

**New England
Bridge Conference, Inc.
District 25**

Bylaws

Amended June 23, 2019

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DEFINITIONS AND ACRONYMS

ACBL

American Contract Bridge League

Delegate

Person selected by each Unit as its member to the Board of Delegates

District

The organization with responsibility for management of bridge-related activities for a geographical area within the ACBL

Member in Good Standing

A member whose dues (if dues are required) are current and such member is not currently: expelled; serving a term of suspension; serving indefinite probation; serving probation, the initial term of which was twenty-four or more months; serving a term of probation following a suspension, the initial term of which was in excess of ninety days

Representative

Person selected by each Unit as its Representative on the Executive Committee

Unit

The organization with responsibility for management of bridge-related activities for a limited geographical area within an ACBL-defined District

INTERPRETATION

Whenever the context indicates, the masculine gender shall encompass the feminine and neuter, and the singular shall encompass the plural or vice versa.

The headings are solely for organization, convenience and clarity. They do not limit or define the scope of these Bylaws or the intent in any of the provisions.

ARTICLE I – NAME AND ORGANIZATION

Section 1.1 Name

The name of this organization shall be the New England Bridge Conference, Inc., also known as District 25 (hereinafter referred to in these Bylaws as “the Conference” or “the District” or “District 25”).

Section 1.2 Incorporation

The Conference is incorporated as a nonprofit corporation under the laws of the Commonwealth of Massachusetts and shall be governed by the nonprofit corporation law of the Commonwealth of Massachusetts.

Section 1.3 Legal Status

The Conference is a separate legal entity that interacts with its parent organization, the American Contract Bridge League (hereinafter referred to in these Bylaws as the “ACBL”) and exists for the purposes specified in Article II of these Bylaws.

1.3.1 Registered Office/Registered Agent

The registered office and registered agent of the conference shall be located in the Commonwealth of Massachusetts.

1.3.2 Fiscal Year

The fiscal year of the Conference begins on January 1 and ends on December 31 of the same year.

Section 1.4 Parent Organization

The Conference operates under the sanction of the ACBL and in conformity with the ACBL’s constitution, bylaws, regulations and definitions.

Section 1.5 Subsidiary Organizations

All duly organized and franchised Units of the ACBL in good standing and within the territorial limits of District 25 shall be members of the Conference without any formal petition or action of the Unit.

1.5.1 The Conference consists of the following eight (8) Units of the ACBL:

Central Massachusetts (Unit 113)
Connecticut (Unit 126)
Eastern Massachusetts (Unit 108)
Maine (Unit 189)
New Hampshire (Unit 150)
Rhode Island (Unit 145)
Vermont (Unit 175)
Western Massachusetts (Unit 196)

Section 1.6 Rights and Obligations

In accordance with the procedures established by the ACBL Board of Directors and the Conference Board of Delegates, the member Units shall have voting rights and other legal rights or privileges in connection with the governance of the Conference.

The member Units shall be required to abide by the bylaws, regulations, policies, code of conduct, and ethical standards established by the Conference and the ACBL.

ARTICLE II – CONFERENCE PURPOSES AND POLICIES

Section 2.1 Purposes

It shall be the purpose of the Conference to:

- 2.1.1 Promote and foster contract bridge and the educational and charitable programs of the ACBL throughout the Conference, not only by engaging in programs of its own but also by coordinating the activities and programs of its member Units.
- 2.1.2 Function as a liaison organization between and among the member Units, to resolve disputes and eliminate conflicts. All decisions shall be binding upon Units within the Conference.
- 2.1.3 Conduct such bridge tournaments as are allocated by the ACBL within the Conference’s geographical limits.
- 2.1.4 Promote the highest standards of conduct and ethical behavior of participants in tournaments and to take whatever steps and actions are necessary to achieve that purpose.
- 2.1.5 Perform other functions deemed necessary and appropriate to promote the best interest of the Conference, its member Units, and contract bridge.

