

Philadelphia Contract Bridge Association Bylaws

ARTICLE I - NAME, PURPOSE AND JURISDICTION

Section 1: **Name.** The name of the organization is the Philadelphia Contract Bridge Association (PCBA).

Section 2: **Purpose.** The Philadelphia Contract Bridge Association is formed to increase public awareness of the game of contract bridge in general and duplicate contract bridge in particular; to sponsor duplicate contract bridge events; and to educate the public about duplicate contract bridge. It is not organized for profit and is operated by its members (as defined by the American Contract Bridge League) exclusively for the promotion of social welfare, the net earnings of which are devoted exclusively to charitable, educational, and recreational purposes. No part of its net earnings may inure to the benefit of any private shareholder or individual. Its mission also includes serving the bridge and bridge-related interests of its members.

Section 3: **Fiscal Year.** The fiscal year is the calendar year.

Section 4: **Jurisdiction.** PCBA is a Unit authorized by the American Contract Bridge League (ACBL). PCBA geographical jurisdiction and these bylaws are expressly subject to ACBL rules and regulations.

ARTICLE II - MEMBERSHIP

Section 1: **Eligibility.** Membership is open to any individual who is eligible for membership in the ACBL. Continuing membership is contingent upon being up-to-date on membership dues or service fees (as applicable) and remaining a member of the ACBL.

ARTICLE III - MEETINGS OF MEMBERS

Section 1: **Annual Meeting.** The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2: **Special Meetings.** Special meetings may be called by the President, a majority of the Executive Committee, a simple majority of the Board of Directors, or by a petition signed by ten percent of the PCBA members.

Section 3: **Notice.** Notice of each membership meeting is given to the membership at least twenty (20) days beforehand by any accepted means of communication including, without being limited thereby, e-mail or publication on the PCBA ~~Internet~~ website.

Section 4: **Agenda.** The agenda for the annual membership meeting may be provided with the notice of that meeting. The specific issue(s) to be considered at a special membership meeting must be provided with the notice of that meeting.

Section 5: **Quorum.** A quorum for the transaction of business at any annual or special meeting will consist of fifty (50) members.

Section 6: **Voting Rights.** All PCBA members must vote in person, if at all.

Section 7: **Powers Exercisable at Meetings.** Other than to vote to amend these bylaws, the powers exercisable at a membership meeting are limited to advising the Board of Directors and placing items on the agenda for a meeting of the Board of Directors.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: **Board Role, Size, Composition.** The Board is responsible for overall policy and direction of the PCBA, and delegates responsibility for day-to-day operations to the PCBA Executive Committee. The Board may have up to twenty-seven, and no fewer than fifteen, members. However, see the exceptions noted in Article IV, §14 and Article V, §7. Board members receive no compensation other than reasonable expenses as approved by the Board.

Section 2: **Meetings.** The Board will have at least ~~three~~ four regular meetings each year.

Section 3: **Board Elections.** One third of the positions on the Board of Directors will be filled each year, with fractions rounded up or down as needed to comply with the provisions of Article IV, Section 1. A full term will be for three years. The election may be used to fill an unexpired term. The election will be held during the first Sectional Bridge Tournament sponsored by the PCBA during a calendar year. The same election will be used to fill both full and unexpired terms. The term of each member will commence on the first day of the calendar month following confirmation of the election results. Members may cast votes for a maximum of the number of three year terms available. The nominees receiving the most votes will be elected for full terms. Of those not elected to full terms, the nominee(s) receiving the most votes will be elected to the longest unexpired term (etc.). In the event of a tie, the winner will be selected by lot.

Section 4: **Eligibility for Membership.** Only PCBA members are eligible to serve on the Board.

Section 5: **Nominations.** The Nominating Committee will submit, at least sixty days in advance of the election, a list of PCBA members it chooses to nominate for election to the Board. Any PCBA member may submit a nominating petition for himself or herself that is signed by twenty-five (25) or more PCBA members at least thirty days in advance of the election. The nominating petition is filed with the Secretary.

Section 6: **Quorum.** A quorum must be attended by at least fifty percent (50%) of the Board members before business can be transacted or motions made or passed. For purposes of establishing a quorum, only Board members elected under Article IV, §3, and in attendance may be counted.

