

**BYLAWS  
CENTRAL CAROLINA BRIDGE ASSOCIATION**

**PREAMBLE**

Whereas duplicate contract bridge is a game of skill enjoyed by many and, for the fullest enjoyment, must be played under the accepted rules, conventions, and ethics, it is necessary to establish a directive body to establish such rules and regulations. To attain this goal, the American Contract Bridge League (ACBL) has been organized, but such organization, which is national in character, must have a local unit or an association to give it voice. To this end, the Central Carolina Bridge Association, (CCBA or the Unit) is dedicated. The Central Bridge Association is intended to be a nonprofit association within the meaning of the North Carolina Uniform Unincorporated Nonprofit Association Act as set forth in Chapter 59B of the North Carolina General Statutes.

**ARTICLE I  
PURPOSE, JURISDICTION, AND MEMBERSHIP**

A. The CCBA is a nonprofit organization of members of the ACBL organized as a local unit of the ACBL to give a local voice to the ACBL. The CCBA is organized and operated exclusively for the pleasure, recreation, and other non-profitable purposes for its membership. The objectives of the CCBA are:

1. To preserve and promote the best interests of and to stimulate interest in competitive duplicate contract bridge and any modification thereof;
2. To cooperate with, and assist the ACBL in the promotion and conduct of contract bridge tournaments;
3. To encourage the highest standards of conduct and ethics by its members, and to enforce such standards by means of a Conduct and Ethics Committee;
4. To promote the development and organization of affiliated clubs within the unit;
5. To cooperate with the ACBL's charity program, and to sponsor and conduct charity events with the object of realizing funds to be devoted to worthy causes;
6. To produce a website for members in the unit;
7. To conduct such other activities as may be in keeping with the principal objectives.

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

C. Any person of good moral character and residing within the jurisdiction of the CCBA, subject to District regulations, is eligible for membership, and no person shall be denied membership because of race, creed, color, national origin, religious preference or sex. Such person, upon payment of the annual dues fixed by the ACBL, shall become a member of both the ACBL and the CCBA. Such person shall remain a member unless:

1. He changes his residence to a place outside the jurisdiction of the CCBA, in which case he shall become a member of the new unit immediately on processing by the ACBL of his change of address;
2. He has failed to pay his dues in accordance with regulations of the ACBL;
3. He has been suspended or expelled from membership in accordance with regulations established by the ACBL and the Board of Directors of the CCBA, 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 CCBA shall not be in conflict with the regulations of the ACBL.

D. Membership in the ACBL, acquired through local units other than the CCBA will be recognized and honored insofar as master point awards are concerned and consistent with ACBL rules; however, such members may not participate in the operations of the CCBA.

E. The CCBA shall hold all powers and control of the sanctioned duplicate bridge activity within its area not specifically denied or held by the ACBL.

F. The fiscal year of the CCBA is July 1 to June 30.

## **ARTICLE II ORGANIZATION**

A. The CCBA shall be governed by a Board of Directors consisting of four Officers, who will be considered directors, and 11 to 16 additional Directors.

B. One of the additional Directors will be the retiring President.

C. The CCBA Board of Directors shall be organized with a President, First Vice-President, Second Vice-President, and Secretary-Treasurer, with each position elected by the current Board of Directors. All Officers and Directors shall serve without pay or remuneration of any type, except for the Secretary-Treasurer. The Executive Committee of the Board shall consist of the above mentioned officers plus the immediate past President of the Board (if available).

D. All Officers and Directors must be members of the CCBA in good standing, and failure to maintain such standing shall be considered automatic resignation from office.

E. The term of office for Directors shall be two years. Directors serve in alternate years, so as to preserve continuity of representation. Officers shall serve for two years. All Director terms shall commence just prior to the election of Officers in the June/July meeting. All Officer terms shall commence at the June/July meeting, with the exception of the Secretary-Treasurer, who will take office in August.

F. Any mid-term vacancy of an Officer shall be filled by an election at the next Board of Directors meeting. Any mid-term vacancy of a Director position will be filled by an election at the next Board of Directors meeting if and only if the number of Directors falls below the minimum. The new Officer or Director shall hold office for the balance of the unexpired term.

