

# By-laws of the Dutchess County Bridge Association

## Preamble

The Dutchess County Bridge Association (DCBA) is Unit 186 of the American Contract Bridge League Inc. (ACBL). It is a nonprofit membership corporation organized under the Membership Corporation Law of the State of New York, now governed by the Not-for-profit Corporation Law. Unit 186 operates within the geographical boundaries assigned to it by the parent body.

## Article I. Purposes

The objectives of this organization are:

1. To preserve and promote the best interests of and to stimulate interest in the art of playing competitive duplicate bridge and any modifications thereof;
2. To cooperate with, and assist the ACBL in the promotion and conduct of contract bridge tournaments;
3. To encourage the highest standards of conduct and ethics by its members, to enforce such standards, and to censure, bar or suspend persons who violate such standards;
4. To promote the development and organization of affiliated clubs within the DCBA;
5. To conduct such other activities as may be in keeping with its principal objectives.

## Article II. Jurisdiction

The geographic area within which this unit shall have jurisdiction shall be Dutchess County, New York or such other locality as may in the future be assigned to it by the ACBL.

## Article III. Membership

Section 1. Any person of good moral character and residing within the jurisdiction of the DCBA, subject to Unit and District regulations, is eligible for membership, and no person shall be denied membership because of race, creed, color or sex.

Section 2. Such person, upon favorable action, shall become and remain a member unless:

- A. He changes his residence to a place outside the jurisdiction of the DCBA, in which case he shall become a member of the new Unit immediately upon processing of the ACBL of his change of address. If in conformity with the ACBL and District regulations, he obtains the requisite approvals and consents from the new unit and DCBA, he may be reinstated in the DCBA although not a resident in the geographical area assigned to the DCBA;
- B. He has failed to pay his dues in accordance with regulations of the ACBL;
- C. He has been suspended or expelled from membership in accordance with regulations established by the ACBL and DCBA provided, however, that such regulations shall conform to the rules of due process applicable to membership corporations, as established by the Board of Directors (Board) of the DCBA.

Section 3. Membership in the DCBA carries with it membership in the ACBL.

Section 4. Membership in the DCBA may also be acquired in such manner as may be described by the Board in accordance with the ACBL and District regulations.

## Article IV. Dues

Annual dues shall be in the amount fixed by the ACBL, payable in advance on or before January 1 of each year. Included in said dues is a charge for a subscription to the official publication. Payment of dues shall be made to the ACBL. There shall be no abatement or refund of dues.

## Article V. Rights and Privileges of Members

Section 1. Each member of the DCBA in good standing shall have the right to enter any and all tournaments conducted by the DCBA unless the Board or

Executive Committee of the Board or the Tournament Committee of the DCBA determines that such member is ineligible.

Section 2. Each member of the DCBA in good standing shall be entitled to vote in all elections of Officers and Directors, and to vote on all matters brought before any annual or special meeting of the membership.

Section 3. Each member of the DCBA in good standing shall be eligible for election as an Officer or a member of the Board or for appointment as a member of any committee of the DCBA, subject to the restrictions hereinafter imposed.

Section 4. For the purpose of these By-laws, a member shall be considered in good standing if his dues for the current year are paid and he is not suspended or expelled from membership in either the ACBL or DCBA.

## Article VI. Membership Meetings

Section 1. The annual meeting of the members of the DCBA shall be held each calendar year during April or May.

Section 2. The Board shall fix the time and place of the annual meeting and shall give notice thereof at least 20 days in advance of the meeting by publication in the official publication or by mail. The official publication, henceforth, shall mean the official publication of the DCBA.

Section 3. Special meetings of the members may be called at any time to consider specific subject matters by the DCBA Board, by the President, or by petitions of 30 of the members. Notice of the time and place of any special meeting shall be given by mail or by publication in the official publication of the DCBA at least 10 days before such meeting. 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 special meeting.

Section 4. A quorum for the transaction of any business at any annual or special meeting shall consist of 25% of the members.

Section 5. No proxies shall be permitted unless authorized by the Board and contained within the notice of the meeting.