Section 7: **Notice.** Notice of any meeting of the Board must be provided at least twenty (20) days beforehand by any accepted means of communication including, without being limited thereby, e-mail or publication on the PCBA Internet website.

Section 8: **Conduct of Meetings.** All meetings of the Board of Directors will be conducted in accord with the most recent revision of Robert's Rules of Order. However, a failure to follow Robert's Rules of Order will not void an otherwise valid action taken by the Board of Directors.

Section 9: **Vacancies.** When a vacancy exists, any current Board member may nominate a PCBA member to fill that vacancy. Such nominations may be received at a Board meeting. All vacancies will be filled only until the next election. The Board may choose, instead, subject to the size restrictions in Article IV, §1, to leave the position vacant until the next election. Only Board members elected under Article IV, §3, may make a nomination.

Section 10: **Resignation, Termination and Absences.** Resignation from the Board should be in writing and received by the Secretary. A Board member may be removed for cause or for three consecutive unexcused absences from Board meetings. Removal requires an affirmative vote of three-fourths of the remaining directors present at the meeting.

Section 11: **Election of Officers.** A regular or special meeting of the Board must be held within one month of confirmation of the election so that it may elect officers for the coming year.

Section 12: **Special Meetings.** Special meetings of the Board will be called upon the request of the President, a majority of the Executive Committee or by petition signed by one-third of the Board. Notices of special meetings is given to the membership at least twenty (20) days beforehand by any accepted means of communication including, without being limited thereby, e-mail or publication on the PCBA Internet website.

Section 13: **Votes.** All PCBA Board Members must vote in person, if at all.

Section 14: **Emeritus and Honorary Membership.** The Board of Directors may, upon nomination by the Nominating Committee, elect any member of the Unit whom it wishes to honor for long and distinguished service to the status of either Member Emeritus or Honorary Member. Both a Member Emeritus or Honorary Member will serve for life as a member of the Board of Directors. A Member Emeritus will have voting rights and an Honorary Member will have no voting rights. No member may be nominated or elected to the status of Member Emeritus until at least six months after that member no longer holds any elected position (other than Honorary Member) in the PCBA. Both classes of members will not be included for purposes of establishing the size of the Board (See Article IV, §1). Notwithstanding the life term of these members, continued membership is dependent upon remaining a PCBA member.

Section 15: **Votes at ACBL Sponsored Elections.** Only those members of the Board of Directors who are elected pursuant to Article IV, Section 1, are permitted to vote in elections sponsored by ACBL (e.g., ACBL Board of Directors, ACBL Board of Governors).

Section 16: Directors' Fiduciary Duties and Standards of Conduct. All directors are subject to a duty of loyalty to the organization and a duty of care in the performance of their duties as a director.

ARTICLE V - OFFICERS AND DUTIES

Section 1: **Officers.** The officers of the PCBA Board of Directors include a President, Vice-President, Business Manager, Treasurer and Secretary. These offices must be filled at the first scheduled meeting of the Board following the election referred to in Article IV, §3.

Section 2: **President.** The President will schedule and preside at meetings of the Board of Directors and the membership, and is empowered to appoint such committees as may be required by these bylaws

and the ACBL. When presiding, he or she may not vote except to break ties. In addition, the President is an ex-officio member of all committees excepting those dealing with bridge appeals and discipline. Unless required by ACBL regulation or these bylaws, no appointment will require confirmation by the Board of Directors. In addition, the President has the authority to appoint Unit representatives to the District 4 Board of Directors as required by District 4 Bylaws.

Section 3: **Vice-President.** The Vice-President will act in the place of the President whenever the President informs the Vice-President that he or she will be unable to perform the functions of President for a limited or extended period of time. The Vice-President will preside at meetings of the Board of Directors and the Membership when the President does not attend or cannot preside due to a conflict of interest. When presiding, he or she may not vote except to break ties.

Section 4: **Business Manager.** The Business Manager is authorized to arrange tournament locales and dates, subject to approval by the Executive Committee or the Board of Directors. In addition, the Business Manager is an ex-officio member of the Finance Committee.

