

## BY-LAWS OF ACBL WESTERN NEW YORK UNIT 116

### THE UNIT

The Unit functions within the By-Laws and Regulations of American Contract Bridge League (ACBL) and its District.

### OBJECTS OF THE ORGANIZATION

The objects of the organization are:

- (a) To preserve and promote the best interests of and to stimulate interest in the art of playing competitive duplicate contract bridge and any modifications thereof.
- (b) To cooperate with and assist the ACBL in the promotion and conduct of contract bridge tournaments.
- (c) To encourage the highest standard of conduct and ethics by its members, and to enforce such standards.
- (d) To promote the development and organization of affiliated clubs within the Unit.
- (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 as is presently, or may be in the future, assigned to it by the Board of Directors of the ACBL.

### ARTICLE II

#### Membership

- A. Any person of good moral character and residing within the jurisdiction of the Unit, subject to District regulations, is eligible for membership and no person shall be denied membership because of race, creed, or color.
- B. Such person upon favorable action, shall become and remain members unless:
  1. He changes his residence to a place outside the jurisdiction of the Unit, in which case he shall become a member of the new Unit immediately on processing by the ACBL, of his change of address.
  2. He has failed to pay his dues in accordance with regulations of ACBL.
  3. He has been suspended or expelled from membership in accordance with the regulations established by ACBL and the Board of Directors of the Unit, provided, however, that such regulations shall conform to the rules of due process applicable to membership corporations, and that such regulations as are established by the Board of Directors of the Unit shall not be in conflict with the regulations of the ACBL.
- C. Membership in the Unit carries with it membership in the ACBL.

### ARTICLE III

#### Dues

- A. Annual dues shall be in the amount fixed by the ACBL.

### ARTICLE IV

#### Membership Meeting

- A. The Annual Meeting of the members shall be prior to the first of January each year.
- B. The Board of Directors shall fix the time and place of the Annual Meeting and notify members through the Unit's newspaper and *The Buffalo News*. The notice should be published, and clubs notified, at least ten (10) days before meetings.
- C. Special meetings of the members may be called at any time by the Board of Directors or by the President 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. No other business shall be acted upon at such meeting.
- D. A quorum for the transaction of business at any annual meeting or special meeting shall consist of thirty (30) members.
- E. No proxies shall be permitted.

### ARTICLE V

#### Unit Board of Directors

- A. Number of Directors – The affairs of the Unit shall be managed and conducted by the Unit Board of Directors, which shall not exceed nine (9) persons, all of who must be members of the Unit.
- B. Term of Office – Each director shall hold office for a period of three (3) years. The commencement of the term of office shall be January 1. No director shall be elected for more than two (2) consecutive terms.
- C. Nominations and Election Of Directors
  1. The Board of Directors, at least 120 days prior to the annual membership meeting, shall select a Nominating Committee composed of three (3) persons, a majority of whom shall not be members of the current Board of Directors.
  2. The names of the person nominated as Directors by the Nomination Committee shall be made known to the members at least ninety (90) days prior to said meeting.
  3. Additional nominations may be made by the membership and submitted to the Nominating Committee sixty (60) days prior to the Annual Meeting. Such individual nomination petitions must be in writing, signed by at least twenty-five (25) members in good standing.
  4. Ballots and envelopes will be distributed by the Election Committee to the clubs in the Unit in order that the members may either mail their ballot to the Unit Secretary, bring it to the annual meeting or place said ballot in a ballot receptacle provided at each club which will then be delivered to the Election Committee at the Annual Meeting.
  5. Elections – Every qualified member shall be entitled to one vote for each Director to be elected. All ballots shall be secret. All candidates are entitled to have witnesses at the counting.