Section 2.2 Policies

- 2.2.1 The Conference shall conduct its affairs in a manner consistent with the rules, regulations, policies, procedures, and bylaws of the ACBL.
- 2.2.2 No rule, regulation, or bylaw adopted by the Conference shall be inconsistent with or be in contravention of the rules, regulations and bylaws of the ACBL.
- 2.2.3 The Conference and the ACBL members who reside in the Conference shall be subject to and abide by the laws and regulations of the ACBL.
- 2.2.4 Policies not defined shall default to the ACBL policies.
- 2.2.5 It shall be the policy of the Conference to operate as a nonprofit social organization under Section 501(c)(4) of the Internal Revenue Code.
- 2.2.6 The Conference shall not have the authority to issue capital stock.
- 2.2.7 No part of the activities of the Conference shall consist of participating in any political campaign on behalf of any candidate for public office.

ARTICLE III – GOVERNANCE AND ADMINISTRATION

- Section 3.1** Governance: The Board of Delegates
The ultimate decision-making power of the Conference, as defined in Article IV, shall be vested in the Board of Delegates.
- Section 3.2** Administration: The Executive Committee
The Executive Committee shall manage the prudential affairs of the Conference. This responsibility is defined in Article V. The Executive Committee shall take no action contrary to the directives of the Board of Delegates.
- Section 3.3** Conference Officers
The ongoing activities of the Conference shall be conducted under the auspices of the Conference Officers (listed in Article VI). In performing their roles for the management of the Conference, they shall take no action in violation of these Bylaws. The President shall preside at, and all other Conference Officers shall attend, all meetings of the Executive Committee and the Board of Delegates.

ARTICLE IV – GOVERNANCE: THE BOARD OF DELEGATES

- Section 4.1** Responsibilities
The Conference shall be governed by a Board of Delegates representing the membership. The Board of Delegates shall have the responsibility to:
- 4.1.1 Conduct elections of Conference Officers pursuant to Article VIII.
 - 4.1.2 Approve amendments of these Bylaws pursuant to Article IX.
 - 4.1.3 Acquire, hold, maintain, administer, and dispose of all property of the Conference, subject to all provisions contained in these Bylaws, and in the corporate documents of the Conference.
 - 4.1.4 Initiate, modify, revoke or ratify, by majority vote, any act or action of the Executive Committee.
- Section 4.2** Membership of the Board of Delegates
- 4.2.1 Each Unit of the Conference shall be allocated a minimum of two (2) Delegates. The number of Delegates from each member Unit in any year shall be based on the high statistics provided by the ACBL of October 1 of the preceding year. Additional Delegates are allocated to the Units for each two hundred (200) additional active members (or major portion thereof).
 - 4.2.2 Each Unit shall certify the names of its assigned Delegates to the Conference Secretary before January 15 of every year. Delegates so certified shall serve for one (1) year, beginning with their certification and ending with their recertification or certification of their successors. Permanent changes must be certified (in writing or by email) to the Conference Secretary.
 - 4.2.3 If any Delegate cannot attend any meeting, an alternate Delegate shall be assigned from that Unit by the Unit President or Secretary and shall be certified to the Conference Secretary prior to the start of that meeting. This is a temporary appointment and will be valid for a single meeting.

- 4.2.4 District 25 Immediate Past President, in good standing, shall attend the Board of Delegates meetings as an advisory member with no voting privileges.
- 4.2.5 District 25 District Director shall attend the Board of Delegates meetings as an advisory member with no voting privileges.

Section 4.3 Presiding Officer

- 4.3.1 The Presiding Officer shall be the President of the Conference. In the absence of the President, or in the case of the President's inability to act, the Vice President or, in the case of the Vice President's absence, the Treasurer shall preside at meetings.
- 4.3.2 The Presiding Officer shall report the activities of the Executive Committee and the actions of the President to the Board of Delegates at each of its meetings and seek guidance from the Board of Delegates regarding future activities of the Executive Committee.

