously served.

Any person deemed to be "termed out" may be, after the absence of one term, be re-elected for additional series of three terms, providing each such series is subject to this term limit provision.

In the event that a current director leaves the board either voluntarily or otherwise, a previously "termed out" director may take that person's place subject to the existing conditions of the by-laws regarding director replacements".

OFFICERS of BOARD OF DIRECTORS

Section 1: At the last Board meeting in a calendar year, the newly elected members to the Board for the following year shall be invited to attend. After the current Board has completed all appropriate old and new business for the year, the current Board shall adjourn for the year. The newly elected members and carryover Members that will constitute the Board for the following year shall convene for the purpose of electing officers only. The Board shall choose from among its members four officers who shall be President, Vice president, Secretary and Treasurer. The President for the current year shall conduct the nominations and balloting for the new President. The new President shall then conduct the nominations and balloting for the remaining officers. The new Board will conduct no other business until the next meeting in the following year.

Section 2: The District Board Executive Committee shall consist of the President, Vice-President, Treasurer, and National Board member. The duties and authorities of the Executive Committee shall be established by the Board.

Section 3: The Board may appoint committees and delegate to them powers within the authority of the Board. Membership on such committees will be limited to members of ACBL and members of Units within the District. The duties and powers of such committees will be limited to those detailed in the resolution by which they are created.

Section 4: The Board may appoint such other additional persons as it deems necessary for the conduct of the District's business.

Section 5: An officer of the Board serves at the pleasure of the Board and may be removed from that position by the vote of two thirds(2/3)of the Board members. The request for removal may be brought before the Board by any four (4) Board members. This does not remove the board member from serving on the Board. Removal from the board is covered under Article IX.

ARTICLE VI

MEETINGS OF BOARD OF DIRECTORS

Section 1: Official meetings of the Board, no fewer than three (3) per year, shall be held at District Regional Tournaments. Notice of such meetings shall be in writing to each Board member at least forty-five (45) days prior to the meeting.

Notices may be made electronically.

Section 2: The President, or any five (5) members of the Board representing at least three (3) Areas, may call a special meeting of the Board by giving written notice to each member of the Board not less than ten (10) nor more than thirty (30) days in advance. The notice will state the time, place and agenda of the meeting.

Section 3: The President shall preside at all meetings of the Board. If the President is unable to attend a meeting of the Board, the Vice President shall preside; if the Vice President is also absent, the Treasurer shall preside; if the Treasurer is also absent, the Secretary shall preside. In the absence of all of these officers, the Board members present, if they constitute a quorum, shall elect a member to preside.

Section 4: A quorum for the transaction of business at any Board meeting shall consist of five (5) members representatives of three areas within the District. The area of the District Director can be represented by the District Director.

Section 5: A majority vote of those members present shall be necessary to enact a resolution.

Section 6: Proxy voting shall NOT be allowed at any meeting.

Section 7: No person shall preside at any meeting of the Board unless they are a duly elected member of the Board. If a member of the district desires to attend a board meeting, he/she should request an invitation from the president or other board member.

ARTICLE VII

RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The corporate powers, business and affairs of this organization shall be exercised, conducted, and controlled by the Board of Directors.

The Board of Directors shall have the following powers:

- A. To acquire, hold and dispose of any funds or property acquired by the organization, including receipts of Regional tournaments.
- B. To employ personnel to serve the organization at the discretion of the Board.
- C. To borrow money on behalf of the organization, and otherwise to incur indebtedness on behalf of the organization, and to authorize the execution of promissory notes, or other evidences of indebtedness of the organization, and to agree to pay interest thereon, to sell, convey, alienate, transfer, assign, exchange, lease and otherwise dispose of, mortgage, pledge, hypothecate, and otherwise encumber the property real and personal, on behalf of the organization; and generally to do and perform, or cause to be done and performed, every act which the corporation may lawfully do or perform.
- D. To levy dues or assessments on member Units prorated on the basis of membership, which are not prohibited by the Bylaws of ACBL.
- E. To determine the place and date for any Regional tournament held within the District, and to establish the schedule of events.