6. In the event of a tie vote for a director, the tie will be broken by vote of the Board.
7. Vacancies – Any vacancy on the Board of Directors may be filled by the Board of Directors by an affirmative vote of not less than a majority of the Board plus one. The person so chosen shall hold office until the next election of the Unit membership where the vacancy shall be filled for the remainder of the original unexpired term by the candidate who receives the largest number of votes among the candidates that are not elected for a full term.
8. Meetings - The Board of Directors shall hold a minimum of four (4) meetings a year, the first of which shall be immediately after the Annual Meeting for the purpose of transacting such business as may come before it. The Secretary shall call a meeting of the Board of Directors at the request of the President or upon request, in writing, of five (5) of its members. Such notice shall be mailed not less than seven (7) days prior to the date of the proposed meeting.
9. Quorum – A quorum of the Unit Board of Directors, for the transaction of business shall consist of not less than a majority of the Board.
10. Powers and Duties – In addition to the power herein granted by the provisions hereof, and by the laws of the State of New York, the Unit Board of Directors, shall have powers and duties included but not limited to:
  - a. To acquire, hold, administer, maintain and dispose of all property of the association.
  - b. To appropriate the funds of the Unit for the purpose set forth in the Bylaws.
  - c. To hire and discharge employees and to supervise their conduct and to fix their compensation.
  - d. To audit all receipts and disbursements of the Unit.
  - e. To conduct, manage, supervise and control all of the business of the Unit, included in, but not limited to the conduct of tournaments, the selection of all dates and locations for holding such tournaments and making of all contracts therewith.
  - f. To censor, suspend, expel or otherwise discipline any member. But no Member shall be censored, suspended, expelled or otherwise disciplined, until he has been furnished with written charge, 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 such pendency shall not be affected unless otherwise directed by the Board.
11. Board Membership – the Unit Board shall be the sole judge of its membership.

## ARTICLE VI

### Unit Officers

- A. Number – The officers of the Unit shall consist of President, Vice-President, Secretary, and Treasurer.
- B. Election of Unit Officers – The Unit Board of Directors will elect all officers at its first meeting following the annual membership meeting and the person elected shall hold office for one year or until their successors have been duly elected. No person elected president shall serve for more than two (2) consecutive years. No Unit club owner, manager or principal shall be elected or succeed to the office of President or Vice-President.

- C. Vacancies – Vacancies due to death, resignation, or other causes shall be filled by the President with the Board’s approval.
- D. Duties – The duties of the officers shall be those outlined in the Unit By-Laws and Regulations and such other as may be assigned by the Unit Board of Directors.

ARTICLE VII  
Impeachment

Such person, upon favorable action, shall become and remain members unless:

- A. Impeachment shall go through the following steps:
  - 1. To begin impeachment proceedings a majority vote of the Board is needed.
  - 2. The officer or director must be notified by mail ten (10) days before subsequent hearing. He shall be given an opportunity to be heard by the Unit Board of Directors and be represented by counsel of his own choosing.
  - 3. A 2/3 vote of the quorum is necessary for dismissal of an officer or director at the final hearing.

ARTICLE VIII  
Amendments to the By-Laws

Amendment to the By-Laws may be made by the members of the Unit upon petition signed by at least ten (10) members and submitted to the Secretary at least thirty (30) days in advance of the annual meeting or any special meeting called for the purpose, or upon petition signed by at least four (4) members of the Board of Directors. It shall be the duty of the Secretary to incorporate the text of the proposed amendment in the notice of the meeting. The concurrence of 2/3 of all members that voted shall be required to pass any amendment.

ARTICLE IX  
Tournaments

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

ARTICLE X  
Committees

The President with the approval of the Board of Directors shall appoint such committees as may be necessary or desirable to perform the functions of the organization and shall define their duties. Among the committees appointed by the President shall be the following standing committees: Tournament Committee, Conduct and Ethics Committee, Membership Committee, and Publicity Committee. The Board of Directors shall appoint the appropriate numbers of Unit members, to represent the Unit at District 5 Board Meetings. Representatives so chosen may be, but need not be, Directors of the Unit.