Section 4.4 Meetings

The meetings of the Board of Delegates shall be as follows:

- 4.4.1 Annual Meeting
The Annual Meeting of the Board of Delegates shall be held at such time and place as may be fixed by the President in conjunction with a Conference Regional tournament after August 1 of each year. The agenda of the Annual Meeting shall include presentation of annual reports, election of Conference Officers, and transaction of such other business as may properly come before the meeting.
- 4.4.2 Regular Meeting
The Regular Meeting of the Board of Delegates shall be held at such time and place as may be fixed by the President in conjunction with a Conference Regional tournament before August 1 of each year.
- 4.4.3 Special Meetings
Special meetings of the Conference Board of Delegates may be called by the President or by a petition by fifteen (15) Delegates from at least (3) Units.
- 4.4.4 Notice of Meetings
Notice (written, printed, or by electronic transmission) stating the place, day and hour of the Annual and Regular Meetings and, in the case of a Special Meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than fifteen (15) days before the date of the meeting, by or at the direction of the President, Secretary, Officers or persons calling the meeting, to each Delegate entitled to vote at such meeting.
- 4.4.5 Quorum
Fifteen (15) Delegates in good standing representing at least five (5) Units of the Conference shall constitute a quorum at a Board of Delegates meeting.
- 4.4.6 Voting Rights of the Presiding Officer
In the case of a ballot vote, the Presiding Officer shall be allowed one and only one vote. When the vote is by voice or show of hands, the Presiding Officer shall exercise his voting rights only when the vote will affect the outcome.

Article V – ADMINISTRATON: EXECUTIVE COMMITTEE

Section 5.1 Responsibilities

The Executive Committee shall manage the prudential affairs of the Conference, which shall include, but not be limited to, the responsibility to:

- 5.1.1 Manage the funds and property acquired by the Conference.
- 5.1.2 Hire and discharge all Conference employees/contractors, define their duties and responsibilities and periodically review the performance of such employees/contractors.
- 5.1.3 Review reports of the Officers and committees and edit or prepare for submission to the members of the Board of Delegates, at least ten (10) days prior to the Annual Meeting, such reports as are necessary for said Board of Delegates to address all relevant matters at such meeting.
- 5.1.4 Conduct, manage, and control Regional bridge tournaments allocated by the ACBL; select the dates and locations for holding such tournaments and review the reports and suggestions of tournament officials.

Section 5.2 Membership of the Executive Committee

Members of the Executive Committee include:

- 5.2.1 Conference Officers: President, Vice President, Secretary and Treasurer.
- 5.2.2 Immediate Past President.
- 5.2.3 Unit Representatives: One (1) Representative from each Unit with the exception of Eastern Massachusetts and Connecticut, which shall have two (2) Representatives.
 - 5.2.3.1 Members from each Unit, other than the members serving as officers, shall be determined by the Units according to its own rules of procedures.
 - 5.2.3.2 Should any Unit fail to designate such member or members before January 1, the President of the Conference shall appoint such member or members from said Unit to the Executive Committee.
- 5.2.4 District 25 District Director (a non-voting liaison and advisory member, with no parliamentary powers).

Section 5.3 Presiding Officer

The President of the Conference shall be the Chief Executive Officer of the Conference and Presiding Officer of the Executive Committee. In the absence of the President or in the case of the President's inability to act, the Vice President or, in the case of the Vice President's absence, the Immediate Past President shall preside at meetings.

Section 5.4 Meetings

The Executive Committee shall meet at such times and places as shall be established by the President of the Conference.

- 5.4.1 **Special Meetings**
Special meetings of the Executive Committee may be called at any time by the President, or upon the written request of eight (8) members of the Executive Committee.
- 5.4.2 **Notice**
Notice of any regular or special meeting stating the place, day, and hour of the meeting shall be sent by mail or electronically no fewer than fifteen (15) days prior to the date of the meeting.
- 5.4.3 **Participation in Meetings by Telephone**
Members of the Executive Committee may participate in a meeting through use of conference telephone call or similar communications equipment, as long as members participating in such meetings can hear one another. All votes taken must be by roll call and recorded by the Secretary.
- 5.4.4 **Quorum**
Presence in person of six (6) Representatives or alternates representing at least five (5) Units and three (3) of the four (4) Conference Officers shall constitute a quorum for the conduct of business. This further applies to a meeting conducted by a conference telephone call.
- 5.4.5 **Voting by Proxy**
Voting by proxy is not permitted.
- 5.4.6 **Presiding Officer's Right to Vote**
In the case of a ballot vote, the Presiding Officer shall be allowed one, and only one, vote. When the vote is by voice or show of hands, the Presiding Officer shall exercise his voting right only when the vote will affect the outcome.

