

LOUISIANA BRIDGE ASSOCIATION
BYLAWS

ARTICLE I
Organization

Section 1

The name of this organization shall be the LOUISIANA BRIDGE ASSOCIATION—herein after referred to as “The UNIT.”

Section 2

The unit is Unit Number 134 of the American Contract Bridge League (ACBL), and exists under the sanction of the ACBL, the parent organization, and the Metairie Club also called the LBA, currently located on Edenborn Avenue in Metairie, LA. Unit 134 and the Metairie Club are one entity. The Unit functions within the Constitution, By-laws and Regulation of the ACBL. All references to the ACBL regulations in these By-laws shall mean the current ACBL Regulations.

ARTICLE II
Objectives

Section 1

The objectives of the Unit shall be:

- A. To educate, preserve and promote competitive contract bridge;
- B. To cooperate with and assist the ACBL in promoting and conducting contract bridge tournaments;
- C. To encourage the highest standards of conduct and ethics by its members and to enforce such standards;
- D. To educate, promote and encourage new members of the Unit;
- E. To promote the development and organization of ACBL sanctioned clubs within the Unit;
- F. To cooperate in the ACBL's charity program, and to sponsor and conduct charity events with the object of realizing funds to be devoted to worthy humanitarian causes;
- G. To conduct such other activities as may be in keeping with its principal objectives.

ARTICLE III
Membership

Section 1

Any person residing within the jurisdiction of the Unit is eligible for membership

Section 2

All other membership privileges are invoked as described in the ACBL Regulations.

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Section 3

Annual dues are established by the ACBL and are due and payable in accordance with ACBL regulations.

Section 4

A member in good standing shall be entitled to vote or be eligible for election or appointment to any office of the Unit following acceptance to membership in the Unit.

ARTICLE IV
Membership Meetings

Section 1

The annual meeting of the members shall be held during the first sectional, regional or national tournament conducted by the Unit in each calendar year. The Unit Board of Directors shall fix the time and place for the Annual Membership Meeting and give notice no less than twenty (20) days prior to said meeting. In case of emergency, the Board of Directors may postpone or relocate the annual membership meeting.

Section 2

The tournament announcement shall be the notification of the general membership of the unit of the annual meeting. Due Notice of not less than twenty (20) days shall be sent, if possible, to all members and all clubs in the unit.

Section 3

Special membership meetings may be called by:

- A. A two-thirds (2/3) vote of the Unit Board of Directors present and voting at a meeting at which a quorum is present.
- B. A petition signed by no less than fifty (50) members of the Unit.

Section 4

The Unit Board of Directors shall give notice of special meetings to all members not less than ten (10) days nor more than sixty (60) days prior to the meeting. An agenda shall be contained in the notice, and no other business shall be acted upon at such meeting.

Section 5

Twenty-five (25) members of the Unit must be present at the Annual Membership Meeting or at any special meeting of the membership to constitute a quorum.

Section 6

Adoption of any action at the annual meeting or at any special meeting shall require a two-thirds (2/3) vote of those members present and voting, including members of the Board of Directors. No voting proxies will be recognized.

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ARTICLE V
Unit Board of Directors

Section 1

The affairs of the Unit shall be managed and conducted by a Board of Directors consisting of eleven (11) persons, all of whom shall be members of the Unit in good standing.

Section 2

- A. Members of the Board of Directors shall be elected to three (3) year terms, or until their successors are elected, which shall be staggered in order to ensure a carryover of experienced members to each newly constituted Board as follows:
 - 1. In the year 2002, and every three (3) years thereafter, three (3) members shall be elected to the Board.
 - 2. In all other years, four (4) members shall be elected to the Board.
- B. No director shall be elected to more than two (2) consecutive terms of three (3) years or be a candidate for reelection if his election would result in his serving in excess of seven (7) consecutive years. Said director shall be ineligible to serve on the Board of Directors, either by election or appointment, for one year from the date of the expiration of his/her last term as a Board member.
- C. The number of directors to be elected each year shall equal the total number of vacancies on the Board created by the expiration of the three (3) year term of directors elected by the membership, and/or created by the resignation or removal of a director during the prior year. The candidates receiving the highest number of votes in order shall fill the longest available terms in order.

Section 3

- A. The President of the Unit at the time of committee appointments, with the approval of the Board, shall appoint a Nominating Committee composed of three (3) persons, of which no more than one (1) shall be member of the current Board of Directors.
- B. The number of nominees submitted by the Nominating Committee to the membership for consideration as Board candidates shall be at least equal to the directors to be elected. In the event that any nominee withdraws following the public posting of the names of the nominees, the election shall not be invalidated, nor shall the Nominating Committee be required to find additional nominees.
- C. The names of persons placed in nomination shall be made known to the members in the notices of the annual meeting and displayed prominently in the rooms of the Unit at least thirty (20) days prior to the election.