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

H. In addition to the powers herein granted by other provisions hereof, and by the laws of the State of North Carolina, the Unit Board of Directors shall have powers and duties including, but not limited to the following:

1. The conduct, management, supervision, and control of the business of the Unit;
2. The operation of Unit Championship tournaments;
3. The employment and discharging of employees, the supervision of their conduct, and fixing of their compensation.

### **ARTICLE III ELECTION OF OFFICERS AND DIRECTORS**

A. Eligibility.

1. Any member of the CCBA is eligible to serve as a Director or Officer.
2. The Secretary/Treasurer shall maintain a list of all eligible members which shall be available to the nominating committee.

B. Nomination of Directors.

1. At the second meeting of the Board of Directors, the President will remind the Directors that each of them is a member of the nomination committee for his particular position.
2. The Secretary shall inform the Directors the number of positions opening on the Board (not to exceed 16). The Directors shall meet and decide upon a slate of nominees (who have been asked and have agreed to serve). All members wanting to serve on the Board will be elected unless the number of members wishing to serve exceeds 16 then an election will be held. The Directors will decide upon a date and place for the election.

3. The date must be in May and the place must be at all regularly scheduled duplicate games held by properly franchised clubs in the Unit.
4. There are no term limits. However, in order to promote the widest possible interest and involvement in the CCBA operations, it is suggested that Directors not succeed themselves in office beyond two consecutive terms, unless absolutely necessary to provide a willing representative to the Board. As soon as possible after the second meeting in the calendar year, these Directors will advise the Unit Secretary of the names of the nominees and the date and place of the election, if necessary.
5. The openings will also be advertised on the website so that everyone interested in serving has the opportunity to do so.

C. Nomination of Officers

1. At the first Board of Directors meeting of the calendar year, the President will appoint a three-member committee to choose nominees for the office of President, First Vice-President, Second Vice-President, and Secretary-Treasurer.
2. This committee will present its slate at the second meeting of the calendar year, at which time additional nominations may be made from the floor.
3. It will be remembered that Officers may be elected from the membership at large and will become members of the Board.
4. In the past it has been customary for the President to come from the Board to ensure familiarity with the operations of the Board.

D. Election of Directors.

A separate election, if required, will be held in each local game under the personal direction of one of the Unit Directors. These Unit Directors will conduct the election in conformance with the steps below.

The Director shall read the following rules governing elections to the voters to ensure they know the election is being held in accordance with this Constitution, and shall also explain the protest procedure per Article III, Section F below.

1. He will conduct elections at all regularly scheduled games.
2. The election will be done by secret ballot.
3. He will provide a suitable ballot in sufficient quantity.

4. He will inform the voters of the names of the nominees for each vacancy already on the ballot and accept nominations from the floor provided the nominee has previously agreed to serve, if elected, and provided further that the nominee be a member in good standing of the CCBA and that the nominee reside within the local area in question.
5. He will advise the voters of the correct number of nominees for which they are to vote. Any ballots showing votes for more than the correct number will be considered void, and will not be counted.
6. He will tabulate the votes at the game in the presence of the game director. The nominee receiving the largest number of votes will be declared elected. If two Directors are to be elected, the person receiving the second largest number of votes will also be declared elected, etc.

E. Election of Officers.

1. Unit Officers will be elected by secret ballot during the first meeting of the Board that occurs after May 31.
2. Only members of the incoming Board (except the outgoing President) will be permitted to vote for new officers.
3. A Director will serve both as a Director and as either President, First Vice President, Second Vice President and Secretary-Treasurer. Each director is entitled to one vote.

F. General.

1. The official results of the elections for Directors shall show the actual number of votes received by each nominee, and these results will be certified in writing by the Unit Directors conducting the election, and also by the Game Director in whose presence the votes were counted. This certification, together with all ballots cast, will be forwarded immediately to the Unit Secretary.
2. The names of all newly elected Directors shall be announced to the Board at the first Board meeting that occurs after May 31 and also at the Unit game following.
3. Newly elected Directors will take over the duties. at the first Board meeting after May 31th.
4. Any protest regarding any election or election procedure violation must be made in writing and addressed to the President of the Board. It must be received by the President at least one day prior to the first Board meeting after May 31. The protest must be signed by three members of the CCBA, and must detail the nature of the protest.
5. In the event a written protest is received, it must be dealt with by the Board, and a two-thirds majority vote of eligible Board members will be required to reject the protest.

