

BYLAWS
SOUTH ORANGE COUNTY UNIT 538
AMERICAN CONTRACT BRIDGE LEAGUE

March 29, 2016

ARTICLE I – THE UNIT NAME

South Orange County Unit 538, with the abbreviated designation of SOC 538, functions, within the Bylaws and Regulations of the American Contract Bridge League (ACBL) and its District 22.

ARTICLE II – PURPOSE

1. The purpose of the Unit is to promote the development of the game of bridge and the social meeting and companionship of bridge players, without intention of pecuniary gain. This will be done in the assigned area and in cooperation with and assistance by the ACBL.
2. To encourage the highest standards of conduct and ethics by its members, and to enforce such standards.

ARTICLE III – JURISDICTION

Bounded on the west and north by the Crown Valley Parkway and Pacific Ocean, to the San Diego Freeway, south along San Juan Capistrano city limits to Ortega Highway, east to Riverside county line, south to San Diego county line, or as assigned by the ACBL. Saddleback College shall be available as a facility for tournaments.

ARTICLE IV – MEMBERSHIP

1. Membership in the Unit requires membership in the ACBL.
2. Any person may apply to the Unit and become a member upon payment of the annual dues to and acceptance by the ACBL.
3. The filing of a membership application shall bind the applicant to full compliance with these Bylaws, Unit Standing Rules and ACBL governance.
4. Except as otherwise provided herein, a member shall have all membership rights equally with other members.
5. A member remains in good standing unless he has failed to pay annual dues by the date stipulated by the ACBL or has been suspended or expelled under the provision of Article VIII of these Bylaws, or by action of the ACBL.

ARTICLE V – DUES

Annual dues shall be in the amount fixed by and paid to the ACBL.

ARTICLE VI – MEMBERSHIP MEETINGS

1. The Unit will hold a meeting of the membership at least once each calendar year. This meeting will usually be held during the month of December.
2. Due notice of the annual meeting, by announcement or publication, shall be given at least four weeks in advance of the meeting.
3. Special meetings of the membership may be called by the Unit Board of Directors, or the President, or by petition of 50 members or 20% of the current membership (whichever is less), upon ten days written notice to all members. This notice shall contain the agenda for the meeting and, if a change in these Bylaws is proposed, the proposed changes will be included. See Article XV.
4. A quorum for the transaction of business at any annual or special membership meeting shall consist of 40 members or fifteen percent (15%) of the current membership (whichever is less).

ARTICLE VII – BOARD OF DIRECTORS

1. The affairs of the Unit shall be managed by a Board of Directors (the Board), consisting of seven elected Unit members, except as noted in Paragraph VII-7 below.
2. Each Director shall hold office for a two-year term. The terms of the Directors shall be staggered to provide for the election of four (4) Directors one year and three (3) Directors the following year. Outgoing Directors may be re-nominated.
3. The Board, at least sixty (60) days prior to the annual membership meeting, shall appoint a Nominating Committee consisting of one member of the Board and at least three other Unit members. This committee shall prepare a slate of candidates for Director to be placed in nomination at the annual meeting and this slate shall be announced in the call for the meeting. The slate shall include all candidates who have offered their candidacy to a member of the Board or the Nominating Committee. Directors may approach members to see if they are interested in becoming candidates for the Board. At the discretion of the Board, the election of Directors may be conducted by mail and email, provided a provision is made for write-in candidates and the election by mail and email is completed ten (10) days prior to the annual or special membership meeting. If the election is not conducted by mail and email, additional nominations from the floor shall be called at the Annual Meeting.
4. Nominee qualifications. Each nominee must:
 - (a) Be a member of the Unit in good standing.
 - (b) Agree to attend Board Meetings and to assist in conducting Unit activities.

5. The candidates receiving the most votes shall be declared elected to the Board and shall take office at the first regular meeting in January.
6. At the first regular meeting in January, the new Board will elect officers and meet with the outgoing Board to transfer books, records, funds and other Unit property and for the transaction of such other business, as needed.
7. Interim vacancies occurring on the Board shall be filled by the Board, appointee to serve until the next annual election. At that time, a Director will be elected to fill the remainder (if any) of that term. Absence from three consecutive Board meeting without cause, as determined by the President, shall be deemed as retirement from the Board.
8. The Board shall hold regular meetings and special meetings when called by the President or when requested in writing by any three Directors of the Board. A minimum of three days' notice shall be given if a special meeting is called.
9. A quorum of the Board shall consist of four (4) of its members. Only those present shall be permitted to vote.

ARTICLE VIII – POWERS AND DUTIES – BOARD OF DIRECTORS

In addition to the powers granted by ACBL, the Board is empowered to:

1. Acquire, hold, maintain or dispose of all Unit property.
2. Appropriate funds of the Unit for the purposes set forth in these Bylaws.
3. Appoint, contract with, hire or discharge specific people to perform duties, such as Unit Manager, Game Director, etc., to accomplish the functions of the Unit. Fix their compensation or approve their fees. Delegate supervision of their activities.
4. Audit all receipts/disbursements of the Unit and insure that an audit committee of three qualified Unit members makes a financial review within 30 days of the end of each fiscal year (November 30th).
5. Conduct tournaments, including selections of dates and locations, and make all contracts in connection with same, subject to ACBL regulations.
6. Authorize the Conduct and Ethics Committee appointed by the President to censure, suspend, expel or otherwise discipline any member in accordance with ACBL's Code of Disciplinary Regulations. Members who have been censured, suspended, expelled or otherwise disciplined by the Conduct and Ethics Committee may appeal such action in accordance with the ACBL Rules. Members of the Conduct and Ethics Committee acting in good faith are covered by the ACBL Directors and Officers Liability Insurance Policy. The Unit Board, general membership and/or ACBL shall not be liable for any counsel, attorney or agent fees
7. Create, maintain and amend Standing Rules.

