

DISTRICT 14

AMERICAN CONTRACT BRIDGE LEAGUE

BYLAWS

Article I – Name – The name of the organization shall be District 14, American Contract Bridge League, a not-for-profit organization incorporated in the State of Iowa. The organization shall be known herein as the “District.”

Article II – Purposes – It is the purpose of the District to conduct bridge competitions, programs and other activities permitted by the American Contract Bridge League, herein known as the “ACBL,” within the geographical boundaries of District 14, which currently include North Dakota, South Dakota, Nebraska, Minnesota and Iowa. These competitions and programs shall include but shall not be limited to:

- (A) Fostering community welfare in furtherance of the game of contract bridge in all its competitive forms;
- (B) Holding charitable events;
- (C) Promulgating and enforcing high standards of ethics;
- (D) Holding organized bridge events to meet the social, competitive, educational and recreational needs of the players of the District;
- (E) Conducting tournaments and other competitions as permitted by the ACBL.

Article III – Membership – All ACBL Units that are within the geographical boundaries of the District, as determined by the ACBL, shall be “Member Units” of the District.

Article IV – Board of Directors

- (A) The board of directors of the District, known herein as the “Board,” shall manage the affairs of the District, which shall include:
 - (1) Determining the date and location of any regional tournament held within the District;
 - (2) Organizing District competitions or other events sponsored by the ACBL;
 - (3) Coordinating tournament schedules within the District and with adjacent districts;
 - (4) Acquiring, holding and disbursing funds or property acquired by the District;
 - (5) Employing personnel to serve the purposes of the District;

- (6) Imposing sanctions upon members in accordance with the rules and regulations of the ACBL;
 - (7) Delegating non-policy-making authority to members who are directors;
 - (8) Engaging in other activities consistent with the purposes of the District.
- (B) Each Member Unit President will act as a director on the District Board. A Unit President may appoint a proxy with voting rights. Each Member Unit shall be assigned one vote automatically as well as one vote for every 100 of its members, and one vote for any remaining fraction of 100 members, provided that no single Member Unit shall have more votes than the total allocated to all other Member Units minus one. Each Member Unit's votes may be split and shall be cast by the Unit President or their proxy.
- (C) The District Representative to the ACBL Board and the immediate past president of the District shall be *ex officio* members of the Board, but shall not have a vote nor office unless selected in accordance with paragraph (B) of this article.

Article V – Meetings of the Board of Directors

- (A) The board shall hold a minimum of two meetings each year. The meetings of the board will be called by the President and be conducted via Zoom, similar web-based applications, and/or face-to-face.
- (B) Notice of each meeting shall be sent by email to *officio* and *ex officio* members of the District Board and District committee chairs at least 20 days prior to the meeting.
- (C) Special meetings may be called by the President or by not less than one half of the Member Units. Notice of said meetings shall be given by the Secretary of the District to the President of each Member Unit not less than 15 days before the meeting. Said notice shall include a description of the matters to be discussed or decided, and the meeting shall be limited to those matters.

Article VI – Quorum

A quorum at any meeting shall consist of (1) not less than one half of the Member Units, and (2) not less than a majority of the total votes assigned to the Member Units.

Article VII – Election of Officers

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- (A) The offices shall be a President, Vice President and Secretary-Treasurer, and two Executive Committee Members representing Units not represented by the Units of the three Officers listed above. Each of these later two officers shall be elected by the Presidents of the Member Units for a term of two years, or until their successors shall qualify.
- (B) Nominations for each officer shall be made by a nominating committee or from the floor during the course of a meeting at which the election is held.
- (C) A majority of votes is necessary for the election of any officer. If a majority does not exist on the first ballot, the names of the two top candidates shall be placed on a second ballot. In the case of a tie for second place, three names shall be placed on the second ballot.
- (D) Election of Officers and the two additional Executive Committee Members shall be held in alternating years at the second meeting of the Board. First, the Board will elect a President, a Vice-President and a Secretary-Treasurer. Next, the Board will elect the two additional Executive Committee Members who must be from Units not represented by the President, Vice-President, or Secretary-Treasurer, but they cannot be from the same unit.
- (E) If the President resigns or becomes incapacitated, the Vice President shall assume the office of President. If the office of Vice President or Secretary-Treasurer becomes vacant, an election will be held at the next regular meeting to elect a candidate to fill the remainder of the term.
- (F) The President shall be limited to two consecutive two-year terms, or portions thereof.

Article VIII – Duties of Officers

- (A) The President shall preside at all meetings of the Board, supervise the management of the District, appoint all committees, and perform all duties necessary or incident to the above.
- (B) The Vice President shall preside at meetings in the absence of the President.
- (C) In the absence of both the President and Vice President, the Board shall choose a presiding officer from Board members present.
- (D) The Secretary-Treasurer shall:

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- (1) Have the care and custody of all funds and other property of the District;
- (2) Deposit funds in such accounts as designated by the Board;
- (3) Insure that the President and another member of the Executive Committee are signatories on all financial accounts and have electronic access to the records of all accounts. Disburse checks for any amount in excess of \$1,000.00 after receipt of documentation and written approval of two members of the Executive Committee.

Amounts under \$1,000.00 may be paid after receipt of documentation.

- (4) Keep an accurate account of all receipts and disbursements and any supporting documentation.
- (5) Submit a financial report at regular meetings, or at other times as the Board or the President may require;
- (6) Keep the records of the District and the minutes of its meetings;
- (7) Unless otherwise designated, serve as a non-voting, *ex officio* member on all committees;
- (8) Submit all Internal Revenue Service required reports and all required reports of the Iowa Secretary of State and perform all duties necessary or incident to the above;
- (9) Shall be paid an annual honorarium at the discretion of the Board.

Article IX – Committees

- (A) The Executive Committee shall consist of the President, Vice President, the Secretary-Treasurer, and 2 Unit Presidents not represented by the Units of the District Officers. The two Unit Presidents will be elected by the Board. When a matter is so urgent that it needs attention before a regular meeting of the Board and it is not feasible to convene a special meeting of the Board, the Executive Committee, when directed by 3 or more of its members, shall be empowered to make a decision with the same force and effect as the full Board.
 - (1) A meeting of the Executive Committee shall be called by the President, or by the Vice President if the President is unavailable.
 - (2) A meeting of the Executive Committee may be held by conference call, email, zoom, or any other means so long as the participants are in effective communication with one another.

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(B) The President shall appoint such other committees as may be required by the ACBL or as the President deems necessary or advisable to conduct the affairs of the District.

Article X – Amendments of the Bylaws

(A) The Bylaws may be amended at any meeting of the Board, provided that notice of such a meeting describes the amendment to be considered and is communicated to each Member Unit at least 30 days before the meeting.

(B) Reasonable modifications of a proposed amendment may be made and voted on at the same meeting at which the original proposed amendment is considered.

(C) Amendments to the bylaws shall require a two-thirds majority of all votes assigned to Member Units.

Article XI – Indemnification – To the fullest extent permitted by law, the District shall indemnify its directors, officers and employees, including persons formerly occupying those positions, so long as any act or omission by that person was in good faith, was within the scope of the person's responsibilities as a director, officer, or employee, and did not constitute willful or reckless misconduct.

The forgoing Bylaws are approved and adopted by the Board of Directors of District 14 of the ACBL, effective on the 28th day of August, 2022.

Eric Hendrickson, President
Anne Beaurivage, Vice President
Keith Thompson, Secretary-Treasurer