## Article VII. Board of Directors

Section 1. The government and affairs of the DCBA shall be vested in and conducted by its Board, which shall consist of its four Officers, its immediate past president as provided for in Section 2 hereof and nine elected Directors as provided for in Section 3 hereof. Each Officer and Director shall be a member of the DCBA in good standing. The Board shall have a maximum of 14 members.

Section 2. The officers of the DCBA shall consist of a President, Vice-president, Secretary and Treasurer, all of whom shall be elected by the members as prescribed in Article IX. Their respective terms of office shall be two years commencing from the annual meeting and until their respective successors have been installed. The immediate past president shall be an additional member of the Board as long as his immediate successor shall remain in office, but for a minimum of 24 months and a maximum of 48 months.

Section 3. The Directors shall be divided into three classes each containing three Directors. Upon expiration of the term of each class of Directors, the new Directors shall be elected for a full three years. The Directors of the DCBA shall be elected at the annual meeting as provided in Article IX.

Section 4. The duration of office of any Director or officer who is absent from three consecutive meetings of the Board shall automatically terminate unless such absence is excused by the Board for good and sufficient reasons. Such termination shall be deemed to create a "vacancy".

Section 5. Meetings. The Board may hold a meeting without notice immediately after the annual meeting. The Secretary shall call meetings of the Board at any time at the request of the President or upon request of three of its members. Notice of such meeting shall be made not less than ten days prior to

# By-laws of the Dutchess County Bridge Association

the date of the proposed meeting. Forty percent of the members of the Board shall constitute a quorum.

Section 6. Powers. In addition to the powers granted by other provisions of these By-laws and the Laws of the State of New York, the Board shall have the following powers:

- A. To acquire, hold, administer, maintain and dispose of all the property of the DCBA;
- B. To appropriate the funds of the DCBA for the purposes set forth in the By-laws;
- 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 DCBA.
- E. To conduct manage, supervise and control all the business of the DCBA including but not limited to the conduct of tournaments, the selections of all dates and locations for holding such tournaments and making all contracts in connection therewith.

## Article VIII. Officers

Section 1. Number. The officers of the DCBA shall consist of a President, Vice-president, Secretary and Treasurer. No officer of the DCBA shall receive any compensation for services rendered as such officers.

Section 2. Duties of Officers. The duties of the officers shall be as follows:

- A. President. The President shall preside at all meetings of the DCBA and of the Board. The President shall have the power to appoint and remove the members of any committees, shall exercise general supervision over the activities of the DCBA and perform such other duties as are incidental to the office or which may be conferred on it by the Board. The President shall be a member ex-officio of all committees except the nominating committee.
- B. Vice-president. The Vice-president shall perform such duties as the Board or the President may prescribe. In the absence or incapacity of the President, the Vice-president shall assume the duties of the President. The Vice-president shall be the Tournament Chairman whose duty it shall be to plan and conduct the tournaments of the DCBA. This office shall exercise general jurisdiction over all tournament matters except as herein otherwise provided. This shall include the right to bar an individual for just cause on a temporary basis.
- C. Secretary. The Secretary shall give ten days notice and shall attend all meetings of the DCBA and Board and shall keep minutes of all such meetings and shall conduct all correspondence of the DCBA. The Secretary shall also be custodian of the seal of the DCBA.
- D. Treasurer. The Treasurer shall have the care of and be responsible for all funds, securities and properties of the DCBA, shall deposit all the funds of the DCBA in such bank or banks as the Board may designate, shall submit financial reports to the Board at each meeting of the Board and an annual report to the membership, shall make payments from the DCBA funds approved by the President or other such person or persons empowered by the Board to incur financial obligations on behalf of the DCBA. All checks of the DCBA shall be signed by the Treasurer or President and any other persons designated by the Board to sign jointly with the President or Treasurer.

Section 3. Vacancies. Vacancies in any office or on the Board shall be filled at any meeting of the Board. The electee must have received a majority vote of the full Board. The person so appointed shall hold the position to which he was appointed until the next regular election, at which time his successor shall be elected to fill the unexpired term of the vacancy, if any, then remaining. The failure of the immediate past president to qualify or to serve as a member of the Board shall not create a vacancy within the meaning of this section.

