

**THE WESTERN MICHIGAN UNIT 195
OF THE
AMERICAN CONTRACT BRIDGE LEAGUE, INC
April 2016**

BY-LAWS

ARTICLE I. THE UNIT

- a. The name of the Organization shall be **THE WESTERN MICHIGAN UNIT 195 OF THE AMERICAN CONTRACT BRIDGE LEAGUE, INC.**
- b. In these By-Laws, the short title of The Western Michigan Unit 195 is “the Unit” and the short title of The American Contract Bridge League is “the League.”
- c. The Unit is a subsidiary of the League, and recognizes the League as the Parent Organization having authority and control over Tournament Bridge in the United States.
- d. The Unit functions within the By-Laws and Regulations of the League and its hierarchical division, District 12.

ARTICLE II. OBJECTS OF THE ORGANIZATION

The objects of the Unit are:

- a. To preserve and promote the best interests of competitive contract bridge and any modifications thereof;
- b. To cooperate with and assist the League in the promotion of contract bridge tournaments;
- c. To encourage the highest standards of conduct and ethics by its members and to enforce such standards;
- d. To prescribe rules and eligibility criteria for participation in tournaments conducted under its auspices;
- e. To consider and pass upon reports of dishonest, unethical, or improper conduct of participants in tournaments, or to bar or suspend persons guilty of such conduct from further participation in accordance with relevant sections of the By-Laws of the League;
- f. To cooperate in the League’s charity program, and to sponsor and conduct charity events to realize funds to be devoted to worthy humanitarian causes;
- g. To promote the development and organization of affiliated clubs within the Unit;
- h. To conduct such other activities as may be in keeping with its principal objectives.

ARTICLE III. UNIT JURISDICTION

- a. The geographical area within which the Unit shall have jurisdiction shall be such area as is presently or may in the future be assigned to it by the League.
- b. On the basis of the geographical area currently assigned to the Unit, the Unit shall be divided into four geographical precincts for voting and representational purposes.
- c. Precinct 1 shall include the counties of Emmet, Charlevoix, Antrim, Leelanau, Benzie, Grand Traverse, Kalkaska, Manistee, Wexford, Missaukee, Mason, Lake, Osceola, Oceana, Newaygo, Mecosta, Muskegon and Montcalm (minus the Muskegon area Zip Codes 49440, 49441, 49442, 49444 and 49445).
- d. Precinct 2 shall include the counties of Ottawa, Kent, Allegan and Barry (plus the Muskegon area Zip Codes 49440, 49441, 49442, 49444 and 49445 and minus the southern Allegan and Barry county Zip Codes 49058, 49080, 49333, 49046, 49050, 49060. and 49070).

- e. Precinct 3 shall include the counties of Ionia, Clinton, Shiawassee, Eaton, Ingham, Jackson, Hillsdale, and Lenawee (plus the eastern Calhoun county Zip Codes 49224 and 49245).
- f. Precinct 4 shall include the counties of Berrien, Van Buren, Kalamazoo, Calhoun, Cass, St. Joseph and Branch (plus the Southern Allegan and Barry county Zip Codes 49058, 49080, 49333, 49046, 49050, 49060 and 49070 and minus eastern Calhoun county Zip Codes 49224 and 49245).
- g. The Unit Board of Directors may approve a written request of a Unit member to be considered a member of a specified precinct within the Unit for voting and representational purposes other than the precinct of residence.

