BYLAWS
American Contract Bridge League
District Twenty-Two Organization of Bridge Units, Inc.

Revised, 1983
Revised, 1998
Revised, July 1999
Revised, August 2007
Revised, 2016
Complete Revision, 2021
Revised, 2026

ARTICLE I: NAME

A. The name of the organization is American Contract Bridge League District Twenty-Two Organization of Bridge Units, Inc. (hereinafter called the District or District 22). District 22 is incorporated as a not-for-profit corporation under the laws of the State of California and shall be governed by the nonprofit corporation law of the State of California.
B. District 22 is a geographical area designated by the American Contract Bridge League (hereinafter called ACBL) and functions within the Bylaws and Rules and Regulations of the ACBL.

Article II: PRINCIPAL OFFICE AND JURISDICTIONAL AREA

A. The principal office of the District shall be the residence of the District Treasurer or such other place as determined by a vote of the District Board of Directors.
B. The jurisdictional area of the District shall consist of all the Units in District 22 as defined by the ACBL Board of Directors.

Article III: PURPOSES

A. To cooperate with the ACBL in the promotion and conduct of bridge tournaments within the District by deciding when and where to hold Regional Tournaments; and to assist Units of the ACBL, located within the geographical boundaries of the District, with the scheduling and promotion of Sectional Tournaments.
B. To promote the highest standards of conduct and ethics for tournament participants and to take any steps necessary for that purpose.
C. To assist club owners and managers in promoting duplicate bridge.
D. To promote programs of ongoing education for the membership, including teacher accreditation, director certification and Bridge in Schools.
E. To perform such other functions as may be necessary to promote the best interests of Contract Bridge.

Article IV: MEMBERSHIP

A. All Units of the ACBL that are or hereafter come into being within the geographical boundaries of the District are automatically members of the District. This includes all existing Units plus any that may be added in the future.
B. ACBL members who are members of the Member Units of the District shall be deemed members of District 22.

Article V: BOARD OF DIRECTORS

A. General Powers
    1. The management of all business, property, interests and other affairs of the District shall be exercised, conducted and controlled by the Board of Directors, hereinafter referred to as the Board.
B. Specific Powers

    The Board shall have the power to:
    1. Acquire, hold and dispose of any funds or property acquired by the organization, including receipts of Regional tournaments.
    2. Employ personnel.
    3. Borrow money on behalf of the organization, and to otherwise incur indebtedness on behalf of the organization, and in connection therewith, to authorize the execution of promissory notes, or other evidences of indebtedness, and to agree to pay interest thereon.
    4. Sell, convey, alienate, transfer, assign, exchange, lease and otherwise dispose of the organization's real and personal property.
    5. Generally do and perform, or cause to be done and performed, every act that the organization may lawfully do or perform.
    6. Determine the place and date for any Regional tournament held within the District and to establish the schedule of events at such tournaments.
C. Number
    1. The Board shall consist of ten members. Eight members shall be Area representatives elected by Units within the District with full voting rights. The ninth voting member shall be an elected District Representative on the ACBL Advisory Council selected by the Board each year. The tenth non-voting member shall be the Director to the ACBL National Board as appointed by the President or the majority of the Board.
    2. For the purpose of Unit representation on the Board, the District shall consist of four separate Areas of approximately equal size.
    As of the date of this document the Areas and the Units within those Areas are as follows:
    Area I: Units 514, 528, 540, 542, 547, 548
    Area II: Units 516, 533, 534, 536, 537
    Area III: Units 519, 526, 531, 539, 549
    Area IV: Units 513, 515, 525, 538
    3. The Board shall examine the Areas and make appropriate adjustments as needed.

4. Each Area shall elect two members to the Board. When practicable, the two members should represent different Units within the Area.

D. Term of Office and Term Limitations
    1. The term for elected Board members shall be three years, with the terms staggered to provide continuity of experienced members on the Board. The remaining term served by an appointed member shall not count toward the three-year limit.
    2. The terms of board members from the same Area will be staggered such that their terms do not end at the same time.
    3. In the event an Area realignment causes a member to be moved to a new Area, the member will continue to serve until the conclusion of his or her term, and during that time will represent their original Area.
    4. In the event that two members of an Area have their terms ending at the same time due to Area realignment, the Board may either extend the term of one of the members for one year, or specify that two members be elected at the next election, with the one receiving the most votes elected to a four-year term.
    5. The ninth member, representing the ACBL Advisory Council or its successor, is not subject to term limitations.

E. Vacancies
    1. If at any time a member cannot serve the balance of his or her term, the Board shall appoint a substitute from the same Area to serve the remainder of the vacant term.
    2. If a member misses two consecutive meetings without due cause, or is otherwise removed for cause, a vacancy will occur and a replacement shall be appointed as called for in Article V, Section E.1.