## Article IX. Nominations and Elections of Officers and Directors

Section 1. Nominating Committee. Prior to December 1 of each year, the President shall appoint three persons who shall be charged with the duty of nominating at least one candidate for each office when appropriate, at least one candidate for each Director and at least one candidate to fill each additional vacancy on the Board. The Nominating Committee may nominate more than one person to run for any or all positions. The Nominating Committee so appointed shall be composed of three persons, not more than one of whom shall

be a Director or officer of the DCBA. No member of the Nominating Committee shall be nominated as candidate for election.

Section 2. A notice shall be placed in the November-December issue of the official publication of the DCBA designating a person to whom all suggestions for nominations for office shall be made. These suggestions shall be considered by the Nominating Committee. The Nominating Committee shall present a written report of the nominations to the President and Secretary of the DCBA prior to March 1 of each year. Such report shall be published in the March-April issue of the official publication of the DCBA.

Section 3. Additional nominations shall be made by petition on the official form supplied by the Secretary or on any form substantially similar. The petition must include names, both printed and signed, ACBL player numbers and addresses of 15 members in good standing. A properly executed petition shall be deemed valid when submitted to the Secretary of the DCBA with a copy to the President by March 1. No member may sign more than one petition for any position being filled.

Section 4. If for any reason there should be a vacancy among the Nominating Committee's designees for the ballot prior to March 1, whether caused by death, declination of nomination, resignation or otherwise, the Nominating Committee shall, no later than the second Thursday of March, meet and nominate a new candidate to fill the vacancy and shall submit its report to the Election Committee for proper preparation and revision of the ballot.

Section 5. If an unopposed candidate for President, Vice-president, Secretary or Treasurer shall die, decline, resign or be otherwise unable to serve subsequent to March and prior to the Annual Meeting, the Nominating Committee shall reconvene prior to the Annual Meeting, designate its candidate to fill the vacancy, and present its candidate at the Annual Meeting when nominations will be permitted from the floor and when the election shall take place by written ballot there distributed.

Section 6. Manner of Voting.

- A. Uncontested Election. If there is only one candidate for any position, the election for that position shall be conducted at the Annual Meeting. Any election in which the positions of Director of varying length terms are to be filled shall be considered a contested election.
- B. Contested Election Procedures.
  - 1) If there is a contest for any position, the election for such position shall be conducted by a mail ballot sent to all members of the DCBA in good standing as recorded on the DCBA runoff list issued immediately prior to March 31. The ballot shall be mailed to said members at their addresses of record as shown on the aforesaid list. The ballot shall contain only the names of the candidates and the positions for which they are running. Candidates to the Board shall be arranged alphabetically according to their surnames without regard to duration of term and a direction shall be made that as many candidates may be voted for as there are vacancies to be filled. A resume of each candidate shall accompany the ballot. The resume shall not exceed 100 words and shall indicate the manner of nomination of each candidate. The ballot shall be returned in a double envelope provided with the ballot; the member casting ballot shall sign the outer envelope and with his ACBL Player Number and residence address under his signature. The inner envelope shall have no identifying mark as to who cast the vote.
  - 2) A member who states that he received no ballot or that it has been lost, misplaced or destroyed shall be given another ballot. No ballots shall be distributed or mailed except by members of the Election Committee.
  - 3) Director: Combination of full terms with unexpired terms. Where more than one office is to be filled and there is a variance in the length of terms, the candidate receiving the largest number of votes shall be entitled to the longest term and the candidate receiving the next largest number of votes shall be entitled, in decreasing order of the respective number of votes, to the several offices, in decreasing order of the length of such terms or unexpired portions of such terms.
  - 4) The Election Committee shall notify each candidate of his right to designate an inspector to be present at the canvass of the returns and ballots that shall be opened and sorted in a manner to preserve the secrecy of the voting member.



# By-laws of the Dutchess County Bridge Association

- 5) The Chairman of the Membership Committee shall make the membership list available to the Election Committee.
- 6) All votes cast for a person who has died, declined, or resigned, or who has not been nominated shall be null and void. Ballots must be received three days prior to the Annual Meeting to be counted in the final tally.
- 7) The results of the election shall be announced at the Annual Meeting. If a person is elected to more than one position, he shall be considered elected only to the higher position or longer term.