ARTICLE VIII

DUTIES OF OFFICERS

Section 1: The President shall preside at all meetings of the Board of Directors. The President shall supervise the management of the affairs of the organization and the District, and shall perform all duties incidental to this office. The President shall be a member ex-officio of all committees. He/She shall appoint such special committees as he/she shall, from time-to-time, consider necessary. The President shall execute, with the Secretary, in the name of the organization, all deeds, bonds, contracts, and other obligations and instruments authorized by the Board of Directors to be executed.

Section 2: The Vice President, in the absence of the President or his/her inability to act, shall preside at meetings and succeed the president in the performance of his/her duties.

Section 3: The Treasurer shall have the care, custody, and responsibility of all funds, Securities, and properties of the organization. The funds of the organization shall be deposited in such bank or banks as may be designated by the Board of Directors. The Treasurer shall keep an accurate account of all receipts and disbursements and shall submit a report at all meetings of the Board of Directors and at such other times as may be required by the President or by the Board of Directors. The Treasurer shall provide quarterly financial statements to the District Web-master. The treasurer shall insure that tax returns are filed

annually and correctly.

Section 4: The Secretary shall keep the records of the organization and the minutes of its meetings; shall keep the seal of the corporation and affix the same to such papers and instruments as may be required in the regular course of business; shall make service of such notices as may be necessary or proper; and shall discharge such other duties as pertain to the office or as prescribed by the Board of Directors. The Secretary shall provide to the District Web-master minutes of Board meetings after they have been approved by the executive committee.

ARTICLE IX

IMPEACHMENT

Section 1: A member of the Board of Directors may be removed for cause at any meeting of the Board. The call for impeachment can be made by: (i) a majority vote of a majority of the District Board, or (ii) twenty percent (20%) of the District members by petition, or (iii) a majority vote of the Units in the area that the member represents, with the vote for each Unit apportioned according to the formula Article II, Section 4.

Section 2: Written notice by registered mail shall be given to the full Board and to the Director subject to removal at least thirty (30) and no more than ninety (90) days prior to such meeting.

Section 3: The Director subject to removal shall be given an opportunity to be heard before the District Board of Directors and to be represented by counsel of his/her own choosing. The Director subject to removal may not vote on the question of his/her removal.

Section 4: The removal of a Director shall require a three quarters (3/4) vote of the Board Members present and voting on the issue.

Section 5: For cause shall include, but is not limited to: (i) missing (without just cause) two consecutive meetings of the Board of Directors; (ii) conduct unbecoming a Board member which prejudices the purposes of the ACBL or the District; or (iii) when in the judgment of the Board of Directors the best interest of the ACBL or the District would be served thereby.

Section 6: Any officer appointed by the Board of Directors may be removed from office with a two thirds (2/3) vote of the Board of Directors whenever, in its judgment, the best interest of the ACBL or the District would be served thereby. Removal of Officers of the Board of Directors is prescribed in Article V.

ARTICLE X

AMENDMENTS TO BYLAWS

Section 1: Any member Unit or any member of the Board may submit a proposed amendment to these bylaws to the District President. Proposed amendments must be in writing.

Section 2: A proposed amendment will be considered at the next meeting of the Board, which may be a regular meeting or a special meeting called for that purpose in accordance with Article, VI, Section 2.

Section 3: If a majority of the Board, voting in a regular or special meeting, shall favor such change or amendment, the Board shall submit it to member Units in ballot form for vote.

Section 4: These bylaws may be amended by a two thirds (2/3) affirmative vote of the District members voting during a scheduled election. See Article III, Section 4.

ARTICLE XI

EFFECTIVE DATE

These bylaws will become effective whenever decided.