6. If the protest is upheld, the newly elected Director or Directors are disqualified, and the name or names receiving the next highest number of votes at that election shall be declared elected. In the event of a tie vote for a Director, the Board will break the tie by electronic ballot prior to the first Board meeting after May 31.

#### **ARTICLE IV DUTIES OF DIRECTORS**

- A. The Director shall:
1. Take an active interest in the CCBA and attend all meetings of the Board and serve on committees as requested by the President of the Board;
  2. Provide a substitute to attend Board meetings whenever the regular Director is absent and shall notify a Unit Officer of said substitution prior to the Board meeting. This substitute shall assume all obligations, rights, assignments, and duties of the Director for whom he is substituting. This substitute will have the same rights and privileges as the regular Director at that one meeting only. If any Director is absent for three consecutive meetings, an alternate may be appointed, after approval by the Board. The Board will review the case of a Director absent for three consecutive times before replacement is made;
  3. Support the local games and to encourage membership in the CCBA as well as active participation in all activities of the CCBA by its members;
  4. Encourage all members to adhere to the policies, rules, regulations and ethics as promulgated by the CCBA and the ACBL;
  5. Elect Unit officers, District 7 Representatives, Unit Recorder, and Conduct and Ethics committee members.

#### **DUTIES OF OFFICERS**

- A. Due to the changing nature of these roles, the specific duties will be detailed outside of these By-Laws. General duties are as follows:
1. The President will be responsible for overall leadership, running the meetings and organizing the Board into committees as required.
  2. The Secretary-Treasurer will be responsible for the books and records of the Unit, general communications, and will serve as the prime contact with the ACBL.
  3. The First Vice President will be responsible for coordinating unit games and tournaments.

4. The Second Vice President will be responsible membership and mentoring/ retaining new members.

## **ARTICLE V ADDITIONAL UNIT ROLES/COMMITTEES**

A. A Unit 169 District 7 Representative will be elected by the Board to represent the Unit at District meetings and to report issues affecting the Unit to the Board of Directors. This Representative may come from within or outside the Board of Directors and shall serve for two years without compensation. With the assistance of a nominating committee, the President shall present a member in good standing (not necessarily a Board member) to the Board no later than May for the term to commence the following July. The President shall check with prospective nominees to ascertain their willingness to serve prior to placing their name before the Board for confirmation. A majority vote of the Board as a whole is required to confirm the appointment. The District 7 Representative shall:

1. Attend all District 7 Board meetings. If unable to attend, he shall notify the President, who may then select an alternate;
2. Cast votes for the Unit;
3. Be responsible for determining the topics expected to be voted on at the district meetings and obtaining the Unit Board's input, if appropriate;
4. Have the discretion to cast the Unit's votes on issues added to the agenda at the last minute;
5. Report on the proceedings of each District meeting to the Unit Board at its next meeting.

B. A Unit Recorder will be elected by the Board in order to establish a single point of contact from which the CCBA members may bring issues in front of the Conduct and Ethics committee. With the assistance of a nominating committee, the President shall present a member in good standing (not necessarily a Board member) to the Board no later than October for the term to commence the following January. The President shall check with prospective nominees to ascertain their willingness to serve prior to placing their name before the Board for confirmation. Nominees should be aware of the potentially confidential nature of their duties. A majority vote of the Board as a whole is required to confirm the appointment. The term of office for the Recorder shall be two years and will serve without compensation. The Recorder shall perform the following functions:

1. Be responsible for collecting and cataloguing complaints and/or inquiries from players, usually concerning a question about ethics or conduct. The Recorder may also assist in filling out recorder forms when necessary.

2. Be available at all Unit 169 tournaments. If the Recorder will not be available, notice should be given to the president so that an alternate can be selected.

C. A Conduct and Ethics committee will be elected by the Board in order to provide effective means for addressing conflicts related to CCBA-affiliated events.

1. This committee shall be comprised of three at-large members. The chairman shall be the member whose term is next to expire.
2. The term of the members shall be three years with one new member taking office in July.
3. The President, with the assistance of a nominating committee appointed by him, shall nominate a member in good standing (not necessarily a Board member) to the Committee. The President should ascertain the willingness of the member to serve prior to placing their name before the Board for confirmation. Nominees should be aware of the potentially confidential nature of their duties. A majority vote of the Board as a whole is required to confirm the appointment.
4. The committee will follow the ACBL Disciplinary Sanction Guidelines.