## Article X. Removal of Officers and Directors

Section 1. Any Officer or Director may be removed with cause at any meeting of the Board called for that purpose by a vote of two-thirds of the Board present at such a meeting.

Section 2. Any Officer or Director against whom charges shall be brought shall be notified in writing, by certified mail, of the charges against him, at least 10 days prior to the meeting and shall be given an opportunity to be heard before the Board and the right to be represented by Counsel of his own choosing and expense. The action taken by the Board shall be conclusive and final.

## Article XI. Committees

Section 1. The President shall appoint the following standing committees:

- A. The Executive Committee shall consist of the officers and one Director elected by the Board. This committee shall have and exercise all powers of the Board between meetings of the Board. Action shall not be taken by this Committee without the affirmative vote of a majority of its members and only upon such matters as require immediate attention and cannot wait the calling of a meeting of the Board.
- B. Conduct and Ethics Committee. It shall be the duty of the Conduct and Ethics Committee to inquire into and entertain any complaint or charges against any member or player involving conduct, deportment or ethics at any tournament and to report its finding of fact and its recommendations to the Board for such action as the Board shall consider proper and in the best interest of the DCBA.
- C. Membership Committee. It shall be the duty of the Membership Committee to promote membership in the DCBA. The Membership Committee shall submit a membership report at each board meeting and shall also maintain an up-to-date mailing list and a roster of all paid members.
- D. Publicity Committee. It shall be the duty of the Publicity Committee to secure publicity for all tournaments and other matters conducted by and related to the DCBA.
- E. Auditing and Finance Committee. There shall be an Auditing and Finance Committee comprised of two persons who shall be charged with the duty of auditing the receipts and disbursements of the DCBA. They are empowered to demand and receive detailed records of all sources of income and disbursements from those collecting and paying out the same and may make such rules as they deem necessary to assure themselves full knowledge of fiscal affairs of the DCBA. They shall assist in the preparation of the budget. They shall report periodically to the President and shall audit the books of the DCBA at least once a year during the first quarter of the year and at such other times as are deemed necessary.
- F. Election Committee.

Section 2. Except as otherwise herein set forth, all committees shall be appointed by the President who may designate the chairman. The size of the Committee, unless otherwise herein to the contrary set forth, shall be fixed by the President. All committees shall have such powers as are herein specifically set forth and such further powers as the President or Board may from time to time delegate to them. The President may establish such further committees as he may deem necessary.

## Article XII. Procedure

Section 1. Order of Business. The order of business at all meetings of the DCBA or Board of Directors shall be as follows:

1. Reading of Minutes
2. Communications and Correspondence

3. Reports of Officers
4. Reports of Committees
5. Unfinished Business
6. New Business
7. Elections

Any question as to the order of business shall be decided by the President without debate. The order of business may be altered or suspended at any meeting by a majority vote of the members present.

Section 2. Robert's Rules of Order Revised shall be accepted as the governing authority for the DCBA in all matters not specifically covered by the By-laws.

## Article XIII. Amendment of By-laws

Section 1. Amendment of the By-laws may be made at any regular meeting or special meeting of the Board, provided twenty days notice in writing has been given to the members of the Board announcing the intention to amend these By-laws at said meeting and submitting the text of the proposed amendment. The concurrence of two-thirds of all Directors present and voting shall be required to pass any amendment.

Section 2. Amendment of these By-laws may also be made by the members of the DCBA upon petition signed by at least fifteen members and submitted to the Secretary at least sixty days in advance of the Annual Meeting or any special meeting called for such purpose. It shall be the duty of the Secretary to incorporate the text of the proposed amendment in the notice of such meeting.

Section 3. It shall be the duty of the Secretary or proxy thereof at the Annual Meeting or at a special meeting called for that purpose to read to the membership any amendments of these By-laws passed by the Board. These amendments shall be published in the official publication prior to being read. The membership may reject any such amendment by majority vote but any action of the Board taken pursuant to such amendment and prior to its rejection shall not be impaired.

Approved by the DCBA Board of Directors

Date

7/1/97 *Maryann S. Klopfenstein*

*the* President