Section 5.5 **Permanent Absence of Representative**
In the event that any Representative resigns or is unable to continue service, he shall be replaced in accordance with the bylaws of his Unit.

ARTICLE VI – OFFICERS

Section 6.1 **Designations**
Officers of the Conference shall be a President, a Vice President, a Secretary and a Treasurer.

- 6.1.1 The Officers shall be elected at the Annual Meeting of the Conference immediately preceding the beginning of their terms.

Section 6.2 **Terms of Office**
All terms commence on the first day of January following the officer's election.

- 6.2.1 **President and Vice President**
The President and Vice President shall serve one-year terms. The Nominating Committee, at its discretion, may re-nominate the President and/or Vice President for a single, additional one-year consecutive term.

- 6.2.2 Secretary and Treasurer
The Secretary and Treasurer shall serve two-year terms. Such terms begin on even-numbered years. The Secretary and Treasurer may serve for an unlimited number of consecutive terms.

Section 6.3 Election Process for Conference Officers
The nomination and balloting process for Conference Officers is defined in Article VIII.

Section 6.4 President's Responsibilities
The President shall be the Chief Executive Officer of the Conference. It shall be the responsibility of the President to:

- 6.4.1 Chair the Executive Committee and Board of Delegates meetings.
- 6.4.2 Follow Robert's Rules of Order at any meeting of the Board of Delegates or the Executive Committee.
- 6.4.3 Create all committees (except Nominating Committee) and appoint chairs thereof and assign functions thereto and, in consultation with committee chairpersons, appoint members of such committees.
- 6.4.4 Appoint such officials of the Conference as required by the ACBL or as deemed necessary by the President or the Executive Committee. The appointments of such officials shall be approved by the Executive Committee. These officials include, but are not limited to, the following:

- Bulletin Editor
- Database Coordinator
- District Recorder
- Regional Tournament Chair
- Tournament Coordinator
- Website Coordinator

- 6.4.5 Appoint 2nd Alternate District Director when this position is declared vacant (See ACBL Article 5.4). The Executive Committee shall approve this appointment.
- 6.4.6 Appoint a representative for the Board of Governors within 60 days of a vacancy in said position (See ACBL, Article 9.6). The Executive Committee shall approve this appointment.
- 6.4.7 Appoint the Registered Agent of the Corporation. The Executive Committee shall approve the appointment and ensure proper filing with the Secretary of State of the Commonwealth of Massachusetts.
- 6.4.8 Make a full and complete oral report of all actions taken during the presidency at each meeting of the Executive Committee and each meeting of the Board of Delegates.
- 6.4.9 Call for Executive Session.
- 6.4.10 Have discretionary spending powers in an amount not to exceed that specified by the Executive Committee.
- 6.4.11 Coordinate with other members of the Executive Committee and manage the affairs of the Conference.
- 6.4.12 Perform other duties which are considered usual and customary as President and Chief Executive Officer.

Section 6.5 Vice President's Responsibilities

It shall be the responsibility of the Vice President to:

- 6.5.1 Exercise all functions of the President during the absence or disability of the President.
- 6.5.2 Have such powers and discharge such duties as may be assigned to him by the President or the Executive Committee.

Section 6.6 Secretary's Responsibilities

The Secretary shall perform all duties as are incumbent to the office or as required by law. In addition, it shall be the responsibility of the Secretary to:

- 6.6.1 Keep minutes of all meetings and preserve same in a book to be maintained for that purpose.
- 6.6.2 Maintain a log of all relevant motions made in Executive Committee and Board of Delegates meetings.
- 6.6.3 Issue notices of all meetings.
- 6.6.4 Keep a record of all Conference permanent trophies.
- 6.6.5 Keep all corporate documents of the Conference.
- 6.6.6 Have other duties and responsibilities as requested by the President or the Executive Committee.

