

DISTRICT 5 BY-LAWS
AMERICAN CONTRACT BRIDGE LEAGUE
(Revised and Adopted May 2009)

ARTICLE I NAME

SECTION A

The name of this organization shall be District 5 American Contract Bridge League (ACBL) and it shall operate as a non-profit organization in the state of Ohio, incorporated and governed by such laws.

SECTION B

The term "District 5" shall be used in these By-Laws to denote this organization, except for references to the geographical area and to its representative to the National Board of Directors of the ACBL.

ARTICLE II OBJECTIVES

The principal objectives of District 5 shall be:

1. To promote bridge playing and bridge tournaments;
2. To supervise each regional tournament;
3. To promote cooperation among its member units;
4. To coordinate tournament schedules within District 5 and with neighboring areas;
5. To perform such other functions as are now or may hereafter be delegated to it by the National Board of Directors of the ACBL.

SECTION B

District 5 may conduct such other activities as are consistent with its principal objectives.

ARTICLE III MEMBERSHIP

SECTION A

All ACBL units which are or hereafter come into being within the geographical boundaries of the District are automatically Member Units of the District so long as they remain within the District, without requirement of any petition or formal action on the part of the Unit.

Rights and Obligations

In accordance with the procedures established by the ACBL Board of Directors and the District 5 Board of Directors, the Member Units shall have voting rights and other legal rights or privileges in connection with the governance of the District. The Member Units shall be required to abide by the bylaws, regulations, policies, code of conduct, and ethical standards established by the ACBL.

Termination of Membership

A member shall remain a member of the District unless and until he or she changes his residence to a Unit outside the jurisdiction of the District, without taking the necessary steps to retain membership in a Member Unit, per ACBL regulations.

ARTICLE IV BOARD OF DIRECTORS

SECTION A

The government and administration of District 5 shall be vested in the Board of Directors.

SECTION B

Terms such as "Board", "Directors", "President", and "Secretary", appearing in these by-laws without other modification, shall denote the District 5 Board of Directors, its members, and the District officers.

SECTION C

The president, vice president, treasurer, and immediate past president of District 5, and the representative of District 5 to the National Board of Directors of the

ACBL shall be members ex-officio of the District 5 Board of Directors with all rights and privileges associated with such membership.

SECTION D

For each meeting of the District 5 Board, Directors shall be apportioned to the member units as follows:

1. Each member unit shall be represented by one Director for each two hundred and fifty (250) members or any fraction thereof and one Director for each additional two hundred and fifty (250) members or any fraction thereof, but no unit shall have more Directors than one (1) less than the total number of Directors apportioned to all other member units of District 5. Units that have only one voting member allotted are encouraged to send, in addition, a non-voting delegate to provide additional input to the Board at the meetings.
2. For the determination of the apportionment of Directors for any meeting of the Board, the membership of all member units shall be based on the latest available ACBL tabulation on May 1. As part of the notice of meeting required by Article V of these By-laws, the District 5 Secretary shall notify the President of each member unit of the number of Directors to which it is entitled. (To avoid confusion, a unit will retain the same number of representatives for an entire year).
3. The names of the Directors representing each member unit shall be certified in writing to the District 5 Secretary by an authorized representative of such unit not later than 6:00 PM of the day preceding the meeting of the Board.
4. All directors must be members in good standing of the ACBL.

SECTION E

The District 5 Board of Directors shall have the responsibility to:

1. Determine the place and date for each Regional tournament, apply for the sanction to hold such tournaments, and be responsible for its operation.
2. Conduct the affairs of District 5 in a manner consistent with the objectives stated in Article II of these by-laws, and in accordance with the other provisions of these by-laws and with the constitution and by-laws of the ACBL.

SECTION F

Directors' Fiduciary Duties and Standards of Conduct

Each director is subject to a duty of loyalty to the corporation and a duty of care in the performance of his duties as a director.

ARTICLE V MEETINGS

SECTION A

A regular meeting of the District 5 Board of Directors may be held in conjunction with any regional tournament under the jurisdiction of District 5, within the meaning of Article IV-A of these by-laws. The time and place of each such meeting shall be determined by the District 5 President or his authorized representative. The annual meeting, at which time elections for officers are held, shall be held at the Regional tournament currently conducted over the Labor Day weekend. If the Regional Tournament currently conducted over the Labor Day weekend is canceled, the annual meeting shall be held within three months of that weekend. All such meetings will be held within the geographical limits of the District.

SECTION B

Written notice and agenda of each regular meeting, including the number of Directors authorized by Article IV-C of these by-laws, shall be given by the District 5 Secretary to the President of each member unit not later than a month before the meeting. A person wishing to place a special item on the agenda shall so notify the secretary in writing six weeks before the meeting.

SECTION C

A special meeting of the Board of Directors may be called by the District 5 President, or upon request of not less than one-half (1/2) of the Presidents of the member units of District 5. Written notice and agenda of such special meeting should be given by the Secretary to the President of each member Unit not later than a date to be established by the Board of Directors. At any special meeting, action shall be limited to the items stated in the agenda.

SECTION D

At any meeting of the Board of Directors, a quorum shall consist of not less than one-half (1/2) of the total number of Directors including Directors ex-officio, and shall include representation from not less than one-half (1/2) of the member units.

SECTION E

At any meeting of the Board of Directors, each Director present shall be entitled to one (1) vote. No proxy voting shall be permitted.

SECTION F

At any regular meeting of the Board of Directors, items not on the agenda may, upon majority vote of the Board, be taken up for discussion and possible action.

SECTION G

Meetings of the Board of Directors shall be conducted in accordance with the most recent revision of Robert's Rules of Order.

