

NORTHERN COLORADO UNIT 363, INC.

BY-LAWS

April, 2004, Revised October 2011

ARTICLE I

Name

The name of this organization shall be the Northern Colorado Unit 363, Inc. hereinafter referred to as Unit.

ARTICLE II

Recognition

The Unit is associated with the American Contract Bridge League, hereinafter referred to as League. The Unit recognizes the authority over and control of contract bridge tournaments by the League. The Unit is a sanctioned affiliate of the League and operates in accordance with the Constitution, By-Laws and Regulations of the League.

ARTICLE III

Objectives

The objectives of the organization shall be:

- A. To preserve and promote the best interest of competitive contract bridge and any modifications thereof;
- B. To cooperate with and assist the League in the promotion and conduct of contract bridge tournaments;
- C. To prescribe rules of eligibility for participation in tournaments under its own auspices;
- D. To consider and pass upon reports of dishonest, unethical or improper conduct of participants in tournaments, and to adjudicate such conduct and take appropriate action, including to bar or suspend persons guilty of such conduct from further participation;
- E. To promote the development and organization of affiliated clubs within the Unit;
- F. To conduct such other activities as may be keeping with its principal objectives.

ARTICLE IV
Jurisdiction

The unit will operate in the geographical area assigned to it by the Board of Directors of the League.

NOTE of information, not a part of these By-Laws: This area is presently the following counties of Colorado: Larimer, Logan, Morgan, Phillips, Sedgwick, Washington, Weld and Yuma.

ARTICLE V
Membership

Section 1: Any person accepting membership in this Unit agrees to comply with the By-Laws and rules and regulations of this Unit and of the League.

Section 2: A member shall enjoy and possess all rights and privileges of membership equally with all other members, except as may be provided otherwise in Section 5 of this Article and other references thereto within these By-Laws.

Section 3: Any person who is a member of the League and resides within the geographical area of the Unit shall be a member of the Unit. Any person who lives outside the geographical area of the Unit may apply for membership in the Unit according to regulations established by the League. Any person who resides within the geographical area of the Unit may apply to become a member of a different Unit according to regulations established by the League.

Section 4: No person shall be denied membership because of race, religion, color, creed, age, ancestry, sexual preference, disability, sex or national origin.

Section 5: A member remains in good standing unless disciplined, changes residency out of the Unit or fails to pay annual dues or Life Master Service fee as required by the League.

ARTICLE VI
Dues

Section 1: Annual dues shall be in the amount fixed by and payable to the League.

Section 2: Members shall pay dues for the entire year without abatement.

Section 3: The Board of Directors of this Unit shall have no power to levy any special assessment.

ARTICLE VII
Unit Board of Directors

- Section 1: The affairs of this Unit shall be managed and conducted by the Unit Board of Directors (hereinafter referred to as the "Board"), which shall consist of 8 members in good standing of this Unit.
- Section 2: The term of office for a Director shall be 2 years.
- Section 3: Four of the 8 directors shall be elected annually in accordance with these By-Laws.
- Section 4: Nominations for director shall be made as follows:
- A. A three-person nominating committee shall be appointed by the President to nominate sufficient individuals to fill expired positions. Such committee shall consist of at least one member who is a member of the current Board.
 - B. Selection of the nominating committee by the President must take place at least 60 days prior to the Annual Meeting, and the Board shall notify the club managers of the nominating committee's composition and request the managers inform their members of same.
 - C. Additional nominations may be made by the membership only by submitting names in writing to the President no fewer than 10 days prior to the Annual Meeting. Nominees shall be members in good standing of the Unit. A member making such nomination shall have the prior consent of the nominee.
- Section 5: The Board shall meet at least two times annually, one of which shall be within 30 days after the Annual Meeting. The President or Secretary shall call a meeting of the Board upon their own authority or upon request in writing or via email of five of its members. The President or Secretary shall notify the members of the Board for any such meeting at least 5 days prior to the day of the proposed meeting.
- Section 6: The President shall appoint a member to fill any vacant term on the Board. The appointment shall be for the balance of the term.
- Section 7: The President may cancel the meetings of the Board except when called by five directors.
- Section 8: A quorum of the Board to transact business shall consist of not fewer than five members, of which the President shall be counted as a member.
- Section 9: In addition to the other powers granted by the provisions of these By-Laws and by the laws of the State of Colorado, the Board shall have the following powers and

duties:

