

# TENNESSEE BRIDGE ASSOCIATION

## BY-LAWS

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### THE UNIT

The Unit functions with the By-laws and Regulations of the American Contract Bridge League, hereinafter "League," and its District. **The name of the Unit is The Tennessee Bridge Association, also known as Unit 144 of District 10 of the American Contract Bridge League.**

### OBJECTS OF THE ORGANIZATION

The objects of the organization are:

- (a) To preserve and promote the best interests of and to stimulate interest in the art of playing competitive duplicate contract bridge and any modification 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 programs and to sponsor and conduct charity events with the object of realizing funds to devote to worthy humanitarian causes;
- (f) To conduct such other activities as may be in keeping with the principle objectives.

### ARTICLE I -UNIT JURISDICTION

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

## ARTICLE II — MEMBERSHIP

- A. Any person of good moral character and residing within the jurisdiction of the Unit, subject to District regulations, is eligible for membership; and no person shall be denied membership because of race, color or creed.
- B. Such person, upon favorable action, shall become and remain a member unless:
  - (1) 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;
  - (2) He has failed to pay his dues or service fees in accordance with the regulations of the League;
  - (3) He has been suspended or expelled from membership in accordance with the regulations established by the League 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 League.
- C. Membership in the American Contract Bridge League carries with it membership in the Unit.

## ARTICLE III — DUES

Annual dues shall be in the amount fixed by the League.

## ARTICLE IV — MEMBERSHIP MEETINGS

- A. There shall be an annual membership meeting held in conjunction with the Nate Silverstein tournament in January unless the Board of directors determines it is in the best interest of Unit 144 members to have the annual meeting at another time.
- B. The Board of Directors shall fix the time and place of the annual meeting and shall give thirty (30) days written notice of such annual meeting.
- C. Special meetings of the members may be called at any time by (1) the President, (2) a majority of the Unit Board of Directors, or (3) by a petition of at least fifty (50) members of the Unit, to consider specific subject matters. **Said agenda must be specific in nature with every item to be considered clearly stated.** At least fifteen (15) days written notice of the time and place of any special meeting shall be given and such notice shall contain an agenda of the matters to be considered at that meeting. No other business shall be considered at such special meeting. 2

- D. A quorum for the transaction of business at any meeting shall consist of 25 Unit members **and at least 25 members must be present for any vote to take place.**

#### ARTICLE V — UNIT BOARD OF DIRECTORS

- A. Composition of the Board of Directors

The affairs of the Unit shall be managed and conducted by the Board of Directors. All directors shall serve for a two (2) year term. **Areas 2, 3, and 4 may have one director on the Unit Board. Area 1 will have 6 directors who reside within area 1 or who are Bona fide members who do not reside within the geographical limits of the unit but who are eligible to vote in that area.**

**The Election shall be held in November each year for Unit 144 Board Members.**

The playing areas are now defined as follows:

- Area 1: Shelby, Tipton and Fayette Counties in Tennessee and Crittenden County in Arkansas;
- Area 2: Lauderdale, Haywood, Crockett, Dyer, Lake and Obion Counties in Tennessee;
- Area 3: Carroll, Weakley, Henry and Benton Counties in Tennessee;
- Area 4: Hardeman, McNairy, Hardin, Chester, Madison, Henderson, Decatur and Gibson Counties in Tennessee.

Future playing areas will be defined as they are developed.

Bona fide members who do not reside within the geographical limits of the Unit but who are eligible to vote in that area and have been properly approved for membership shall vote in the Area I election.

- B. Election of Directors in Areas 2, 3, and 4

Areas 2, 3, and 4 shall elect their directors, **who must be a resident of the area represented**, by secret ballot and shall report the results to the Unit no later than twenty-one (21) days prior to the **Unit 144 Election date**. The method of conducting the election in each of these areas must be approved by **the Unit President** and must not contravene League regulations. The Unit Board of Directors shall take such action as is necessary to provide assistance to these areas on conducting their elections.

C. Election of Directors in Area I

The Board of Directors, at least forty-five (45) days prior to the Unit 144 Election date, shall select a nominating committee composed of at least five (5) persons, a majority of whom shall not be members of the current Board of Directors. The President shall appoint the chairman of the nominating committee. Said nominating committee shall meet prior to the mailing of the notices of the Unit 144 Election and shall prepare a slate of candidates who have agreed to serve if elected to be placed in nomination by the nominating committee in the Unit 144 Notice of Election letter to the Unit 144 members. The slate of candidates shall be at least fifty percent (50%) more than the number of directors to be elected.

The names of the persons nominated as candidates by the nominating committee shall be made known to the members in the notice of the Unit 144 election.

