

# New England Bridge Conference

## Bylaws

2010

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## DEFINITIONS AND ACRONYMS

ACBL	American Contract Bridge League
Conference	For this document, this phrase shall refer to the New England Bridge Conference, Inc., also know as ACBL District 25
Delegate	Selected by 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 [There are twenty-five (25) Districts in the ACBL
Member in Good Standing	An ACBL 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 a 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. [There are (8) Units in ACBL District 25.]

## INTERPRETATION

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

The headings are solely for organization, convenience and clarity. They do no define, limit or define the scope of these bylaws or the intend in any of the provisions.

## **ARTICLE I – NAME AND ORGANIZATION**

**Section 1.1** The name of this organization shall be the New England Bridge Conference, (hereinafter referred to in these bylaws as "the Conference").

**Section 1.2** Incorporation

The Conference is incorporated as a non-profit 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 (ACBL), and exists for the purposes specified in Article II of these bylaws.

Section 1.3.1 Registered Office/Registered Agent

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

Section 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 is District 25 of the (ACBL). 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.

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

Central Massachusetts (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

Section 1.6.1 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 & POLICIES**

**Section 2.1** Purposes

The purposes for which the Conference is organized are the following:

Section 2.1.1 To promote and foster contract bridge and the educational and charitable program 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.

Section 2.1.2 To 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.

- Section 2.1.3 To conduct such bridge tournaments as are allocated by the ACBL within the Conference's geographical limits.
- Section 2.1.4 To 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.
- Section 2.1.5 To 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
- Section 2.2.1 To conduct its affairs in a manner consistent with the rules, regulations, policies, procedures, and bylaws of the ACBL.
- Section 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.
- Section 2.2.3 The Conference and the ACBL members that reside in the Conference shall be subject to and abide by the laws and regulations of the ACBL.
- Section 2.2.4 Policies not defined shall use the ACBL policies (i.e. Zero Tolerance, Discrimination, etc.).
- Section 2.2.5 It shall be the policy of the Conference to operate as a non-profit social organization under Section 401(C)(7) of the Internal Revenue Code.
- Section 2.2.6 Capital Stock
- The Conference shall not have the authority to issue capital stock.
- Section 2.2.7. Political Activity
- 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 6, Section 6). In performing their roles for the management of the Conference, they shall take no action in violation of these bylaws. Conference officers shall preside at 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 is responsible for the following:

- Section 4.1.1 To conduct elections of Conference Officers pursuant to Article VIII;
- Section 4.1.2 To approve amendments of these Bylaws, pursuant to the provisions of Article IX;
- Section 4.1.3 To acquire, hold, maintain, administer, and dispose of all property of the Conference, subject to all of the provisions contained in these Bylaws, and in the Corporate Documents of the Conference;
- Section 4.1.4 To 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

- Section 4.1.2 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 as determined by the League. Additional Delegates are allocated to the Units for each two hundred (200) additional active members (or major portion thereof).

Section 4.2.2.1 Each Unit shall certify the names of their assigned Delegates to the Conference Secretary before 15 January, 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.

Section 4.2.2.2 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.

Section 4.3.1 The Presiding Officer shall report the activities of the Executive Committee and the actions of the president of 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:

##### Section 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 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.

##### Section 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 before August 1 of each year.

##### Section 4.4.3 Special Meetings

Special meetings of the Conference Board of Delegates may be called by the President or by petition by fifteen (15) Delegates from at least three (3) Units.



Section 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 15 days before the date of the meeting, by or at the direction of the President, Secretary or officers or persons calling the meeting, to each Delegate entitled to vote at such meeting.

Section 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 Conference Board of Delegates meeting.

**ARTICLE V-- ADMINISTRATION: EXECUTIVE COMMITTEE**

**Section 5.1** Responsibilities

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

Section 5.1.1 Manage the funds and property acquired by the Conference.

Section 5.1.2 Hire and discharge all Conference employees, and define the duties and responsibilities of such employees;

Section 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 annually, for, and at least ten days prior to the annual meeting, such reports as are necessary for said Board of Delegates to address and consider all matters to be considered at such meeting.

Section 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

Section 5.2.1 Conference Officers: President, Vice President, Secretary and Treasurer;

Section 5.2.2 The Immediate Past President

Section 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. Unit Representatives shall be selected based on the bylaws of their Unit(s);

Section 5.2.3.1 The members from the Units, other than the members serving as officers, shall be determined by the Units according to their own rules of procedure, Should the Unit fail to designate such member or members before January first, the President of the Conference shall appoint such member or members from said Unit to the Executive Committee.

Section 5.2.4 The 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, the Vice President shall preside.

**Section 5.4** Meetings

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

Section 5.4.1 Special Meetings

Special meetings of the Board of Delegates may be called at any time by the President, or upon the written request of eight (8) members of the Executive Committee.

Section 5.4.2 Notice

Notice, written, printed, or electronic, of any regular or special meeting stating the place, day, and hour of the meeting shall be mailed no fewer than fifteen (15) days prior to the date of the meeting.

Section 5.4.4 Participation in Meetings by Telephone

Members of the Board 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.

Section 5.4.5 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.

Section 5.4.6 Voting by Proxy

Voting by proxy is not permitted.

**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 corporation shall be a President, a Vice President, a Secretary and a Treasurer.