- A. To acquire, hold, administer, maintain and dispose of all the property of the Unit.
- B. To appropriate the funds of the Unit for the purposes set forth by the By-Laws.
- C. To hire and discharge all employees, to define and set forth their duties, to supervise their conduct and to fix their compensation, if any.
- D. To review all receipts and disbursements of the Unit at any time, but at least once a year, and report to the Membership the financial state of the Unit per Article IX, Sec. 4.
- E. To conduct, manage, supervise and control all of the business of the Unit.
- F. To delegate to an officer, member, employee or committee any of the above powers or duties and revoke such delegation at any time.

ARTICLE VIII
Amendments to the By-Laws

- Section 1: Amendment(s) to the By-Laws may be proposed by the members of the Unit upon petition signed by at least 10% of the members or upon a member's petition signed by a simple majority of the Board. Such a petition shall be submitted to the Board Secretary at least 90 days in advance of the Annual Meeting.
- Section 2: Amendment(s) to the By-Laws may be proposed by a simple majority of the Board of Directors at any time and submitted to the Board Secretary at least 45 days in advance of the Annual Meeting.
- Section 3: Upon presentation of a petition prepared in either of the manners specified above, it shall be the duty of the Board Secretary to incorporate a summary of the proposed amendment(s) into the notice of the Annual Meeting, and to cause a copy of such summary to be mailed electronically or by U.S. Mail to each club manager at least 30 days prior to the time that the membership is to consider the amendment(s) and to request the managers inform their members of the proposed changes to the By-Laws.
- Section 4 The concurrence of 2/3 of all members present at the Annual Meeting shall be required to pass such amendment(s).

ARTICLE IX
Annual Meetings

- Section 1: The Board shall fix the time and place of the Annual Meeting, to be set no later than November 30 of each year.

Section 2: At least 30 days prior to the Annual Meeting, the Board shall mail to each club manager notification of the time and place of the Annual Meeting and a report of the nominating committee and to request the managers inform their members of the time and place of the Annual Meeting. Also included shall be a statement as to how other nominations may be made and any proposed amendments to these By-Laws. The Board shall also endeavor to give notice of the time and place of the Annual Meeting at games held by the Unit and its affiliated clubs.

Section 3: A quorum at the Annual Meeting or special meetings shall consist of the members present at such meeting.

Section 4: Business of the Annual Meeting shall be, in order:

- A. Voting on proposed By-Laws amendments.
- B. Election of members to the Board.
- C. Consideration of the annual financial statement, for which the account balances shall be verified before December 31 of each calendar year.
- D. Any other business that may be properly brought before the membership.

Section 5: Election of members to the Board shall be conducted as follows:

- A. Every member in good standing shall be entitled to one vote for each director to be elected.
- B. All contested elections are to be held by a secret ballot.
- C. Said ballots shall be kept for a period of 60 days after the election by the Board Secretary. Said ballots may be inspected at any time within the 60 day period upon request of any member.
- D. Any nominee may have a witness present at the counting of the ballots.
- E. Absentee voting shall be allowed and conducted as follows:
 - 1. Absentee ballots must be mailed to the Board Secretary by the member in an envelope bearing a postmark at least 10 days prior to the election date. The ballot shall be enclosed in a plain envelope and shall be accompanied by a letter showing the name of the member and stating that the person is a member in good standing and one who wishes to be available for absentee voting privileges. Nothing inside the envelope which contains the ballot shall identify the voting member. However, no proxies will be accepted.

2. The four candidates who receive the highest number of votes at the Annual Meeting shall be deemed to be duly elected directors of the Board. In case of ties for last place, said tie or ties shall be broken by an immediate run-off election at the Annual Meeting.

Section 6: Special meetings of the members may be called at any time by the Board or by the President upon 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.

ARTICLE X Unit Officers

Section 1: The officers of the Unit shall be President, Vice President, Treasurer and Secretary.