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- D. Any person wishing to be nominated to the Board shall sign a:
WILLINGNESS TO SERVE FORM and submit it no later than December 1st to the Nominating Committee Chairman. If they are a member in good standing, their name will automatically be placed in nomination.

Section 4

- A. An annual election of the Board of Directors shall be held throughout the week of the first sectional or regional tournament in each calendar year.
- B. The President shall appoint an Election Committee to conduct and supervise the election of the Board of Directors, naming the Chairman, and shall submit the names of the Election Committee Members to the Board of Directors for their approval at the November monthly meeting of the Board. No member of the Election Committee shall be a candidate for election. The Election Committee shall be required:
1. To check the eligibility of voters from the list of members in good standing;
 2. To provide a sealed ballot box;
 3. To provide an official ballot;
 4. To keep the voting place open and the ballot box available for thirty (30) minutes before and after the morning/afternoon and evening sessions starting on the Monday of the week of the tournament and continuing until and including thirty (30) minutes before the first session of the last day of the tournament;
 5. To complete the tabulation of the voting no later than the start of the final session of the tournament.
 6. To give the Unit President the report of the results at which time the President shall announce the results;
 7. To give custody of the ballots to the Unit Secretary, who will retain them for thirty (30) days.
- C. Only members of the Unit in good standing (which includes all paid members not on probation or suspension) with the ACBL, and with this Unit shall be entitled to vote in the Unit elections and shall be entitled to one vote for each Director to be elected. No cumulative voting shall be allowed and no proxy votes will be permitted. Write-in votes are invalid and will not be counted.
- D. Ties for last place in the voting will be broken by the Election Committee placing the names of the candidates tied in a container and having the Director of the tournament remove the number of names required to select the remaining positions to be filled. That is, if there are four (4) candidates tied and two (2) vacancies remain, two names will be pulled by the Director.
- E. Each candidate for the Board is entitled to have one witness present when the ballots are counted. Any candidate may inspect the ballots within thirty (30) days after the election.

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Section 5 Vacancies

Any vacancy occurring on the Board of Directors shall be filled by a majority vote of the remaining Board members at the next regularly scheduled monthly meeting of the Board. The newly appointed director shall serve until the next election of the Board by the general membership, at which time the membership shall elect a director to fill the unexpired portion of the term held by the director originally elected. The candidates receiving the highest number of votes in order shall fill the longest available terms in order.

Section 6 Meetings

- A. The Board of Directors shall meet on a monthly basis on the second Monday of each month during the calendar year. The Board, however, shall have the authority to schedule a monthly meeting on a different date by majority vote at the prior month's meeting. In the event of a compelling reason, the President shall have the authority to cancel and/or reschedule a monthly meeting. At any monthly meeting which has been rescheduled, the Secretary shall certify to the Board that all members of the Board have been notified of the change in the date of said monthly meeting.
- B. Any director who is absent from four (4) regularly scheduled or rescheduled monthly meetings during a calendar year, for any cause, shall automatically be removed from office and Section 5 of Article V of these By-laws shall be invoked. For good cause shown, the remaining members of the Board, by a majority vote, may waive this provision and reinstate the absent Board member.
- C. A special board meeting may be called by the President or by written request of five (5) board members directed to the Secretary. The Secretary shall notify all Board members, preferably by telephone, or else in writing, no less than three (3) days before the meeting is to take place.
- D. A quorum of the Board of Directors to transact business shall consist of a majority of the Board of Directors. Robert's Rules of Order (Newly Revised) shall be the parliamentary authority when not in conflict with these By-laws. A copy of Robert's Rules of Order (Newly Revised) shall be made available by the Secretary at every meeting of the Board of Directors and at the general Membership Meeting. A Parliamentarian/Sergeant at Arms shall be appointed by the Board of Directors.

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ARTICLE VI
Powers and Duties

Section 1

In addition to the powers and duties granted by other provisions of these By-laws and by the laws of the State of Louisiana, the Board of Directors shall have the following powers and duties:

- A. To acquire, hold, administer, maintain and dispose of all property of the Unit;
- B. To appropriate the funds of the Unit for the purposes set forth in these By-laws;
- C. To engage service providers as necessary;
- D. To obtain or call for professional advice or services when required;
- E. To make it mandatory that an audit be conducted annually by a person or persons approved by the Board;
- F. To make a financial report at the Annual Meeting;
- G. To conduct, manage, supervise and control all of the business of the Unit, including, but not limited to, the conduct of tournaments, the selection of dates and locations for holding such tournaments, and making all contracts in connection therewith;
- H. To submit a complete financial statement (balance sheet and profit and loss statement) for the preceding calendar year no later than March 31 of each year-- said financial statements to be posted in a prominent place in the Unit's facilities.
- I. Formulate and adhere to an appropriate Conflict of Interests policy.