F. Elections
    1. For the election of Area representatives, each Unit shall have a voting power equal to the percentage of its members with respect to the total number of members in that Area.
    2. Elections for Area representatives to the Board shall be conducted in the following manner:
    During the first week of September, the Secretary shall solicit nominations from the Units of those Areas for which a representative is up for election. A nominee must be a member in good standing of both the ACBL and of the Unit within the Area. Such nominations shall be emailed to the Secretary. Nominees need not be members of the nominating Unit or of a Unit board. The election shall be held during the month of October with ballots returned by December 1.
    3. Unit board votes will be counted, by the District Secretary, on a proportional basis, not a winner-take-all basis.
    4. Nominations may be made by Unit boards or by individuals, including self-nomination. When practicable, consideration should be given to achieving representation from different Units within the Area.

G. Regular and Special Meetings
    1. Regular meetings of the Board shall be held within the geographical limits of District 22 or electronically and no fewer than three times per year.
    2. Notice of a regular meeting stating the place, date and hour of the meeting shall be provided by electronic transmission (email) no later than seven days prior to the date of the meeting. If a member of the District desires to attend a Board meeting, he/she should request an invitation from the President or other Board member.
    3. Special meetings of the Board may be called by the President or any five of the elected members of the Board representing at least three Areas. Notice shall be given not less than 48 hours in advance by email or telephone and shall state the place, date, time and agenda of the special meeting.
    4. The President shall preside at all meetings of the Board. If the President is unable to attend a meeting of the Board, the Vice President shall preside. If the Vice President is also absent, the Treasurer shall preside. If the Treasurer is also absent, the Secretary shall preside. In the absence of all of these officers, the Board members present, if they constitute a quorum, shall elect a member to preside.
    5. Board members may participate in a meeting through the use of conference telephone, electronic video screen communication or other electronic transmission. Participation in a meeting through electronic means constitutes a member's presence in person at the meeting as long as all members participating in the meeting are able to hear and communicate concurrently with one another.
    6. A quorum for the transaction of business at any Board meeting shall consist of five members representing three Areas, including members participating pursuant to Article V, Section G5.
    7. A majority of those voting members present at the meeting shall be necessary to enact a resolution.
    8. Votes may be taken outside of scheduled meetings if the matter to be voted on is time-sensitive or an emergency. In such circumstances, a motion must be approved by majority consent and done so electronically via email. The outcome of the vote shall be recorded in the minutes of the next regular Board meeting.

H. Annual Meeting
    1. The Annual Meeting shall be held in December or at such other time as determined by the Board of Directors. Notice of the Annual Meeting, stating date, time and place, shall be emailed to Unit presidents and posted on the District website no later than 30 days prior to the date of the meeting.
    2. Unit boards will be invited to designate no more than four of their members to attend the Annual Meeting.
    3. The Annual Meeting may be held in person or electronically.

I. Compensation and Reimbursement
    1. The Board Members of District 22 shall serve without monetary compensation for performing their duties as members of the Board of Directors but may be authorized by the Board to receive advancement of or reimbursement for expenditures made on behalf of the District and expenses related to attending Board Meetings.

J. Board Member's Fiduciary Duties and Standards of Conduct
    Each Board member is subject to a duty of loyalty to the corporation and a duty of care in the performance of his or her duties as a Board Member.

K. Conflicts of Interest
    1. All Board Members shall recuse themselves from participation in matters that come before the Board that would cause a conflict of interest or give the appearance thereof. The President shall have summary authority to declare an automatic recusal of such a Board member from participation in such matters, which declaration may be overruled by the Board.

L. Bonding of District Personnel
    1. The Treasurer, District 22 Tournament Managers and any other person who handles substantial assets or who regularly handles any assets of the District shall be bonded. Should any such person turn out not to be bondable, that person shall no longer hold the position.

M. Indemnification
    1. ACBL currently maintains General Liability insurance that extends to Districts for sanctioned events; a Directors & Officers policy that extends coverage to Districts; and Crime Insurance & Employee Dishonesty coverage. Should such coverage cease or become inadequate, as determined by the Board, the Board shall provide appropriate coverage.

N. Removal
    1. A member of the Board of Directors may be removed for cause at any meeting of the Board.
    2. Written notice by registered mail shall be given to the full Board and to the member subject to removal at least thirty and no more than ninety days prior to such meeting.
    3. The call for removal may be made by: (a) a majority vote of the District Board, or (b) by petition of twenty percent of the District members in good standing, or (c) by a majority vote of the Unit boards in the Area the member represents, with the vote of each Unit apportioned according to the formula set forth in Article V, Section F1.
    4. The member subject to removal shall be given an opportunity to be heard before the District Board and to be represented by counsel of his or her choosing. The removal of a member shall require a three-quarters vote of the Board members present and voting on the issue.

