

# Tennessee Valley Unit 165

## Bylaws, November 2006

### Article I – Unit

This organization shall be known as Tennessee Valley Unit 165 (hereinafter referred to as “the Unit”) of the American Contract Bridge League (hereinafter referred to as “ACBL”) and shall function within the ACBL bylaws and regulations.

### Article II – Purpose

The objectives of the organization are as follows:

- To preserve and promote the best interests of and to stimulate interest in the art of playing competitive duplicate bridge and any modifications thereof.
- To cooperate with the ACBL in promoting and conducting bridge tournaments.
- To encourage the highest standard of conduct and ethics by members, and to enforce such standards.
- To promote the development and organization of affiliated clubs within the Unit.

### Article III – Jurisdiction

The geographical area within which the Unit has jurisdiction shall be such area as is presently or may in the future be assigned to it by the Board of Directors of the ACBL.

### Article IV – Membership

#### Section 1. Members

A member shall be any person who is a member of the ACBL and resides within the geographical area over which this Unit has jurisdiction. Any person who lives outside the geographical area over which this Unit has jurisdiction may apply for membership in the Unit according to regulations established by the ACBL.

#### Section 2. Rights and Obligations

The members of the Unit shall have voting rights and any other legal rights or privileges in connection with the governance of the Unit, in accordance with the procedures established by the Board of Directors. Members of the Unit shall be required to abide by, and to conduct themselves in a manner consistent with, the Bylaws, regulations, policies, code of conduct, and ethics standards established by the ACBL.

### Section 3. Termination of Membership

A member shall remain a member of the Unit unless and until (i) he has failed to pay his dues as required by the ACBL, or (ii) he changes his residence to a place outside the jurisdiction of the Unit without taking the necessary steps to retain membership in the Unit, per ACBL regulations, or (iii) he has been suspended or expelled from ACBL membership, in accordance with regulations established by the ACBL, or (iv) he has applied and become a member of a different unit, in accordance with regulations established by the ACBL.

### Article V – Officers and Directors

Specific duties for officers and directors shall be spelled out in the Unit’s Policies and Procedures manual.

#### Section 1. Officers

The officers of the Unit shall be President, Vice President/President Elect, Corresponding Secretary, Recording Secretary, and Treasurer.

#### Section 2. Term of Office

Officers shall be elected for a two-year term, except for the Vice President/President Elect, who shall be elected to a four-year term: two years in the office of Vice President, followed immediately by two years in the office of President. In such case that the Vice President/President Elect should not be able to assume the office of President after two years as Vice President, a President shall be elected to serve a two-year term.

#### Section 3. Duties

The President shall preside at all meetings of the Board of Directors and of the Unit, supervise the management of Unit affairs, and perform all other duties incidental to the office. The President shall be an ex-officio member of all committees except the nominating committee.

The Vice President/President Elect shall assume the duties of President when necessary and shall perform other duties as required.

The Corresponding Secretary shall handle all Unit correspondence, as directed by the Board of Directors.

The Recording Secretary shall maintain a roster of all Unit members and shall record minutes of all general membership and Board of Directors meetings.

The Treasurer shall receive and deposit monies, pay bills, keep records, and report on finances to the Board of

Directors. In addition, the Treasurer shall publish an annual financial report.

#### **Section 4. Removal from Office**

In the case of nonperformance in office or other impeachable issue, an officer may be removed by a two-thirds majority vote of the Board of Directors. The officer in question shall receive written notice of impeachment proceedings, sent by registered mail, at least ten (10) days in advance of the meeting at which the vote will be taken.

#### **Section 5. Vacancy in Office**

Should a vacancy in office occur, the Board of Directors shall appoint a member to complete the current term of office. Should a vacancy occur in the office of President, the Vice President/President Elect shall assume that office. In such case, the Board shall appoint an interim Vice President, to serve until the next annual meeting, at which time a Vice President/President Elect shall be elected to serve the remainder of the term.

### **Article VI – Board of Directors**

#### **Section 1. Membership**

The Board of Directors shall consist of the elected officers, the immediate past president, and four Directors at Large. Directors-at-Large shall be elected in the same manner as officers of the Unit and shall serve a two-year term.

#### **Section 2. Duties**

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

In addition to the powers herein granted by other provisions and by the laws of the State of Tennessee, the Board of Directors shall have powers and duties, including, but not limited to, the following:

- Conduct, manage, supervise, and control the business of the Unit.
- Conduct Unit tournaments.
- Employ and discharge employees, supervise their conduct, and fix their compensation.

