

By-Laws
Texas Capital Bridge Association
(Amended by membership vote 12-07)

Article I – Name

The name of this organization shall be TEXAS CAPITAL BRIDGE ASSOCIATION.

Article II – Character, Purposes and Location

This organization is a voluntary, non-profit, unincorporated association. This association functions as Unit 207 of the American Contract Bridge League, Inc., and recognizes the League as being the parent organization and as having authority and control over tournament bridge in North America. This association or Unit exists under the sanction of the League, and functions within the Constitution, By-Laws, and Regulations of the League.

The objectives and purposes of the Unit shall be as follows:

1. To further define and extend the art, science and ethics of contract bridge;
2. To promote the game of contract bridge, and in particular duplicate or tournament bridge in the Unit area;
3. To cooperate with and assist the League and its other units in the planning, promotion and conduct of duplicate bridge games and tournaments;
4. To arrange for and assist others in arranging for duplicate bridge games and tournaments in the Unit area; and
5. Subject at all times to the paramount authority of the League itself, to exercise general supervision over all duplicate bridge games and tournaments held in the Unit area under the auspices of the League.

The geographical area of the unit shall be as fixed by the League, but presently consists of Bastrop, Burnet, Caldwell, Hays, Lampasas, Llano, Travis and Williamson Counties, Texas.

Article III – Membership

Any person of good moral character residing in the Unit area who is interested in bridge may become a member of the Unit provided:

- (1) He/she shall be a member in good standing of the American Contract Bridge League.

Once membership in the unit is granted, it may be renewed from year to year by payment of dues; and no person shall be suspended from membership except for failure to pay his/her dues or on action by the Board of Directors taken in accordance with the By-Laws of the League.

Article IV – Dues

Dues shall be as provided for by the American Contract Bridge League, or as determined by the Unit Board of Directors in accordance with the regulations of the American Contract Bridge League.

Article V – Meetings of the Members

The only regular meetings of the members of the Unit shall be the annual meetings, which, unless otherwise provided by the Board of Directors, shall be held in February of each year. The time and place of such meeting shall be posted at each Unit club's meeting place for a period of no less than two weeks prior to the annual meeting. Five percent of the Unit membership shall constitute a quorum.

The directors may fix a different time for any annual meeting and may at any time call a special meeting of the members of the Unit, but in the event of a special meeting, the time and place of such meeting shall be posted at each Unit club's meeting place for a period of no less than two weeks prior to that meeting. Alternatively, all members of the Unit may be notified by mail.

Article VI – Board of Directors

A. **Number**

The Board of Directors shall consist of nine persons, each of whom shall be a member in good standing of the Unit. In addition, the immediate past-president of the Board shall serve as a non-voting member of the Board for the year following his/her term as president, unless such member would otherwise be a member of the Board.

B. **Terms of Office**

Except as hereinafter provided, each director shall hold office for a period of three years (or until his/her successor is elected) beginning no later than forty-five days following the annual meeting of the membership. In order that the terms of directors shall overlap, one-third (1/3) of the members shall be elected each year. No person shall serve as a member of the Board of Directors for more than seven and one-half (7 ½) consecutive years.

C. **Nomination**

Prior to each annual meeting of the members, the president shall name a nominating committee composed of three members of the Unit. The nominating committee shall prepare a slate of nominees for the places on the Board of Directors; such slate shall consist of twice as many nominees as there are places to be filled, and if the slate of nominees is not included in a written notice of the meeting sent to members, it shall be posted conspicuously for at least ten days prior to such meeting at the place where the annual meeting is to be held. At the annual meeting, the nominating committee shall report its slate of nominees, and additional nominations may be made from the floor by any member.

D. **Election**

The election of directors shall be by secret ballot. Each member of the unit shall be entitled to vote for as many different persons as there are places to be filled, and the persons receiving the highest number of votes shall be elected. As soon after the annual meeting as practical, a ballot listing of the nominees shall be prepared. The directors shall fix the method by which such ballots shall be distributed or made available to the members; the time, place and manner in which such ballots shall be cast; and the time and place when same shall be counted, either by the Board of Directors or a committee named for that purpose. The election shall in all events be concluded within thirty (30) days after the annual meeting. The details of the election shall be announced at the annual meeting, and any nominee so desiring may have a witness present at the counting of the ballots. The results of the elections shall be made known promptly in such manner as the Board of Directors shall direct.