Section 6.1.1 The officers shall be elected at the annual meeting of the Conference immediately preceding the end of their terms.

**Section 6.2** Term of office

All terms commence on the first day of January following their election.

Section 6.2.1 President and Vice President

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

Section 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** The President shall be the chief executive officer of the Conference. The President shall be responsible for the following:

Section 6.4.1 To chair the Executive Committee and Board of Delegates meetings.

Section 6.4.2 To determine the rules of order at any meeting of the Board of Delegates or the Executive Committee

Section 6.4.3 To create all committees (except the Nominating Committee), appoint all members of such committees and consult with such members of the committees, at the President's sole discretion. The President is a voting member of all committees, with the exception of the Nominating Committee;

Section 6.4.4 To make a full and complete oral report of all actions taken during the presidency, at each meeting of the Executive Committee and at the meetings of the Board of Delegates;

Section 6.4.5 To call for Executive Session;

Section 6.4.6 To have discretionary spending powers in an amount not to exceed that specified by the Executive Committee at its first meeting after the approval of these amended bylaws.

Section 6.4.7 To coordinate with other members of the Executive Committee, manage the affairs of the Conference;

Section 6.4.8 To act as the Registered Agent of the Corporation;

Section 6.4.9 To perform other duties which are considered usual and customary as President and Chief Executive Officer;

**Section 6.5** Vice President's Responsibilities

During the absence or disability of the President, the Vice President shall exercise all the functions of the President.

Section 6.5.1 The Vice President shall have such powers and discharge such duties as may be assigned to him by 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, the Secretary shall have the following responsibilities:

- Section 6.6.1 To keep minutes of all meetings and preserve same in a book to be maintained for that purpose.
- Section 6.6.2 To maintain a log of all relevant motions made in the Executive Committee;
- Section 6.6.3 To issue notices of all meetings;
- Section 6.6.4 To keep a record of all Conference permanent trophies;
- Section 6.6.5 To keep all corporate documents of the Conference.
- Section 6.6.6 To have other duties and responsibilities as requested by the President

**Section 6.7** Treasurer's Responsibilities

The Treasurer shall have the following responsibilities:

- Section 6.7.1 To keep and maintain the Conference fiscal records
- Section 6.7.2 To have custody of Conference funds and property
- Section 6.7.3 To 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;
- Section 6.7.4 To submit at each Executive Committee meeting appropriate financial reports showing calendar year-to-date (including revenue and expenses for the reporting period);
- Section 6.7.5 To submit all records to the President or his designee for the purpose of an annual audit of the Conference financial records as directed by the President and/or Executive Committee;
- Section 6.7.6 To be bonded
- Section 6.7.7 To have other duties and responsibilities as requested by the President

**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, director 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:

Section 6.9.1 President

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

Section 6.9.2 Other Officer

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

Section 6.9.2.1 If the unexpired term of appointed officers other than Vice President exceeds six months, a special election by the Board of Delegates will be held at the next appropriate District 25 Regional tournament. The election will be conducted under the same set of rules for nominating and posting in force for 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:

Section 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.

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

Section 6.10.3 A quorum (as defined in Section 5.4.5) is present.

Section 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 their own expense at the hearing.

Section 6.10.5 Two-thirds (2/3) of the members of the Executive Committee present at the meeting vote in the affirmative to remove the individual from his position,

Section 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 and appoint the members of such standing and special committees (except members of the Nominating Committee) as he may deem necessary or appropriate, designate the chairs thereof and assign functions thereto.

Section 7.1.1 The President and Vice President shall be voting members of all committees except the Nominating Committee

Section 7.1.2 The members of committees need not be members of the Board of Delegates or the Executive Committee.

Section 7.1.3 Each appointed member of a committee shall serve at the discretion of the President.

## **ARTICLE VIII -- NOMINATION AND ELECTION OF OFFICERS**

### **Section 8.1 Nominating Committee**

Section 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.

Section 8.1.2 Before May first 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.

Section 8.1.3 The Conference Secretary shall inform each Unit which has failed to meet this May first deadline of such failure.

Section 8.1.4 For any Unit that shall fail to make such selections by June first, the President of the Conference shall appoint a Nominating Committee member and not more than two (2) alternates from such Unit.

Section 8.1.5 As soon after June first 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

Section 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, it shall present to the Secretary the slate to be placed in nomination.

Section 8.2.2 The Secretary shall immediately notify all delegates and the Secretary of each member Unit of the proposed slate.

Section 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.

Section 8.2.4 The Conference Secretary shall forward notice of such additional nominations to the Delegates and the Secretary of each member Unit forthwith.

Section 8.2.5 Notwithstanding the provisions of Section 8.2.1 and 8.2.2 of this Article, nominations may be entertained at the annual meeting with respect to officers to which no person nominated in accordance with Section 8.2.1 or Section 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

Section 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.

Section 8.3.2 If there are two candidates, the candidate with the majority is the winner.

Section 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

Section 9.1.1 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.



Section 9.1.2 Delegates shall be informed of a proposed amendment at least fifteen (15) days in advance of the 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.

Section 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

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

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

### **Section 10.2** Dissolution

Section 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.

Section 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, or donor of the Conference.

### **Section 10.3** Disclaimer

In 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.