ARTICLE IV. MEMBERSHIP

- a. Any person of good moral character and residing within the geographical area assigned to the Unit by the League, subject to District 12 regulations, is eligible for membership in the Unit.
- b. No person shall be denied membership because of race, creed, color, national origin, religion, gender, age, height, weight, political beliefs or affiliation or marital status.
- c. All qualified persons may become members of the Unit upon payment of annual dues to the League or by virtue of life membership status in the League.
- d. A person who changes his place of residence to a place outside the geographical area within the Unit's jurisdiction shall, upon processing by the League of a membership transfer to the unit which has jurisdiction over such new residence, thereby be deemed to have terminated membership in the Unit.
- e. A member who has failed to pay dues according to regulations of the League shall be deemed thereby to have terminated membership in the Unit.
- f. A member who has been expelled by the League pursuant to League regulations shall be deemed thereby to have been expelled from membership in the Unit.
- g. A member who has been placed on suspension or probation by the League or by any subsidiary or affiliated organization of the League shall continue to enjoy membership in the Unit subject to the terms and conditions of such suspension or probation.
- h. For persons residing within the geographical area assigned to the Unit by the League, membership in the League constitutes membership in the Unit.
- i. Annual dues shall be in the amount fixed by the League.
- j. Acceptance of membership binds the member to full compliance with and adherence to these By-Laws, the Unit's Charter, the charter and by-laws of the League and all regulations adopted there under.

ARTICLE V. RULES AND REGULATIONS

- a. The Unit may adopt rules and regulation relating to matters of discipline, deportment and ethics.
- b. All such rules and regulations shall conform to the principles of due process applicable to membership corporations.
- c. All rules and regulations shall be subject to and not in conflict with the rules and regulations of the League.
- d. The Unit Board, or designated subcommittee thereof, shall function as the Unit Disciplinary committee, pursuant to League regulations. The Board or Committee may impose disciplinary sanctions, provided a quorum is present, by the following votes of those present and voting:
 - 1. For a reprimand, a two-thirds vote;
 - 2. For a suspension or probation, a two-thirds vote;
 - 3. For expulsion, a four-fifths vote.

- e. The Unit Board of Directors shall have the power to adopt, amend, modify or repeal all such rules and regulations, subject to the authority of the League.
- f. The procedures thus established by the Unit and the League, and by organizations subsidiary to or affiliated with the League, shall be deemed the exclusive remedy of all persons to whom such procedures apply.

ARTICLE VI. ADMINISTRATION OF UNIT AFFAIRS

- a. The affairs of the Unit shall be administered by the Board of Directors.
- b. The Board of Directors shall consist of elected representatives from each voting precinct.
- c. Each precinct shall be entitled to elect two (2) representatives to the Board of Directors.
- d. In addition, each precinct shall be entitled to elect an additional representative if its membership exceeds one hundred fifty (150) and a further representative for each additional one hundred (100) members thereafter.
- e. The total membership of each precinct shall be determined on the basis of the latest available monthly membership report available from the League prior to April 1st of each year, including dues paying members paid to date and life members.
- f. A count of the total membership in each precinct is to be made available by the Unit Secretary before April 10th of each year.
- g. The Board of Directors shall elect a President and a Vice-President and appoint a Secretary-Treasurer.
- h. Officers shall serve terms of two years.
- i. Election or appointment of officers shall be conducted at the Board Meeting following the election of Board Members.
- j. The President for the preceding term, whether or not a Board member, or any member of the Board, shall be eligible for election to the office of President of the Unit. The President, if elected from the Board, shall forfeit his/her right to vote except in the instance of breaking a tie. That Board seat is declared vacant. The Board Member(s) from the precinct represented by the election of the Unit President shall recommend a replacement which they will submit to the full Board for appointment until the seat is filled in the next regularly scheduled election.
- k. The Vice-President shall be elected from among the members of the Board.
- l. Any member of the Unit is eligible for appointment as Secretary-Treasurer.
- m. The president shall preside at membership meetings and at meetings of the Board of Directors, and shall be appointed and be a member of all standing and special committees, and shall have such other duties as may be prescribed by the Board of Directors or as are incidental to the office. The President shall handle, or direct the handling, of all reports to the League. The President may break tie votes of the Board of Directors.
- n. The Vice-President shall assume the duties of the President in case of the absence or incapacity of the President, and shall otherwise perform such duties as the President or Board of Directors may prescribe.
- o. The Secretary-Treasurer shall attend membership and Directors' meetings and shall maintain lists of members, minutes of meetings, books of account, and such other records and correspondence as are incidental to the fiscal functions of the Board, and such other duties as may be prescribed by the Board of Directors.
- p. The Secretary-Treasurer shall have custody of the funds of the Unit, keep full and accurate accounts of receipts and disbursements in books belonging to the Unit, and deposit all monies and other valuable effects in the name and to the credit of the Unit in such depositories as may be designated by the Board of Directors. The Secretary-Treasurer shall disburse the funds of the Unit as may be ordered by the Board, taking proper vouchers, and render to the Directors whenever they, or any of them, may require it, an account of all transactions and of the

