

**By-Laws of Southeastern Tennessee Bridge Association
Unit #206, Inc.**

ARTICLE I.

NAME, JURISDICTION, AND PURPOSE

1. Name. The name of the Corporation is Southeastern Tennessee Bridge Association — Unit #206, Inc. The Unit is a separate legal entity that interacts with the American Contract Bridge League (hereinafter “ACBL”) through the unit charter process. The Unit functions within the By-Laws, rules, and regulations of the ACBL.
2. Unit Jurisdiction. The geographical area within which this Unit may operate shall be Hamilton, Bradley, Meigs, McMinn, Polk, Marion, Sequatchie, Bledsoe, Rhea, Grundy, and Franklin Counties in Southeastern Tennessee, such as presently assigned to it by the Board of Directors of the ACBL, and it may hereafter be modified from time to time.
3. Purpose of the Organization. The purpose or purposes for which the corporation is organized are:
 - (a) To cultivate, promote, foster, sponsor and develop an appreciation, understanding and love of the game of bridge; to secure the interest of bridge enthusiasts; to sponsor and develop contract and duplicate bridge as an educational experience through, but not limited to, scholarships, tournaments, seminars, and free or at-cost educational programs; to create locally an atmosphere for the advancement of such purposes all for no pecuniary gain; and to do all acts and conduct other business activities, including, but not limited to, buying, selling and leasing real and personal property, reasonably necessary to accomplish the foregoing.
 - (b) To cooperate with and assist the ACBL in the promotion and conduct of contract bridge tournaments and to fulfill the requirement for a unit of the ACBL.

The purpose of the Corporation shall be cultural, literary, educational, and social, and it shall not operate for the primary purpose of carrying on a trade or business for profit.

ARTICLE II.

MEMBERS AND MEETING OF MEMBERS

1. Membership. Any person residing within the geographic area of the Unit is eligible for membership. The filing of an application shall bind the applicant to full compliance with and adherence to these By-Laws, the Unit’s Charter and all its stated purposes and the Charter and By-Laws of the ACBL.

Membership in the Unit shall carry with it membership in the ACBL.

2. Rights of Members. Except as may be herein otherwise provided, a member shall enjoy and possess all the rights of membership equally with all other members.

The right of a member to vote and all the rights, title, and interest in or to the Corporation shall cease upon the termination of the members' membership. No members shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation.

3. Change in Residence.

(a.) New Unit, Same District. A member who changes his residence to a place outside the jurisdiction of the Unit becomes a member of the Unit of his new residence as soon as his change of address has been processed by the ACBL. Any person who lives outside the geographical area over which this corporation has jurisdiction may apply for membership in the Unit according to regulations established by the ACBL. 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 ACBL.

(b.) New Unit, New District. A member who moves into a new District must have the approval of both the old and the new District organization in order to retain his former Unit affiliation.

4. Resignation of Members. Any member may resign from the Corporation by delivering a written resignation to the President or Secretary of the Corporation. There shall be no refund of dues.
5. Annual Meeting. The annual meeting of the members shall be on a day prior to the 31st day of December each calendar year. The President shall fix the time and place of the annual meeting and shall give notice by mail or other appropriate notice of such meeting at least thirty (30) days prior to the meeting. The President of Unit #206 may advise all the game directors in the Unit area and be deemed to have complied with this section.
6. Special Meetings. Special meetings of the members may be called at any time by the Board of Directors or by the President upon ten (10) days written notice to all game directors in the Unit area with instructions to make weekly announcements and to post on the bulletin board of any bridge center. The notice of any special meeting shall contain an agenda of the matters to be taken up at such a meeting.
7. Quorum. A quorum for the transaction of business at any annual meeting shall be no less than ten percent (10%) of the members in good standing.
8. Voting. The election of the members of the Board of Directors shall be held at the annual meeting of the members. Every qualified member shall be entitled to one vote for each member of the Board of Directors to be elected. All ballots shall be secret. All candidates are entitled to have witnesses at the counting.