Section 2 Disciplinary Action

- A. Any complaint presented to the Board of Directors which could involve disciplinary action will be handled by the Unit in accordance with the current ACBL Regulations. To discipline a member after following the procedures outlined in the the current ACBL Regulations, a two-thirds (2/3) vote of the Unit Directors present and voting is required to suspend a member, and a unanimous vote is required for expulsion.
- B. The Board shall have the power to appoint a "Conduct and Ethics Committee" to enforce the Board of Directors' directives concerning improper conduct of a member as outlined in the above referenced ACBL regulations.

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ARTICLE VII

Unit Officers

Section 1

At its first meeting following the annual election, the Board of Directors shall elect a President, a Vice-President, a Recording Secretary, a Membership Secretary and a Treasurer, all of whom must be members of the Board of Directors. The persons elected shall hold office for a year or until their successors have been elected. The office of President may not be held consecutively by one individual for more than two (2) years or until a successor is elected.

Section 2

The officers of the Unit shall constitute the Executive committee of the Board of Directors, and shall have the power to settle any matter which must be acted upon between regularly scheduled meetings of the Board, provided such matters do not conflict with specifics contained in these By-laws. A consensus of the executive committee may be reached by consultation between the president and the other executive committee members.

Section 3

Any vacancy shall be filled by a majority vote of the members of the Board of Directors present and voting at the next regularly scheduled meeting of the Board; provided, however, in the case of a vacancy in the office of the President, the Vice President shall succeed to that office and a new Vice President shall be elected by the Board.

Section 4

The duties of the President, Vice President and Treasurer shall be those outlined in the current ACBL Regulations. The President, the Vice President, Treasurer and the Recording Secretary shall be signatories on all accounts. Additional signatories may be added as deemed necessary by and with the approval of the Board of Directors. The Treasurer shall be bonded, the cost of which will be borne by the Unit. At the discretion of the Board, all additional signatories shall be bonded.

Section 5

The Recording Secretary shall (1) be responsible for notifying the membership and/or the directors of all meetings and shall certify as to such notification as required elsewhere in these By-laws or by the Board; (2) keep the minutes of all meetings of members and directors; (3) complete and file all Unit reports required by the ACBL; and (4) file the reports of all officers and committees. The Membership Secretary shall maintain a roster of Unit members and is responsible for the maintenance of membership records.

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Section 6

The President, with the approval of the Board, shall appoint those Standing Committees as outlined the current ACBL Regulations. The duties of those committees are as prescribed in the current ACBL Regulations.

Section 7

- A. Any Officer or Director may be impeached on the grounds of fraud or malfeasance in office, by a vote of two-thirds (2/3) of the members of the Board of Directors (not including the member charged), present and voting at any regularly scheduled meeting of the Board, or a special meeting called for that purpose.

- B. Any Officer or Director against whom impeachment charges have been brought shall be notified in writing by Registered or Certified Mail, Return Receipt Requested:
 - 1. Of the nature of the charges presented against said Officer or other Board member;
 - 2. Of the name of the person or persons presenting said charges; and
 - 3. Shall provide said officer or other Board member at least ten (10) days notice of the date on which the hearing will be held by the Board of Directors to examine said charges and rule on same.

- C. At the hearing before the Board of Directors, said officer or other director shall have the right to be represented by counsel of his/her choosing.

- D. All members of the Board of Directors shall also receive written notice of the date of the hearing and of the charges presented against the accused Officer or other Director.

- E. A vote of three-fourths (3/4) of the members of the Board of Directors (not including the member charged) present at the hearing shall be required to remove said officer or other member of the Board of Directors.

ARTICLE VIII

Tournaments and Club Games

Section 1

All tournaments and Unit games will be conducted in accordance with the current ACBL regulations.

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ARTICLE IX
Amendments to the By-Laws

Section 1

Amendments to the By-laws may be proposed for the consideration and vote of the membership at any regular or special meeting of the Unit:

- A. By the vote of two-thirds (2/3) of the members of the Board of Directors present and voting at any regular or special meeting of the Board held up to and including the regularly scheduled November meeting of the Board; or,
- B. By a petition signed by at least fifty (50) members in good standing of the Unit and submitted to the Secretary by October 1st, in order to be considered by the membership at the annual meeting in January of the following year, or submitted to the Secretary at least sixty (60) days in advance of any special meeting called for that purpose.

Section 2

The concurrence of a two-thirds (2/3) vote of all members in good standing, present and voting at any regular or special meeting shall be required to adopt any amendment to the By-laws.

Section 3

After one special meeting of the members has been called during a calendar year, the cost of mailing notices for any subsequent special meeting shall be paid by the person, or persons, or committee submitting the petition for such meeting.

ARTICLE X
Parliamentary Authority

Section 1

The rules of parliamentary practice comprised in the current edition of Robert's Rules of Order (Newly Revised) shall govern all proceedings of the Unit and the Board of Directors, except where inconsistent with these By-laws, and shall be subject to any special rules which have or may be adopted.

ARTICLE XI
Dissolution

The Unit may be dissolved by a majority vote of the Board of Directors, in accordance with the rules and regulations of the ACBL.

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