#### **Section 3 – Executive Committee**

The Executive Committee shall consist of the elected officers and shall have the power to act for the Board in an emergency.

#### **Section 4. Meetings of the Board**

The Board of Directors shall hold an annual meeting and other business meetings as required.

Meetings of the Board of Directors are open to the members, who shall have neither voice nor vote. All Unit clubs shall be advised of all actions taken by the Board.

#### **Section 5. Quorum**

A quorum of the Board of Directors or Executive Committee for the transaction of business shall consist of a majority of the board or committee.

#### **Section 6. Vacancy**

In the event of a vacancy in the office of Director at Large, the Board of Directors shall appoint a member in good standing to fill that office for the balance of the unexpired term.

### **Article VII – Meetings**

#### **Section 1. Annual Meeting**

There shall be an annual meeting held in conjunction with a tournament or a special event that Unit members attend, preferably in the March–June period of the year. Election of officers and other Unit business shall be conducted at this meeting.

#### **Section 2. Special Meetings**

Special meetings to consider specific matters may be called at any time by a majority vote of the Board, by the President, or by petition of at least five (5) percent of the Unit members. Notice of the time, place, and agenda of such a meeting must be given by email or mail at least ten (10) days in advance of the meeting date. No other business may be enacted upon at such special meetings.

#### **Section 3. Voting**

Each member of the Unit shall have one vote. Members may be asked to provide proof of membership in the ACBL. No proxies shall be accepted for measures regarding Unit business.

### **Article VIII – Finances**

#### **Section 1. Fiscal Year**

The fiscal year shall run from the first day of April to the last day of March.

#### **Section 2. Dues**

The Unit shall set no Unit dues.

#### **Section 3. Bank Protocol**

All funds shall be deposited in a bank designated by the Board of Directors. Checks shall be signed by either the Treasurer or the President.

### **Section 4. Auditor**

An audit of the Unit financial records shall be conducted annually prior to the annual meeting by a qualified person designated by the President.

## **Article IX. Elections**

### **Section 1. Time and Method of Nominating**

The Board of Directors shall appoint a Nominating Committee, consisting of the immediate past President, who shall serve as chair, and two additional persons from the at-large membership. Such appointment shall be made no later than two months prior to the Annual Meeting. If the past president is no longer an active member of the Board, the Board shall appoint a previous past President to chair the committee. This committee may, at its discretion, appoint up to two additional members. Current board members may be appointed so long as the majority of the committee is at-large members.

### **Section 2. Nominating Committee Duties and Responsibilities**

The Nominating Committee shall report to the Board of Directors its selection of (at least) one candidate for each officer and director position to be voted on at the Annual Meeting. Only members in good standing, as defined by the ACBL, may be nominated for an office. No nominee shall be required for the office of President—the current Vice President/President Elect shall assume that office and no vote is required.

The Nominating Committee, in selecting candidates for the officer and Director-at-Large positions, shall give consideration to the geographical distribution of the Unit membership.

The Nominating Committee shall report its selections to the membership one month prior to the Annual Meeting. The committee shall call for nominations from the floor at the annual meeting. Additional names placed into nomination shall be accepted provided that the nominee states a willingness to serve if elected.

### **Section 3. Time and Method of Election**

The election shall be by popular vote of Unit members and shall take place at the Annual Meeting. A secret ballot shall be required in a contested election. If there are no contested offices, a voice vote shall be called, unless a secret ballot is requested and approved by majority vote. A majority shall elect. If more than two candidates are nominated for an office, a plurality shall elect.

The Unit shall provide reasonable advanced notice of the meeting and the election to all members. The Unit may advertise the election meeting in its own publication or send out a special mailing to all members. The Unit may announce the election at its games and meetings or in the publications of clubs that hold sanctioned games. Voting shall be conducted following procedures established by regulations.

## **Article X – Committees**

The President shall appoint such committees as are necessary to perform the functions of the organization, and shall define committee duties.

The following standing committees shall be maintained: Disciplinary, Education, and Publicity.

A Unit coordinator shall be appointed to coordinate all special games (Unit tournaments, North American Pairs, and so on) with the District coordinator.

## **Article XI – Parliamentary Authority**

The current edition of *The Standard Code of Parliamentary Procedure* governs this organization in all parliamentary situations that are not provided for in the law or in its bylaws or adopted rules.

## **Article XII – Amendments**

Amendments to these bylaws may be made by the members of the Unit upon petition of five (5) percent of the members and submission to the Recording Secretary at least thirty (30) days in advance of the Annual Meeting or any special meeting called for that purpose or by 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. Bylaws amendments shall be approved by a two-thirds vote of Unit membership present and voting.