financial condition of the Unit. The Secretary-Treasurer shall give the Unit a bond in such sum and surety as shall be satisfactory conditioned upon the faithful performance of the duties of the office and for the restoration to the Unit in case of the Secretary-Treasurer's death, resignation, retirement or removal from office of all books, papers, vouchers, money and other property belonging to the Unit which may be in the possession or under the control of the Secretary-Treasurer.

- q. The Board of Directors shall hold at least two meetings each year.
- r. There shall be at least one annual membership meeting, with adequate advance notice, at which each member present may be heard and may vote.
- s. Special meetings of the Board or of the membership may be called by the President, and shall be called upon the petition in writing signed and subscribed by one-half the members of the Board of Directors.
- t. A quorum at a regular or a special meeting of the Board shall consist of more than fifty percent (50%) of the Board members.
- u. A quorum of the Membership Meeting is the number of members present and attending the Membership meeting.
- v. The President, at any time between scheduled meetings of the Board of Directors, on his own initiative, may, and on the written petition of any three members of the Board of Directors, shall, submit to the Board for decision or other appropriate action any proposal, question, or issue for a vote by mail. A simple majority vote of the full Board is required to validly resolve any such proposal, question, or issue thus submitted.
- w. In addition to the specific powers conferred upon the Board of Directors by these By-Laws, the Board shall have the authority to discuss and decide upon the general policies of the Unit.
- x. The Board shall arrange a schedule of tournament activities for the maximum enjoyment of its members, and apply to the League for appropriate sanctions therefore.
- y. In the event of a vacancy occurring on the Board from death or any other cause, the Board shall have the authority to appoint a member of the effected precinct to serve out the unexpired portion of the term of the director whose place is vacant.

ARTICLE VII. ELECTIONS

- a. Each precinct shall elect its own representatives to the Board of Directors.
- b. Elections shall be held in even numbered years.
- c. Directors shall be elected to serve terms of four years.
- d. Each precinct shall have one or more representatives on the Board whose term(s) does (do) not expire at each election.
- e. The Board of Directors of Unit 195 shall provide election procedures that assure the fairness and integrity of the ballots, election and tallying.
- f. If the number of candidates within a precinct is equal to the number of vacant Board seats, no ballots will be mailed to members within that precinct unless requested by that precinct's Board Members who are not up for re-election.
- g. The term of office of the representatives thus elected shall be four (4) years, and shall commence on the day of the Board meeting following the election.
- h. A precinct with 3 or more representatives on the Board, the population of which is insufficient as of the April 10th census, shall have its representation reduced appropriately, as follows:
 - 1 If one director's term expires, a new one shall not be elected. Then, at the next election, one director shall be elected for a term of two years and another for a term of four years;