ARTILE III.

DUES

1. Annual dues shall be concurrent with those set by the ACBL.
2. The Board of Directors shall have no power to levy any special assessment.
3. Any person elected to membership shall pay dues for the entire year without abatement.

ARTICLE IV.

DIRECTORS

1. Board. The affairs of the Unit shall be managed and conducted by a Board of Directors which shall consist of nine (9)* persons, all of whom must be members of the Unit.
2. Term. Each Director on the Board shall hold office for a period of three (3) years which shall coincide with either the calendar or fiscal year of the Unit and shall continue to hold office until his successor is duly elected. One-third of the Board of Directors shall be elected each year. No duly elected Director may serve more than two full consecutive three (3)-year terms, however, they may serve again after sitting out one (1) year.**
3. Nominations. The President, at least ninety (90) days prior to the annual membership meeting, shall select a Nominating Committee, composed of no less than three (3) members, a majority of whom shall not be members of the current Board of Directors. Said Nominating Committee shall meet prior to the giving of notice of the annual meeting and shall prepare a slate of candidates for membership on the Board of Directors to be placed in nomination by it at the annual meeting.

The names of the persons nominated by the Nominating Committee shall be made known to the members in the notice of the annual meeting at least thirty (30) days prior to the meeting.

Additional nominations can be made from the floor at the membership meeting.

The Nominating Committee should attempt to achieve geographic representation.

4. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.
5. Vacancies. Any vacancy on the Board of Directors may be filled by the Board of Directors and the person so appointed shall hold office during the unexpired term. A vacancy will occur when a member of the Board, elected from and by the local Unit, fails to attend meetings or to act in the capacity to which he or she was elected. Three consecutive unexcused absences will constitute such a vacancy.

6. Regular Meetings. The Board of Directors shall hold a minimum of four (4) meetings a year. The time and place shall be designated by the President, and the Secretary shall notify the members of the Board of Directors in writing not less than ten (10) days prior to the meeting, but such notice may be waived by any member of the Board. Any business may be transacted at any Board meeting.
7. Special Meetings. Special meetings of the Board of Directors may be called by the President or Vice President and must be called by either of them on the written request of any member of the Board. Notice of all Board meetings, except as herein otherwise provided, shall be given by mailing the same at least three (3) days before at the meeting to the usual business or residence address of the Board Members, but such notice may be waived by any member of the Board.
8. Quorum. A quorum of the Board of Directors for the transaction of business shall consist of a simple majority of the members of the Board of Directors.
9. Powers and Duties. In addition to the powers granted by other provisions of these By-Laws and the laws of the State of Tennessee, the Board of Directors shall have the following powers and duties:
 - (1.) To acquire, hold, administer, maintain and dispose of all the property of the Unit.
 - (2.) To appropriate the funds of the Unit for the purpose set forth in these By-Laws.
 - (3.) To hire and discharge employees and to supervise their conduct and to fix their compensation.
 - (4.) To audit all receipts and disbursements of the unit.
 - (5.) To conduct, manage, supervise, and control all the business of the Unit included in, but not limited to, the conduct of tournaments and the making of all contracts in connection therewith.
 - (6.) To censure, suspend, expel or otherwise discipline any member in accordance with ACBL regulations.

ARTICLE V.

UNIT OFFICERS

1. Number. The officers of the Unit shall consist of a President, First Vice President, Second Vice President, Treasurer and Secretary.
2. Election Term and Office Qualifications. The Board of Directors shall elect all officers at its first meeting following the annual membership meeting, and the persons

elected shall hold office for one year following January 1 or until their successors have been duly elected.