ARTICLE VI EXECUTIVE COMMITTEE

SECTION A

The Executive Committee of District 5 shall comprise:

1. The President, Vice President, Treasurer, and immediate Past President of District 5;
2. The representative of District 5 to the National Board of Directors of the ACBL; and
3. Four (4) members appointed by the President for two year terms, two (2) of which shall expire each year at the close of the annual meeting. Of the four (4) members appointed by the President, no more than two (2) may be from any one (1) Unit in the District.
4. Each member of the Executive Committee shall be entitled to one vote on the Board of Directors. Members of the Executive Committee shall not be considered or counted as one (1) of the votes allotted to his or her Unit, unless the member is so appointed by the Unit President. In no case shall an individual have more than one vote.

SECTION B

No paid employee of the ACBL or of District 5 shall be appointed to the Executive Committee.

SECTION C

The Executive Committee shall be empowered to conduct the affairs of District 5 in the interval between regular meetings of the Board of Directors, and to make urgent decisions when it is not feasible to call a special meeting of the Board; but the Executive Committee shall not contravene nor modify any action taken by the Board. At each meeting of the Board of Directors, the President shall report all actions taken by the Executive Committee since the previous Board meeting.

SECTION D

Meetings of the Executive committee shall be called by the President or upon request of three (3) Committee members.

SECTION E

Any vacancy on the Executive Committee shall be filled by appointment by the President, or by a majority of the Executive Committee if the Presidency is vacant.

ARTICLE VII ELECTION OF OFFICERS

SECTION A

The elected officers of District 5 shall be the President, the Vice President, and the Treasurer, each of whom shall be elected at the annual meeting for a one year term. They shall take office immediately upon election, and shall have jurisdiction over any regional tournament commencing before the expiration of respective terms.

SECTION B

For each of the offices named in Section A of this Article, the chair shall request nominations from the floor. Any member in good standing of a unit of District 5 who is not a paid employee of the ACBL or of District 5, shall be eligible for office. Election for each office shall be by secret ballot. If no candidate receives a majority, a further ballot shall be cast containing only the names of those two candidates receiving the largest number of votes plus ties.

SECTION C

No person who has been elected President for two (2) consecutive years shall be eligible to again be elected President until two (2) years have elapsed from the completion of his most recent term.

SECTION D

The President shall, immediately upon his election, appoint a Secretary and a Tournament Coordinator for District 5, and shall inform the President of each member unit of their names and addresses.

ARTICLE VIII DUTIES OF OFFICERS

SECTION A

The president shall supervise the administration of the affairs of District 5, and shall perform such other duties as are stipulated in these By-laws, or are ordinarily incident to the office. The President shall serve as chairman of the Board of Directors and of the Executive Committee. He shall appoint such committees as are required by ACBL regulations or by these By-laws, and may appoint such special committees as he shall from time to time consider necessary.

SECTION B

The Vice President shall preside at meetings of the Board of Directors and of the Executive Committee in the absence of the President. The Vice President shall succeed the President in event of his death, resignation, removal from office, or inability to act. He shall perform such other duties as may be assigned by the President.

SECTION C

The treasurer shall have custody of and responsibility for all funds, securities, and properties of District 5. He shall deposit District funds in a bank designated by the Executive Committee. All disbursements shall be made by check signed by the Treasurer or, in his absence or incapacity, by a person designated by the President. The treasurer shall present a report at each regular meeting of the Board of Directors. Prior to the Annual Meeting, he shall submit his accounts to an Audit Committee, which shall present its report at the annual meeting.

SECTION D

The Secretary shall maintain the records of District 5, and shall record the minutes of all meetings of the Board of Directors and of the Executive Committee. The Secretary shall perform such other duties as are stipulated in these By-laws, or are ordinarily incident to the office. The Secretary shall be remunerated as determined by the Board of Directors.

ARTICLE IX RELATIONS WITH UNITS

SECTION A

Each member unit shall annually transmit to the District 5 Secretary the names and addresses of its offices.

SECTION B

Each member unit shall, before each District 5 Board of Directors meeting, certify to the Secretary the names of its authorized Directors as required by Article IV, Section D of these By-laws.

SECTION C

Jurisdiction of District 5 over its member units, exclusive of the requirements of this article, shall be limited to that which is now or may hereafter be delegated to the District by the National Board of Directors of the ACBL.

ARTICLE X INOPERATIVE PORTION

If any portion of the Bylaws shall be invalid or inoperative, then, to the extent reasonable and possible, the remainder shall be valid and operative, and effect shall be given to the intent that portion held invalid or inoperative manifests

ARTICLE XI NONPROFIT STATUS AND DISSOLUTION

This Corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to its members. It is organized solely for non-profit purposes. On the dissolution or winding up of this Corporation, assets remaining after payment of or provision for payment of all debts and liabilities of this Corporation shall be distributed according to the regulations and policies of the ACBL. If this Corporation holds any assets in trust, they shall be disposed of in such a manner as may be directed by judgment of a court of appropriate jurisdiction.

ARTICLE XII AMENDMENTS

SECTION A

These By-laws may be amended at any meeting of the District 5 Board of Directors. Notice to amend shall be given to each member unit at least ninety (90) days in advance of such meeting. Such notice shall include the text of the

proposed amendments, and an explanation of the effect of their adoption if the changes are extensive or complex.

SECTION B

An affirmative vote of two-thirds (2/3) of the Directors present and voting, constituting a majority of the Directors present, shall be required to pass any amendment.

Note: Article V, Section A and Article VIII, Section C were amended September 1984.