Section 6.7 Treasurer's Responsibilities

It shall be the responsibility of the Treasurer to:

- 6.7.1 Keep and maintain the Conference fiscal records.
- 6.7.2 Have custody of Conference funds and property.
- 6.7.3 Submit financial reports at the Regular and Annual Meetings of the Board of Delegates, or, if so requested, at any special meeting that may be directed by the President.
- 6.7.4 Submit at each Executive Committee meeting appropriate financial reports showing calendar year-to-date financials (including revenue and expenses for the reporting period).
- 6.7.5 Submit all records to the President or his designee for the purpose of an annual audit of the Conference financial records by an Audit Committee as directed by the President and/or Executive Committee.
- 6.7.6 File all required financial reports for the Corporation with the Commonwealth of Massachusetts and with the Internal Revenue Service by the required due date.
- 6.7.7 Ensure the District is in compliance with all state and federal tax regulations.
- 6.7.8 Arrange for a blanket bond to cover positions handling monies.
- 6.7.9 Have other duties and responsibilities as requested by the President or the Executive Committee.

Section 6.8 Substitutes for Absent Officers

If any Officer of the Conference is absent or unable to act and no other person is authorized to act in such Officer's place by the provisions of these Bylaws, the Executive Committee may, from time to time, designate the powers or duties of such Officer to any other Officer or other person it may select.

Section 6.9 Vacancies of Office

Vacancies due to death, resignation, succession to a higher office, or other cause shall be filled as follows:

6.9.1 President

The Vice President shall serve as President for the remainder of the President's term.

6.9.2 Other Officer

When any other office is vacant, the Executive Committee shall appoint an interim replacement.

6.9.2.1 If the unexpired term of an Officer, other than President or Vice President, exceeds one (1) year, a special election by the Board of Delegates shall be held at the next appropriate District 25 Regional tournament. The election shall be conducted under the same set of rules for nominating and posting as that used in regular elections.

Section 6.10 Removal from Office

Any Officer of the Conference may be removed from office for due cause at any meeting of the Executive Committee by the following procedure:

6.10.1 Notice of impeachment charges shall be sent to the individual via certified mail with return receipt, at least fourteen (14) days prior to the Executive Committee hearing of impeachment.

6.10.2 The notice shall set forth in detail the violations which have caused the impeachment hearing.

6.10.3 A quorum (as defined in Article V) is present.

6.10.4 The Executive Committee and the member being impeached shall have the right to present evidence, witnesses, and be represented by counsel at one's own expense at the hearing.

6.10.5 Two-thirds (2/3) of the members of the Executive Committee present at the meeting voting in the affirmative shall be required to remove the individual from his position. The Officer subject to removal shall not vote on the question of his removal.

6.10.6 The vote of the Executive Committee shall be considered final.

ARTICLE VII – COMMITTEES

Section 7.1 Establishment and Membership

The President shall have the power to create such standing and special (ad hoc) committees (except Nominating Committee) as he may deem necessary or appropriate, designate the chairs thereof, assign functions thereto, and in consultation with the chair of said committee, appoint members of said committee.

7.1.1 The President shall be an ex officio non-voting member of all committees (except Nominating Committee). For votes occurring at the Executive Board and/or the Board of Delegates meetings, the President shall have a vote as outlined in Articles IV and V.

- 7.1.2 The Vice President shall be allowed a vote on a committee (except Nominating Committee) provided he is a member of said committee or an ex officio member of said committee.
- 7.1.3 The members of committees need not be members of the Board of Delegates or the Executive Committee.

Section 7.2 Standing Committees
 Standing committees include committees required by the ACBL and those specified in these Bylaws. These committees include, but are not limited to, the following:

- Appellate Committee
- Audit Committee
- Communications Committee
- Disciplinary Committee
- Finance Advisory Committee
- Intermediate/Newcomer Committee
- Legal Committee
- Nominating Committee
- Tournament Scheduling Committee

- 7.2.1 Appointment to chair such standing committees, or of officials as defined, shall be approved by a majority vote of the Executive Committee.
- 7.2.2 Removal of such standing committee chairs and other officials shall be by majority vote of the Executive Committee.
- 7.2.3 Notice of discussion to remove above chairs and officials shall be given to members of the Executive Committee no less than ten (10) days prior to such discussion.
- 7.2.4 Any committee member may be removed, with or without cause, by majority vote of the members of the Executive Committee.