3. Vacancies. Vacancies due to death, resignation or other cause shall be filled by the Board of Directors. All officers with the exception of the Treasurer are to be elected from the current Board of Directors. The Treasurer may be any member of the Unit in good standing.
4. President. The President presides at all meetings of the members of the Unit and all meetings of the Board of Directors. He appoints all committees, except when the By-Laws or regulations of the Unit specify otherwise, exercises general supervision over the activities of the Unit, and performs such other duties as are incidental to his office or which may be conferred on him by the Board of Directors. The President is a member ex-officio of all Committees except the Nominating Committee.
5. First Vice President. In the absence or incapacity of the President, the first Vice President assumes the duties of the President.
6. Second Vice President. The Second Vice President performs such duties as the Board of Directors or President may prescribe and will be responsible for special events programs.
7. Treasurer. The Treasurer has custody of, and is responsible for, all funds and securities of the Unit, depositing the same in such bank or banks as the Board may designate. Payments from the treasury are made upon vouchers certified and approved by the President or any person empowered by the Board of Directors to incur financial obligations for the Unit. The Treasurer must keep accurate records of receipts and disbursements and be prepared to submit financial reports to all meetings of the Board of Directors or upon request of the President. The Treasurer shall give a financial report for the year at the annual meeting.
8. Secretary. The Secretary maintains a roster of Unit members, sends notification of meetings to members and Board members, attends and keeps minutes of all meetings of members of the Board of Directors, and all records of tournaments and other activities of the Unit. The Secretary receives and files the reports of all officers and committees. The Secretary may delegate any of the duties of the Secretary to other employees or appointees of the Unit.

ARTICLE VI.

IMPEACHMENT

Any officer or member of the Board of Directors may be removed for cause at any meeting of the Board of Directors provided two-thirds of those present constituting a quorum shall so vote. Any officer or member of the Board of Directors against whom impeachment charges shall be brought shall be notified in writing, by registered mail, of the charges against him, at least ten (10) days prior to the meeting and shall be given an opportunity to be heard before the Board of Directors and to be represented by counsel of his own choosing. The action taken by the Board of Directors shall be conclusive and final.

ARTICLE VII.

AGENTS AND REPRESENTATIVES

The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these By-Laws, to the extent authorized or permitted by law.

ARTICLE VIII.

CONTRACTS

The Board of Directors, except as in these By-Laws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

ARTICLE IX.

AMENDMENTS TO THE BY-LAWS

Amendment to the By-Laws may be made by the members of the Unit upon petition signed by at least twenty-five (25) members and submitted to the Secretary at least ten (10) days prior to the annual meeting or any special meeting called for the purpose. It shall be the duty of the Secretary to incorporate the text of the proposed amendment in the notice of the meeting. The concurrence of two-thirds of all members present and voting shall be required to pass any amendment.

ARTICLE X.

TOURNAMENTS

The Unit shall have complete authority over all tournaments conducted by it, subject to the regulations of the ACBL.

ARTICLE XI.

COMMITTEES

The President shall appoint such committees as may be necessary or desirable to perform the functions of the organization, and he shall define their duties. Among the

Committees appointed by him shall be the following standing committees: a Tournament Committee, a Disciplinary Committee, a Membership Committee, and a Publicity Committee.

In addition to the above, the President should appoint an Executive Committee to consist of the Past President and members available on short notice for advice on polity when a complete Board meeting is not possible or desirable from the standpoint of time.

ARTICLE XII.

FISCAL YEAR

The fiscal year of the Corporation shall commence on January 1st of each year and end on December 31st.

ARTICLE XIII.

DISSOLUTION

Upon dissolution of the Corporation, the assets of the Corporation shall be distributed according to relevant law and ACBL regulations.

ARTICLE XIV.

RULES

The order of business, unless otherwise provided for in these By-Laws, shall be *Robert's Rules of Order Newly Revised*.

* Amended by vote of the membership at the annual meeting, December 20, 2014, with implementation to be carried out in the following manner. Beginning with the 2015 election, three Directors will be elected each year. Over a three-year period, this will reduce the size of the Board to nine (9) by the year 2018.

** Amended by vote of the membership at the annual meeting, December 15, 2018, with implementation to begin immediately. Current Board members are subject to the two consecutive 3-year term limit provision beginning with the election of Directors who will begin serving their term in the 2019 calendar year.