- 2 If two directors' terms expire, only one director shall be elected [or none if mandated by application of By-Law VI.c. and VI.d., in which event the next election shall be conducted pursuant to (1) herein].
- i. Whenever a regularly elected member of the Board of Directors fails, for any reason, to attend a meeting of the Board of Directors, that Board Member shall appoint a member of his/her precinct in good standing to attend the meeting and vote in the absent Board Member's place.
- j. If any member of the Board of Directors shall fail to attend two consecutive regular meetings of the Board and also fail to appoint a substitute to attend in that absent Board Member's place, that Board Member's seat shall be declared vacant. The Board Members from that precinct shall recommend a replacement and the full Board of Directors will then vote to approve the new Board Member for that precinct.
- k. If a Board Member is ACBL suspended for thirty (30) days or more, that member's Board seat is vacated.
- l. **Special Powers of the Board of Directors** – The Board of Directors may modify, amend, expand or repeal these By-Laws by three-fourths vote of a quorum, except those By-Laws defining the objects of the organization, unit jurisdiction, membership, the number and powers of the Board of Directors, the election of Directors (except the Board of Directors may provide for special elections in the event of unforeseen circumstances, and may select a different date for determining precinct populations than that specified in Article VI. e.), membership privileges, meetings, and the power, method and right to initiate By-Law amendments.
- m. **Special Duty of the Board of Directors Regarding Amendments to By-Laws** – Upon the written petition of not fewer than 25 members, of whom at least five must be from each precinct, proposed modifications of these By-Laws shall be submitted to the membership by the Board of Directors in conjunction with a biennial election of directors. Two-thirds of those voting on the proposal shall be necessary for passage. The proposal shall be submitted on a separate ballot, on which the proponents thereof shall have the right to provide, in one hundred (100) words or fewer, a statement of the reasons and grounds favoring the amendment. The Board of Directors may cause a statement of the reasons and grounds why the proposal should not be adopted, in one hundred (100) words or fewer, to also appear thereon. The Board of Directors may also submit to the membership an alternative proposal, in which event, if both proposals pass, the proposal receiving the most votes shall be deemed adopted, and the proposal receiving fewer votes shall be deemed not adopted. Voting shall be accomplished in the same manner as voting for representatives for the Board of Directors, and all ballots shall, after tabulation, be forwarded by the Nominating Committee(s) to the Secretary-Treasurer, who shall retain the ballots for six months, during which time any member may inspect them. To exercise this right of amendment, proponents of any amendment shall cause the proposal to be submitted to the Board of Directors not later than the regular biannual meeting immediately preceding the election period.

ARTICLE VIII. AMENDMENTS

- a. Proposals to alter, amend, add to or revoke these By-Laws, or any part thereof, may be initiated by the Board of Directors or by a petition signed by at least twenty percent (20%) of the members of the Unit, which must be submitted to the Secretary-Treasurer at least thirty (30) days prior to an annual membership meeting or any special meeting to be called for the purpose of modification of these By-Laws.
- b. To execute the adoption of proposed amendments, a quorum, and the approval of two-thirds (2/3) of all members present and voting shall be required for passage.

ARTICLE IX. MEMBERSHIP PRIVILEGES

- a. Members in good standing are eligible for all rights and privileges enjoyed by members of the Unit.
- b. Members have the right to vote for the election of representatives from their respective precincts to the Board of Directors.
- c. Members have the right to receive all notices sent by the Unit and all publications of the League.
- d. Members have the right to be elected to the Board of Directors or to be appointed as members of any of its committees.

ARTICLE X. COMMITTEES

- a. The Board of Directors may establish such committees as it deems necessary or appropriate.
- b. The Board of Directors shall establish a Tournament Committee.
- c. The Tournament Committee shall be responsible for arranging a comprehensive schedule of duplicate contract bridge activities, thereby to maintain the maximum interest and enjoyment of the members. The Tournament Committee shall have jurisdiction over all sanctioned duplicate contract bridge activities conducted within the geographical territory assigned to the Unit by the League, whether directly sponsored by the Unit or not. The Tournament Committee is responsible for stimulating attendance at Unit sponsored games and tournaments.
- d. The membership of all committees shall be appointed by the President, subject to the approval of the Board of Directors.
- e. Committee members may, but need not, be members of the Board of Directors.
- f. The Secretary – Treasurer shall be a member ex-officio of all committees.

ARTICLE XI. DISSOLUTION OF THE UNIT

- a. In the event of dissolution, none of the assets of the Unit shall be distributed to members.
- b. All assets, upon dissolution, shall be transferred or distributed to a corporation, association, community chest, fund, or foundation organized and operated solely for charitable, literary, educational, scientific, public safety testing, or humane (prevention of cruelty to children or animals) purposes, or other benevolent or recreational, social, or similar purposes.
- c. No funds or other assets shall be distributed upon dissolution to any such organization unless the distributee or transferee organization has been granted tax exempt status by the Internal Revenue Service.
- d. Other exempt contract bridge related organizations shall be favored as potential distributees or transferees in the event of dissolution.