Section 5: **Treasurer.** The Treasurer will make a report at each regular Board and Membership meeting, chair the finance committee, give a comprehensive financial statement each year at the first regular meeting of the Board, assist in the preparation of the budget and make financial information available to Board members. The Treasurer will cooperate with an independent auditor in an annual audit. The Treasurer is also responsible to pay PCBA bills and reimburse expenses as approved by the Board.

Section 6: **Secretary.** The Secretary is responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, keeping attendance records, announcing meetings, making available for each Board member a copy of the minutes and the agenda, and assuring that corporate records are maintained.

Section 7: **Eligibility.** An officer must be a member of the Board of Directors. If the President or Vice-President is not a voting member, he or she will have full voting rights. If the Business Manager, Treasurer or Secretary is not a voting member, he or she will not have any voting rights. Nothing herein will affect the size of the Board for purposes of Article IV, §1.

Section 8: **Term of Office.** All officers are elected for a term of one year or until the next election of officers. The President and Vice-President may be re-elected for a second consecutive year, but not for a third consecutive year. The Business Manager, Treasurer and Secretary may be elected for any number of consecutive years.

ARTICLE VI - COMMITTEES

Section 1: **Executive Committee.** The Executive Committee is composed of the most immediate past President who is still a member of the PCBA, the President, the Vice-President, the Business Manager, the Treasurer and the Secretary. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee will have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors. Actions of the Executive Committee will be reported to the Board of Directors at its next regular meeting, or next special meeting if convened for that purpose. Said action will remain effective unless overruled, rescinded or modified by the Board of Directors.

Section 2: **Tournament Committee.** The President will appoint a committee, including its chair, to plan and conduct each sectional tournament sponsored by PCBA. The Business Manager is a member of each such tournament committee.

Section 3: **Finance Committee.** The Finance Committee is responsible for developing and reviewing fiscal procedures and creating an annual budget. The Treasurer is chair of the Finance Committee, which will have a total of at least three (3) members. The Board must approve the budget before it may be implemented. Any major change in the budget must be approved by the Board or the Executive Committee. The financial records of the PCBA will be made available to Board members.

Section 4: **Club Liaison Committee.** The President will appoint a committee to act as a liaison between the PCBA and all bridge clubs located within the geographical limits of the PCBA. The committee is empowered to contact these bridge clubs, coordinate PCBA activities for the benefit of PCBA members and promote bridge events in general.

Section 5: **Nominations Committee.** The Nominations Committee will submit at least sixty (60) days in advance of the annual election of the Board of Directors a written list of nominations for election to the Board of Directors. The immediate past president currently serving on the Executive Committee will chair the Nominating Committee. No member of the Nominating Committee (except the Chair) may appear on the ballot for the election for which these nominations will be offered.

Section 6: **Other Committees.** Other Committees, either as needed by the PCBA or required by ACBL, will be appointed.

Section 7: **Optional Appointment.** The President may choose to nominate an Assistant Business Manager, subject to confirmation by the Board of Directors. This section may not be interpreted as precluding other appointments to any committee.

Section 8: **Committee Appointments.** The appointments for standing committees will be for a term of one year or until a successor is appointed. The appointments for ad hoc committees is for the life of that committee or until a successor is appointed.

Section 9: **Committee Meetings.** All committee meetings may be held in person or by telephone conference. Subject to unanimous agreement of the committee members, a committee may meet by any other method.

ARTICLE VII - AMENDMENTS

These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors and subsequent ratification of a majority of those present and voting at the annual or a special membership meeting. Proposed amendments must be submitted in writing to the Secretary and sponsored by at least three (3) Board members elected pursuant to Article IV, §3. The Secretary will include any such proposed amendment with regular Board announcements.

Notes on Proposed Changes

All changes are in **red**.

New language is **bolded**, underlined and *italicized*. Deleted language is ~~strikeout~~.

Article III, Section 3 at page 1. Delete the word “Internet”

Article IV, Section 2 at page 2. Increase number of meetings each year to four

Article IV, Section 16 on page 3. Fiduciary duty for board members