E. **Vacancies**

Any vacancy on the Board of Directors may be filled by a majority vote of the remaining directors and the director thus elected shall hold office until the next Unit election. If time remains on the unexpired term at the time of the next Unit election, the remainder of the unexpired term shall be assigned to the newly elected Board member having the lowest vote count. Fulfilling a vacancy shall not count towards the two successive full term limit provided for in Article VI, F, unless the time thus served exceeds ½ of a full term (1 ½ years.)

F. **Eligibility**

Any member in good standing of the Unit shall be eligible for election to the Board of Directors, except that members cannot be elected to more than two successive full terms, as provided for in Article VI, B.

G. **Meetings**

There shall be no regular meetings of the Board of Directors, but meetings shall be held whenever the business of the Unit requires. A meeting of the Board of Directors, fixed for any reasonable time and any reasonable place, may be called at any time by any

member of the Board of Directors by giving at least three days notice, either written or oral, to each of the other members of the Board of Directors. On written request made by any ten members of the Unit, and stating the general nature of the matters which the members wish the Board of Directors to consider, any member of the Board of Directors to whom such a request is presented shall, within not more than 15 days, call a meeting of the Board of Directors, and advise at least three of the persons signing such request of the date and place of such meeting. Any member of the Unit with legitimate business to present to the Board of Directors may appear for that purpose before a meeting of the Board. The Board may invite any member of the Unit to attend any of its meetings and to participate in its discussions. One-half of the members of the Board of Directors actually serving shall constitute a quorum.

H. **Compensation**

None of the directors shall receive any compensation for services as directors. However, nothing herein shall prevent the Board of Directors from authorizing the payment of reasonable compensation to any of its members for services to the Unit as secretary, or as treasurer, or in some other capacity for which the Board deems compensation justified.

I. **Powers and Duties**

In addition to the powers and duties set forth in other provisions of these By-Laws, the Board of Directors shall have general supervision and control of the affairs of the Unit and shall exercise such powers as are reasonably necessary to the proper management and conduct of the Unit and its affairs. Without in any way limiting the powers of the Board of Directors, it shall have authority to acquire, hold, administer, maintain, and dispose of all funds and property of the Unit, to hire and discharge employees, to supervise their conduct and fix their compensation, and to make all contracts and arrangements necessary in connection with the holding of bridge tournaments by the Unit.

Article VII – Unit Officers

A. **Officers Required**

At its first meeting after March 1st of each year, the Board of Directors shall elect from among its members a president, a vice-president, a secretary and a treasurer; the offices of secretary and treasurer may be combined. The Board of Directors may elect a treasurer from the members of the Board, or may appoint a qualified treasurer from the general unit membership. In the latter case the appointee would be a non-voting member of the Board of Directors. Each of such officers shall hold office until the first meeting of the Board of Directors after March 1 the following year, and if any such officer's term as director shall expire during his/her term as an officer, he/she shall

remain an ex officio member of the Board of Directors until such time as a successor to the office which he/she holds is elected.

B. Other Officers

The Board of Directors may from time to time elect such officers as it deems necessary to the conduct of the affairs of the Unit. Such other officers shall be members of the Unit, but need not be members of the Board of Directors, and shall hold office during the pleasure of the Board of Directors.

C. Vacancies

Any vacancy in any office may be filled by the Board of Directors, except that if the office of president shall become vacant, the vice-president shall succeed to that office.

D. Duties

The duties of the officers shall be those usually pertaining to their offices but shall include any duties specifically set forth herein or specifically delegated to the Board of Directors. Unless the Board of Directors shall otherwise provide, the president shall appoint such committees as he/she deems necessary or desirable, and shall define their duties. The secretary shall maintain at all times a complete list of the names and addresses of the members of the Unit.

Article VIII – Impeachment

Any officer or director may be removed for cause at any meeting of the Board of Directors, provided there has been compliance with the provisions of this article and provided a quorum is present and two-thirds of those present shall vote for removal. The officer or director against whom impeachment charges have been brought shall have no vote in such proceedings, and in determining the number required for a quorum or a two-thirds vote, he/she shall not be considered a member of the Board of Directors. Any officer or director against whom impeachment proceedings shall be brought shall be notified in writing, by registered or certified mail, of the charge against him/her at least ten days prior to the meeting at which same shall be considered, and he/she shall be given the opportunity to be heard before the Board of Directors and to be represented at such meeting by counsel of his/her own choosing. The action taken by the Board of Directors shall be conclusive and final.