Section 2: Officers must be members of the Board.

Section 3: The new Board shall elect all officers at the Board meeting held within 30 days following the Annual Meeting and notify the members of the results. Any persons so elected shall hold office for one year thereafter and may succeed themselves if re-elected.

Section 4: Vacancies due to death, resignation or other cause shall be filled by appointment by the President of the Board; provided, however, in the case of a vacancy in the office of President, the Vice President shall automatically fill the vacancy and the office of vice President shall be filled in accordance with this Section.

Section 5: The duties of the officers shall be as outlined by the Board.

Section 6: Notwithstanding the provision set forth in Section 5 of this Article, to be included in those duties designated by the Board for the offices of Secretary and Treasurer are the following:

- A. The Secretary shall keep the minutes of the Directors' meetings, see that all notices are duly given in accordance with the provisions of these By-Laws, or as required, and be custodian of the Unit's records.
- B. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Unit, receive and give receipts for monies due and payable to the Unit from any source whatsoever, and deposit all monies in the name of the Unit in such banks, trust companies or other depositories as shall be selected by the Board. At least two members shall be authorized to withdraw funds from any Unit financial institution account.

Section 7: The officers of the Board shall constitute the Executive Committee of the Board and shall have the power to settle any matters which must be acted upon because the element of time prevents a meeting of the Board.

ARTICLE XI
Disciplinary Actions

The Board has the right to censure, suspend, expel or otherwise discipline any member upon written charges of improper conduct made by any other member.

Section 1: Causes for which a member may be censured, suspended or otherwise disciplined will be as stated in and subject to the version of the League Handbook of Rules and Regulations current at the time of discipline.

Section 2: A special meeting of the Board shall be held to consider and act upon charges against any member which might result in expulsion, suspension, censure or disciplinary action of such member. A minimum of five members of the Board shall constitute a quorum of this meeting. A unanimous vote shall be required for expulsion from membership. A minimum of 75% vote shall be required for any other disciplinary action. Nothing in this section shall nullify the disciplinary powers of the Tournament Director and/or Tournament Committee to suspend a player during a specific tournament.

Section 3: Notwithstanding the provisions stated above, no member shall be censured, suspended, expelled or otherwise disciplined until furnished with written charges. Upon being furnished with written charges, such member shall have 10 days to reply or within which to request a hearing on such charges. At such hearing, representation by counsel shall be allowed. If said member requests a hearing, said hearing shall be held not less than one week nor more than three weeks after the date of said request. If such member requests a hearing, no contra-action shall be taken until an unfavorable decision is handed down by the Board.

Section 4: If the Board decides the member so charged is not guilty of the charges and if it further decides that the member making the charges has been malicious in so doing, it has the power to censure, suspend, expel or otherwise discipline the complaining member; provided, however, such member has the right to request a hearing with regard to such disciplinary action as outlined in Section 3.

Section 5: The Board may delegate authority to bar any player from any event for cause.

Section 6: Any member disciplined under the provisions of this Article may be barred from the site of the tournament if so ordered.

Section 7: The right of the Board to bar kibitzers is authorized.

ARTICLE XII
Impeachment

Any officer or director may be removed from office for cause at any meeting of the Board; provided three-fourths (3/4) of those present, constituting a quorum of six, shall so vote. Any officer or director who misses 50% of the Board's meetings may be removed for cause. Any officer or director against whom impeachment charges shall be brought shall be notified of the charges in writing by registered mail at least 10 days prior to the meeting. Such person shall be given an opportunity to be heard before the Board and to be represented by counsel.

ARTICLE XIII
Committees

Section 1: Tournaments:

- A. The Unit shall have complete authority over all tournaments conducted by it, subject to the regulations of the League.
- B. The President shall appoint a Unit Game Coordinator in charge of all Unit games and a Sectional Tournament chairperson as necessary, whose duties shall be to arrange for space, sanctions, staff, and perform all other functions necessary to implement properly managed tournaments.

Section 2: Standing Committees: The Board will: 1) appoint such standing committee chair people as may be necessary or desirable to perform the functions of the organization; and 2) define such committee duties.