The member subject to removal may not vote on the question of his/her removal.

5. "For cause" shall include, but is not limited to: missing without just cause two consecutive meetings of the Board; conduct unbecoming a Board member which prejudices the purposes of the ACBL or the District; or, when in the judgment of the District Board, the best interest of the ACBL or the District would be served thereby.

Article VI: Officers

A. The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer. These officers shall be elected by the voting members of the Board for a term of one year. Any officer may be removed before the end of the officer's term if any four Board members bring such a request before the Board, and such removal of the officer is approved by a two-thirds vote of the Board.
B. Elections of Officers
    1. After the adjournment of the last Board meeting in a calendar year, the newly elected Board members for the following year shall meet together with carryover Board members for the purpose of electing officers for the following year.
    2. The Board shall choose from among its voting members four officers who shall be the President, Vice President, Secretary and Treasurer.
    3. The President for the current year shall conduct the nominations and balloting for the new President. The new President shall then conduct the nominations and balloting for the remaining officers.
    4. After electing officers, the new Board shall conduct no other business until the next meeting in the following year.
C. Duties of Officers
    1. President
        a. The President shall preside at all meetings of the Board of Directors. The President shall supervise the management of the affairs of the organization and the District and shall perform all duties incidental to this office.
        b. The President shall appoint such special committees as he/she shall, from time to time, consider necessary. The President shall be a member ex-officio of all committees.
        c. The President shall execute, in the name of the organization, all deeds, bonds, contracts and other obligations and instruments authorized to be executed by the Board of Directors.
    2. Vice President
        a. The Vice President shall, in the absence of the President or of his/her inability to act, preside at meetings and succeed the President in the performance of his/her duties.
    3. Treasurer

a. The Treasurer shall have the care, custody and responsibility of all funds, securities and properties of the organization. The funds of the organization shall be deposited in such bank or banks as may be designated by the Board of Directors.
b. The Treasurer shall keep an accurate account of all receipts and disbursements and shall submit a report at all regular meetings of the Board of Directors. The Treasurer shall provide annual financial statements to the District Webmaster.
c. The Treasurer shall ensure that federal and state tax returns are filed annually and correctly.

4. Secretary
    a. The Secretary shall keep the records of the organization and the minutes of its meetings; shall keep the seal of the corporation and affix the same to such papers and instruments as may be required; shall make service of such notices as may be necessary or proper; and shall discharge such other duties as pertain to the office or as prescribed by the Board of Directors.
    b. After minutes have been approved by the Board, The Secretary shall provide the approved minutes to the District Webmaster.

Article VII: Committees

A. There shall be two types of Committees: Standing Committees and Special Committees. The President shall have the power to appoint the Chairs and the members of the Committees as he/she may deem necessary and appropriate and assign function thereto. The members of Committees need not be members of the Board of Directors.

1. Standing Committees
    a. Standing Committees include the Finance Committee, Tournament Committee, Membership Committee, Education Committee, Bylaws Committee and Policy and Procedures Committee.
    b. Members of Standing Committees serve until their resignation or removal by the President, a majority of the Committee or a majority of the Board.
    c. The Treasurer shall be a member of the Finance Committee.
2. Special Committees
    a. Special Committees shall be established at the discretion of the President to address a specific issue or issues. The Chair, or in the Chair's absence the Vice-Chair, will represent the Committee when advising the Board of the Committee's activities or findings

Article VIII: Fiscal Year

A. The fiscal year for the District 22 shall run from January 1 to December 31.

Article IX: Amendments to Bylaws

A. Any member Unit or any member of the Board may submit a proposed amendment to these bylaws to the District President. Proposed amendments must be in writing.
B. A proposed amendment shall be referred to the Bylaws Committee for review. The Chair of the Bylaws Committee will bring the committee's report on the proposed amendment to the Board at the next meeting of the Board, which may be a regular meeting or a special meeting called for that purpose in accordance with Article V, Section G3.
C. If the proposed amendment rises to a level of urgency as determined by the Bylaws Committee, the Board may consider the amendment for approval. If a majority of the Board, voting in a regular or special meeting, shall favor such change or amendment, the Board shall submit the change in ballot form for a vote to member Units.
D. These bylaws may be amended by a two-thirds affirmative vote of the Units voting during a scheduled election. Each Unit's vote is proportional as called for in Article V, Section F1.
E. Proposed amendments or changes to the Bylaws that are determined to be worthwhile but not urgent shall be archived by the Bylaws Committee and considered during the next revision of the Bylaws.

Article X: Dissolution

A. On the dissolution or winding up of this corporation, assets remaining after payment of all debts and liabilities of this corporation shall be distributed to the member Units on a proportional basis (see Article V, Section F1). Such dissolution excludes the merger or consolidation with another district or a geographical reassignment determined by ACBL.