

By-Laws of the Silicon Valley Unit No. 507, American Contract Bridge League.

The Unit:

The Unit functions within the By-Laws and Regulations of the American Contract Bridge League and its District.

### Objectives of the Organization

The objectives of the organization are:

- (a) To preserve and promote the best interests of and to stimulate interest in art of playing competitive duplicate 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 encourage the highest standards of conduct and ethics by its members, and to enforce such standards;
- (d) To promote the development and organization of affiliated clubs within the Unit;
- (e) To cooperate in the League's charity program, and to sponsor and conduct charity events with the object of realizing funds to be devoted to worthy humanitarian causes;
- (f) To conduct such other activities as may be in keeping with its principal objectives.

## ARTICLE I

### UNIT JURISDICTION

The geographical area within which this Unit shall have jurisdiction shall be such area as is presently or may in the future be assigned to it by the Board of Directors of the ACBL.

## ARTICLE II

### MEMBERSHIP

A - Any person of good moral character and residing within the jurisdiction of the Unit, subject to District regulation, is eligible for membership, and no person shall be denied membership because of race, creed or color.

B - Membership in the Unit carries with it membership in the American Contract Bridge League.

C - Such person, upon favorable action, shall become and remain a member unless;

- (1) He has failed to pay his dues in accordance with regulations of the ACBL;

(2) He has been suspended or expelled from membership in accordance with regulations established by the ACBL and the Board of Directors of the Unit, provided, however, that such regulations shall conform to the rules of due process applicable to membership corporations, and that such regulations as are established by the Board of Directors of the Unit shall not be in conflict with the regulations of the ACBL.

(3) He changes his residence to a place outside the jurisdiction of the Unit, in which case he shall become a member of the new Unit immediately on processing by the League of his change of address; except that if his residence is changed to an adjacent area within the same District he may elect to retain his membership in this Unit. The Chairman of the Membership Committee shall notify the District and the League of this choice.

### ARTICLE III

#### DUES

A - Annual dues shall be in the amount fixed by the ACBL.

B - The Board of Directors shall have no powers to levy any special assessments.

### ARTICLE IV

#### MEMBERSHIP MEETINGS

A - There shall be an annual meeting of the members, which may be held in connection with a tournament or special event which Unit members attend.

B - The Unit Board of Directors shall fix the time and place of the annual meeting and shall give appropriate notice by mail of such meeting. "Mail" shall include electronic notice.

C - Special meetings of the members may be called at any time to consider specific subject matters by the Unit Board of Directors or by the President, or by petition of the members. Notice of the time and place of any special meeting shall be given by mail at least 10 days before such meeting. The notice of any special meeting shall contain an Agenda of the matters to be taken up at such meeting. No other business shall be acted upon at such meeting.

D - A quorum for the transaction of business at any annual or special meeting shall consist of not less than 15 per cent of the total membership.

E- No proxies shall be permitted.

### ARTICLE V

#### UNIT BOARD OF DIRECTORS

#### A - Number of Directors

The affairs of the Unit shall be managed and conducted by the Unit Board of Directors which shall consist of not less than nine nor more than twelve persons, all of whom must be members of the Unit.

#### B - Term of Office

Each Director shall hold office for a period of two years or less, but shall hold office until his successor shall have been elected. Annual elections of the Board of Directors shall normally be held during the month of June and they shall assume office at the first meeting of July.

#### C - Nominations and Election of Directors

Candidates for Director shall be nominated and elected from and by the membership of the Unit.

#### D - Vacancies

Any vacancy of the Unit Board of Directors shall be filled by the Board of Directors and the person so appointed shall hold office for the balance of the unexpired term.

#### E - Meetings

The Unit Board of Directors shall hold monthly meetings, one of which shall be designated the annual meeting. Subsequent regular meetings thereafter shall be held pursuant to regulations established by the Board of Directors on appropriate notice.

#### F - Quorum

A quorum of the Unit Board of Directors for the transaction of business shall consist of not less than a majority of the Board.

#### G - Powers and Duties

In addition to the powers herein granted by other provisions hereof, and by the laws of the State of California, the Unit Board of Directors shall have powers and duties Including but not limited to:

- (1) The conduct, management, supervision and control of the business of the Unit;
- (2) Conduct of Unit tournaments;
- (3) The employment and discharging of employees, and the supervision of their conduct and fixing of their compensation;
- (4) To censure, suspend, expel, or otherwise discipline any member. But no member shall be censured, suspended, expelled or otherwise disciplined until he has been furnished with written charges to which he has had time to reply or until after a

hearing of which he has received reasonable notice. He may be represented by counsel. Disciplinary action by the Unit may be appealed to the National Board of Directors. The right of a member, to play in tournaments, against whom charges are pending shall not be affected unless otherwise directed by the Board.

#### H - Board Membership

The Unit Board of Directors shall be the sole judge of its membership.

### ARTICLE VI

#### UNIT OFFICERS

##### A - Number

The officers of the Unit shall consist of a President, a Vice-President, a Secretary and a Treasurer.

##### B - Election of Officers

The Board of Directors shall elect all officers at its first meeting following the election of a Board of Directors, and the persons elected shall hold office for one year or until their successors have been duly elected.

##### C - Vacancies

Vacancies due to death, resignation or other cause shall be filled by the Unit Board of Directors.

##### D - Duties

The duties of the officers shall be those outlined in the Unit By-Laws and Regulations, and such others as may be assigned by the Unit Board of Directors.

### ARTICLE VII

#### IMPEACHMENT

Any officer or director may be removed for cause at any meeting of the Unit Board provided two-thirds of those present constituting a quorum shall so vote. Any officer or director 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 Unit Board of Directors and to be represented by counsel of his own choosing. Absence of three (3) consecutive meetings may be cause for removal of a Director.

### ARTICLE VIII

#### COMMITTEES

The President with the approval of the Board of Directors shall appoint such committees as may be necessary 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 -- Tournament, Conduct and Ethics, Membership, and Publicity Committees.

## 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 days in advance of the annual meeting or any special meeting called for the purpose, or upon petition signed by at least five (5) members of the Unit Board of Directors. 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.

Amendment to the By-Laws may also be made by the Unit Board of Directors. A proposed amendment must be submitted in writing at any meeting of the Unit Board of Directors. If approved by a two-thirds (2/3) vote of those present and voting, it shall be published as determined by a majority of the Board of Directors then present and voting. After the proposed amendment has been published and posted for at least 30 days, the Unit Board of Directors shall again consider the proposed amendment at a meeting of the Board. If the Unit Board of Directors approves the proposed amendment by a second 2/3 vote of those present and voting, the amendment shall become effective immediately.

## ARTICLE X

### GENERAL

A - These By-Laws were adopted on July 14, 1960, revised at the annual meeting June 7, 1964, revised at the annual meeting on June 24, 1973, and further revised as follows: at the annual meeting on July 12, 2015 to change the unit name from Santa Clara Valley Unit No. 507 to Silicon Valley Unit 507; at the annual meeting on July 10, 2016 to define "mail" as including electronic notice; and at the annual meeting on July 8, 2018 to provide for By-Laws amendments by the Unit Board.