Article IX – Duplicate Bridge Games and Tournaments

The Board of Directors shall have complete authority over all duplicate bridge games and tournaments conducted by the Unit, subject to the rules and regulations of the American Contract Bridge League, Inc. The Board of Directors may delegate its authority and responsibilities in connection with any game or tournament to such individuals or committees as

it sees fit. All duplicate bridge games or tournaments conducted by the Unit area, except invitational games, shall be open to all members in good standing of the Unit, except individual members who have been barred for good and sufficient cause, as recognized by the American Contract Bridge League, Inc. However, nothing herein shall be construed as preventing participation in a particular event from being restricted to individuals, pairs, or teams of a certain specified composition, or to players meeting certain master point requirements. In any duplicate bridge game or tournament in the Unit area not conducted by the Unit itself, and in any duplicate bridge game or tournament of local rating conducted by the Unit, the determination of the extent, if any, to which persons not members of the Unit may participate shall be determined by the individual or organization conducting the game, unless the Board of Directors shall specifically otherwise provide. For any tournament of sectional or higher rating conducted by the Unit, the Board of Directors, or tournament chairmen named by the Board of Directors, shall select an eligibility committee, and in the event that the right to participate of any person not a member of this unit is challenged, the matter shall be referred to and determined by such eligibility committee. It is declared to be the policy of this Unit that all persons not members of this unit play in its games and tournaments on invitation from the Unit and not as a matter of right.

Article X – Financial Affairs

The financial affairs of the Unit shall be under the control and management of the Board of Directors. The Unit treasurer, at his or her discretion, may be the sole signer for checks less than \$300. Funds of \$300 or more shall be disbursed only by checks signed by any two of the following: Unit President, Unit Treasurer, and another person designated by the Board of Directors.

The treasurer shall keep accurate records reflecting the financial condition of the Unit, and shall have available a financial report at each annual meeting of the members sufficient to reflect the receipts and disbursements during the preceding year and the present financial condition of the Unit. A copy of such financial report shall be posted for at least ten days after the meeting at the place where the Unit's weekly duplicate game is held. All funds, properties, or assets of the Unit shall be used only in furtherance of the purposes of the Unit, and no part of the funds, or properties, or assets of the Unit shall ever be distributed to or insure to the benefit of any officer, director, or member. In the event of the dissolution of this organization, any funds, property, or assets remaining shall be distributed, as the directors shall determine, to one or more of the following: a successor organization with substantially the same purposes; another Unit or subsidiary organization of the American Contract Bridge League, Inc., or the American Contract Bridge League, Inc., itself or its successor.

Article XI – Amendments

A. Proposal

Amendments may be proposed either by a majority vote of the Board of Directors or by a petition signed by at least ten members of the Unit.

B. Adoption by Members

Any amendment proposed shall be submitted to a vote of the members at the next annual meeting, provided that, if proposed by a petition signed by ten members, such petition was presented to the secretary at least thirty days prior to such annual meeting, and provided further that any proposed amendment may be submitted by the Board of Directors to a special meeting of the members. If submitted at a regular annual meeting for which no notice is required, advance notice to the members of the amendment proposed shall not be required. If submitted at an annual meeting for which notice is required or at a special meeting, the notices of the meeting shall give notice that the proposed amendment will be considered. It shall not be necessary to set forth the proposed amendment at length in the notice, but only a brief statement of the general nature or effect of the amendment shall be required. An affirmative vote of two-thirds of the members present and voting shall be required for adoption of an amendment.

C. Adoption by the Board of Directors

In the event that the Board of Directors, by an affirmative vote of two-thirds of the directors serving shall determine that circumstances are such as to make it necessary or desirable that an amendment be put into effect immediately and that the calling of a special meeting of the members is impractical or undesirable, the Board of Directors may, by such a two-thirds vote, put such amendment into effect immediately; provided, however, that no such amendment shall have the effect of extending the term of any officer or director, depriving any member of his right to vote, or diminishing the notice requirements provided in these By-Laws, and provided further that notice of the general nature or effect of such amendment shall be given to the members of the Unit within thirty days. Any amendment thus adopted shall nevertheless be submitted to the next annual meeting, and shall remain in effect thereafter only if it receives an affirmative two-thirds vote at such a meeting. On petition signed by at least ten members of the Unit, any amendment adopted by the directors shall be submitted to a meeting of the members, either regular or special, within not more than thirty days after the receipt of such petition by the secretary.