Section 7.3 Ad Hoc Committees
 The President shall determine if other committees are necessary for the Conference to carry out its functions.

- 7.3.1 Each appointed member of an ad hoc committee shall serve at the discretion of the President.
- 7.3.2 Such committees are automatically dissolved when the purpose for which they were created has been fulfilled.

ARTICLE VIII – NOMINATION AND ELECTION OF OFFICERS

Section 8.1 Nominating Committee

- 8.1.1 The Nominating Committee shall consist of one (1) person from each member Unit, who shall be selected by the Unit in accordance with its rules or procedure.
- 8.1.2 Before May 1 of each election year, each Unit shall select a Nominating Committee member and not more than two (2) alternates and shall inform the Conference Secretary of such selections.

- 8.1.3 The Conference Secretary shall inform each Unit which has failed to meet this May first deadline of such failure.
- 8.1.4 For any Unit that shall fail to make such selections by June 1, the President of the Conference shall appoint a Nominating Committee member and not more than two (2) alternates from such Unit.
- 8.1.5 As soon after June 1 as it can conveniently be done, the President via the Conference Secretary shall inform the member Units and the individuals selected of the composition of the Nominating Committee.

Section 8.2 Nominees

- 8.2.1 The Nominating Committee shall prepare a slate for the coming term. At least forty-five (45) days prior to the Annual Meeting, the Nominating Committee shall present to the Secretary the slate to be placed in nomination.
- 8.2.2 The Secretary shall immediately notify all delegates and the Secretary of each member Unit of the proposed slate.
- 8.2.3 Thereafter, but at least fifteen (15) days before the Annual Meeting, other persons may be placed in nomination by petition signed by at least fifteen (15) Delegates from at least three (3) Units, directed and mailed or delivered to the Conference Secretary.
- 8.2.4 The Conference Secretary shall forward notice of such additional nominations to the Delegates and the Secretary of each member Unit forthwith.
- 8.2.5 Notwithstanding the provisions of Sections 8.2.1 and 8.2.3 of this Article, nominations may be entertained at the Annual Meeting with respect to offices to which no person nominated in accordance with Section 8.2.1 or 8.2.3 of this Article is able to serve, either by reason of death, incapacity, refusal or such similar reason.

Section 8.3 Voting

- 8.3.1 In the event there is more than one candidate for any office, the vote for such office shall be by secret ballot.
- 8.3.2 If there are two candidates, the candidate with the majority shall be declared the winner.
- 8.3.3 If there are more than two candidates and if no candidate receives a majority on the first ballot, there shall be a run-off election between the two candidates who received the most votes on the ballot.

ARTICLE IX – AMENDMENTS

Section 9.1 Procedures

- 9.1.1 Delegates shall be informed of a proposed amendment at least fifteen (15) days in advance of any Board of Delegates meeting at which said amendment is to be acted upon and shall be furnished with a copy of the text of such proposed amendment, or of its essential matter.
- 9.1.2 These Bylaws may be amended, altered or repealed and new Bylaws may be adopted by a majority vote of the members present and voting at any meeting of the Board of Delegates at which a quorum is present, and not otherwise.
- 9.1.3 Unless otherwise specified in the proposed amendment, amendments to these Bylaws shall take effect immediately after they are adopted by the Board of Delegates.

ARTICLE X – MISCELLANEOUS

Section 10.1 Loans

10.1.1 No monies from the Conference account shall be loaned to any Conference member.

10.1.2 No members of this Conference shall be authorized to borrow monies for the Conference.

Section 10.2 Dissolution

10.2.1 Upon dissolution of the Conference, any asset remaining after payment of, or provision for its debts and liabilities, shall, consistent with the purposes of the Conference, be paid over to the ACBL Charity Foundation or to organizations having similar purposes and goals as the Conference, and which qualify as exempt organizations under the provisions of the Internal Revenue Code.

10.2.2 No part of the net assets or earnings of the Conference shall inure to the benefit of or be paid or distributed to any officer, director, member, employee/contractor, or donor of the Conference.

Section 10.3 Disclaimer

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