## **ARTICLE VI IMPEACHMENT**

A. Any Officer, Director, District Representative, Unit Recorder, or Conduct and Ethics Committee member may be removed for cause at any meeting of the Unit Board of Directors provided two-thirds of those present shall so vote.

B. Causes for impeachment shall include, but are not be limited to:

1. Failure to attend three consecutive Board meetings. This cause would obviously not apply to members of the Conduct and Ethics Committee, Unit Recorder, or District Representative;
2. Conduct unbecoming a representative of the CCBA;
3. Failure to execute the duties of his office;
4. Willful disregard of provisions of this Constitution, bylaws and any amendments thereto.

C. Any Officer, Director, District Representative, Unit Recorder, or member of the Conduct and Ethics Committee against whom impeachment charges shall be brought shall be notified in writing, by registered mail, of the charges against him at least ten days prior to the meeting and shall be given an opportunity to be heard before the Unit Board of Directors and may be represented by counsel of his own choosing.

## **ARTICLE VII SCHEDULED MEETINGS**

- A. The CCBA will sponsor monthly unit tournaments. The Board of Directors will meet on a day designated by the Board for the purpose of conducting CCBA business. The meeting will stand adjourned not later than 15 minutes prior to the regularly scheduled CCBA monthly unit tournament which immediately follows. See also section D below. The meeting will be held monthly or bimonthly unless the Board, at its own discretion, decides that less frequent meetings are required.
- B. An annual meeting of CCBA members shall be held and shall be open to all CCBA members. Said meeting shall be held immediately after the Board meeting for the month of December and prior to the monthly Unit Championship tournament.
- C. Board meetings are open to all members. If a non-board member desires to bring an issue before the Board, he must submit his request to the Secretary-Treasurer prior to the next meeting in order to be placed on the agenda.
- D. The place and location of regular meetings and special games shall be determined by the Board.
- E. Meetings of the Executive Committee to handle urgent business may be called by the President or at the request of at least three Directors. A simple majority of the Executive Committee shall constitute a quorum, and a 75% vote of committee members present is required to take any action without the full Board's approval. The President shall notify the full Board at the next regularly scheduled meeting of any actions approved by the Executive Committee.
- F. Appointed committees may meet at any time or place mutually agreeable to the Chairman and the committee members. No committee shall transact business unless a majority of the members of the committee are present.

## **ARTICLE VIII RESCINDING ACT**

Since there may have been actions, motions, or amendments thereto, previously approved, which may be in violation of these bylaws, obligating the CCBA or restricting action of the Board of Directors and/or its Officers, all actions, motions and amendments thereto enacted prior to the adoption of these bylaws are hereby rescinded. Nothing in this Rescinding Act shall be construed to relieve the CCBA or the Board of Directors of any financial obligation legally contracted. All proposals involving expenditure of CCBA funds now pending but not yet contracted for shall be held in abeyance until action can be taken in accordance with these bylaws.

**ARTICLE IX  
ENABLING ACT**

- A. Adoption of this set of bylaws, together with any amendments thereto, additions, deletions or changes as approved by the Board of Directors shall establish these bylaws as the official rules of the CCBA and all provisions therein shall be in force as of the date of adoption.
- B. Once adopted, these bylaws may be changed only by a two-thirds vote of the entire voting membership of the Board of Directors, except that motions which define, clarify, or implement the approved bylaws without violating the basic intent may be adopted by a simple majority vote of the Board of Directors.
- C. Any acts, motions or amendments thereto which are deemed desirable and which were canceled by the Rescinding Act and are not in conflict with these bylaws may and should be introduced and adopted by the Board as soon as possible after adoption of these bylaws.

**ARTICLE X  
DISTRIBUTION OF ASSETS**

- A. Upon closure of this Unit, any assets remaining in the treasury will be remitted to the ACBL designated for the national Charity Fund.
- B. In the event the CCBA should subdivide into one or more units, or any area should desire to join with another unit, all assets of the Unit, as it is currently composed, will remain the property of the Unit designated as the Central Carolina Bridge Association unless the Board of Directors of the CCBA at the time of said division, approve an allocation of assets to the new unit(s) by a 2/3 vote.