Additional nominations may be made by the membership but such nominations must be in writing, signed by at least ten (10) members in good standing and must be given to the Secretary of the Unit at least ninety-six (96) hours before the voting takes place as stated in the Notice of the Unit 144 Election.

Each qualified member shall vote for **no fewer than 2 candidates**. All ballots shall be secret. Ballots may be cast in person between noon and 6:30 p.m. on the day of the Election. Ties shall be broken by the flip of a coin.

After the slate has been published, any **Area 1** Unit 144 member in good standing may obtain an absentee ballot from the Secretary or board-appointed designee. Said ballot must be delivered to the President, Secretary, or their designated representatives before the opening of the polls.

All candidates have the right to be present or represented while the votes are counted.

D. Vacancies

Any vacancy on the Board of Directors may be filled by the Board of Directors and the person so appointed shall hold office until the term expires.

E. Meeting of the Board of Directors

The Board of Directors shall hold a minimum of four (4) meetings a year. The Secretary shall call a meeting of the Board of Directors at the request of the President or upon the request, in writing, of **three (3)** of its members.

F. Quorum

A quorum of the 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 granted by other provisions hereof and by the laws of the State of Tennessee, the Unit Board of Directors shall have powers including but not limited to:

- (1) The **conduction**, management, supervision and control of the business of the Unit;
- (2) **Conduction** of tournaments;
- (3) The employment and discharging of employees (**of Unit sponsored events**) and the supervision of their conduct and the fixing of their compensation;
- (4) Review all receipts and disbursements for the Unit or order an audit when necessary. Any member may receive a copy of the audit for a reasonable fee. A copy of the financial statement shall be **posted on the Unit website**.
- (5) Any disciplinary hearing for violation of ACBL regulations shall be conducted according to ACBL regulations.
- (6) Duties and responsibilities of the Board of Directors must be presented in writing to said members at the first meeting after the annual meeting.
- (7) Each outgoing officer must provide a written description of his duties to **the** Board of Directors and to his replacement.

#### H. Board Membership

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

### ARTICLE VI — UNIT OFFICERS

- A. The officers of the Unit shall include a President, Vice-President, a Secretary and a Treasurer. **These officers will comprise the Executive Committee**. The President may not hold office more than four (4) consecutive years as an elected Board Member.
- B. The newly elected Board of Directors will assume its powers and duties the moment the election results are confirmed. The executive committee will continue to function until the first board meeting after the annual meeting is called to order. The first order of business must be the election of a President, followed by elections of Vice-President, Secretary and Treasurer. Officers will serve one (I) year terms.

- C. Vacancies **will** be filled by the Board of Directors **as deemed necessary**.
- D. The duties of the officers shall be outlined 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 of Directors providing two-thirds (2/3) 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 before 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 from three (3) consecutive meetings may be cause for removal of a director.

#### ARTICLE VIII - AMENDMENTS

Amendments to the By-Laws may be proposed by the members of the Unit upon petition signed by at least fifty (50) members and submitted to the Secretary at least thirty (30) days in advance of the annual meeting or any special meeting called for that purpose, or upon petition signed by at least **four (4)** members of the Unit Board of Directors. **It** shall be the duty of the Secretary to incorporate the text for the proposed amendment in the notice of the meeting. The concurrence of **three-quarters (3/4)** of all members present and voting shall be required to pass any amendment.

#### ARTICLE IX-BINDING ARBITRATION AGREEMENT

**A. Any dispute which is in any way related to membership in the Tennessee Bridge Association (TBA), or any action for damages or injunctive relief against the TBA, or any action to reverse, amend, modify or delay enforcement of a disciplinary action by the TBA, regardless of the facts or the legal theories which may be involved, shall be resolved by binding arbitration before the American Arbitration Association (“AAA”) by a single arbitrator in accordance with the commercial rules of AAA in effect at the time the arbitration proceeding is initiated.**

**B. The arbitration hearing shall be held at such time and location as the parties may agree in writing. The arbitrator shall prepare in writing an award which includes the legal and factual reasons for the decision. The parties shall divide equally the costs of the arbitration and shall pay their respective attorney fees and expenses, but the arbitrator may assess all such costs and the prevailing party’s attorney fees and expense to the non-prevailing party in the arbitration award. The provision of the Federal Arbitration Act shall apply to the TBA and its members.**

#### ROBERT'S RULES OF ORDER

Robert's Rules of Order shall govern the Unit in all matters not specifically covered in the By-Laws.

Amended October 8, 2005.

**Amended January 18, 2014.**

**Amended January 2, 2015**

**Amended January 8, 2016**