ARTICLE IX – ELIGIBILITY TO SERVE ON THE BOARD OF DIRECTORS

Any Unit member, other than a Game Director, who has a material direct or indirect financial interest in transactions with, or who directly or indirectly receives material financial remuneration from the Unit, shall not be eligible to serve on the Board of the Unit. Eligibility to serve on the Board shall be permitted

if a member of the Unit or a Member of the Board, is asked by the Unit Manager or Chair of the Education Committee to serve as a teacher on an occasional basis due to the non-availability of a scheduled teacher, and such request is subsequently ratified by a majority of the other Members of the Board.

ARTICLE X – UNIT OFFICERS AND INTERNAL CONTROL

1. The officers shall be President, Vice President, Secretary and Treasurer, and shall be elected by the Board from its own members.
2. Any officer or Director may be removed for cause by vote of a majority of the Board at a formal meeting. The accused person shall be furnished with written charges in advance of the meeting, shall be given a proper hearing, and may be represented by counsel. Action by the Board shall be final.
3. Unit internal control requires the following:

Signatories to bank accounts will be limited to the President, Vice President, Secretary, Unit Manager and one additional Board Member. The Unit Manager need not be a Unit Officer or Board Member. The Treasurer will prepare checks for signature but will not be a signatory on any bank account. Checks will be preprinted to indicate that two signatures are required over \$1,000 and signed accordingly. The Treasurer will not handle or make any cash deposits. The Treasurer will reconcile bank accounts on a timely basis and alert the Board to any discrepancies. Expenditures over \$500 which are not part of the Unit's regular operating expenses (utilities, rent, payments to ACBL, Janitorial Services, etc.) require the advance approval of the Board. The Treasurer will keep a record of all approvals for audit purposes.
4. Officers will be bonded for an amount approximating the Unit's net worth or to the extent bonding insurance is readily available at an affordable cost.

ARTICLE XI – POWERS AND DUTIES - UNIT OFFICERS

A. The President shall:

1. Preside at all membership and Board meetings.
2. Select committee chairpersons and members.
3. Be an ex-officio member of all committees, except the nominating committee.
4. Countersign contracts and any other reoccurring obligations made by Board Officers.
5. Manage the activities of persons appointed, contracted or hired to perform certain duties provided that the Board has not delegated management responsibility for specific persons or duties to another member.

B. The Vice President shall:

1. Act as President during the absence or incapacity of the President.
2. Be in charge of all arrangements for the annual membership meeting.
3. Act as liaison with District 22 for their Regional tournaments.

C. The Secretary shall:

1. Keep accurate minutes of all business meetings of the Board and general membership.
2. Conduct the correspondence of the Unit.
3. Notify the Unit members of meetings as directed by the Board.
4. Maintain a record of the Standing Rules, and keep the membership informed of all rules currently in force.

D. Subject to ARTICLE X, 3. The Treasurer Shall:

1. Be the custodian of and be responsible for all Unit funds, cash management, securities and properties.
2. Maintain Unit funds in FDIC insured Bank accounts.
3. Make prompt payments of Unit obligations.
4. Keep accurate records and provide financial reports as directed by the Board.
5. Prepare financial statements to be submitted to the membership at its annual meeting or any special meeting which may require it.
6. Administer the Unit insurance policies to include director liability, general liability and contents and bonding coverage.

ARTICLE XII – POWERS AND DUTIES OF THE UNIT MANAGER

The Unit Manager shall:

1. Arrange for personnel to set up chairs and tables at game locations as required.
2. Arrange for Bridge Supplies.
3. Mail to ACBL, all necessary forms, reports and payments.
4. Maintain all necessary sanctions for club, Unit and tournament games.

ARTICLE XIII – COMMITTEES

The President shall appoint chairpersons and members for committees and tournaments. The committees may include, but are not limited to: Conduct and Ethics, Appeals, Membership, Publicity, Hospitality, Good Will, Education, Financial Review, and other Special committees as required. In the absence of an appointed committee, the Board shall constitute a committee for that particular function.

ARTICLE XIV – CONFLICTS OF INTEREST

Whenever a member of the Board, a member of the Unit, a game director or the Unit Manager has a direct or indirect financial or personal interest in any matter coming before the Board, the affected person shall (a) fully disclose the nature of the interest and (b) withdraw from participation in discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Unit to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE XV – AMENDMENTS

These Bylaws may be amended by two-thirds (2/3) vote of a quorum present at any membership meeting, provided that all members shall be informed of the nature and language of the proposed amendment in the call for the meeting.

Adopted December 1996

Revision dates: December 1997, December 1999, December 2004, December 2008, September 2015, March 2016, December 2019