

# CENTRAL TENNESSEE UNIT NO 179

## BYLAWS\*

Central Tennessee Unit 179 (the “Unit”) is an unincorporated nonprofit association which functions within the constitution, bylaws and regulations of the American Contract Bridge League (the “ACBL”).

### Objectives of the Unit

The objectives of the Unit shall be to:

- (a) foster community welfare in the furtherance of the game of contract bridge in its various forms of competition;
- (b) promulgate high standards of conduct and ethics to its members, and to enforce such standards;
- (c) provide organized bridge activities and services to satisfy the social, recreational and competitive needs of the membership and the community;
- (d) conduct tournaments and other competitive events as permitted by the ACBL; and
- (e) conduct such other activities as may be in keeping with the foregoing objectives.

### ARTICLE I

#### Unit Jurisdiction

The geographical area within which the Unit may operate shall be such area as is assigned to it by the board of directors of the ACBL.

### ARTICLE II

#### Membership

(a) A member shall be any person who is a member of the ACBL and resides within the geographical area over which this Unit has jurisdiction. Any person who lives outside the geographical area over which this Unit has jurisdiction may apply for membership in the Unit according to regulation established by the ACBL.

(b) The members of the Unit shall have voting rights and any other legal rights or privileges in connection with the governance of the Unit, in accordance with the procedures established by the Board. Members of the Unit shall be required to abide by, and to conduct

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\* Revised, restated and effective as of February 22, 2020.

themselves in a manner consistent with, the bylaws, regulations, policies, code of conduct, and ethics standards established by the ACBL.

(c) A member shall remain a member of the Unit unless and until they (i) have failed to pay their dues as required by the ACBL, (ii) change their residence to a place outside the jurisdiction of the Unit without taking the necessary steps to retain membership in the Unit, in accordance with ACBL regulations, (iii) have been suspended or expelled from ACBL membership, in accordance with regulations established by the ACBL, or (iv) have applied and become a member of a different unit, in accordance with regulations established by the ACBL.

### ARTICLE III

#### Membership Meetings

(a) Annual Meeting. There shall be an annual meeting of the Unit to be held at such time and place as may from time to time be fixed by the President or the Board. The agenda of the annual meeting shall include presentation of annual reports and transaction of such other business as may properly come before the meeting. Notice of the time, place and agenda of such meeting shall be given by email or mail at least 30 days in advance of the meeting date. Failure to hold an annual meeting shall not work a forfeiture or dissolution of the Unit or invalidate any action taken by the Board or officers of the Unit.

(b) Special Meetings. Special meetings to consider specific matters may be called at any time by a majority vote of the Board, by the President, or by petition of at least 5% of the Unit members entitled to vote. Notice of the time, place, and agenda of such a meeting shall be given by email or mail at least 10 days in advance of the meeting date. No other business may be conducted at such special meetings.

(c) Place of Meeting. All membership meetings of the Unit shall be held within the geographical limits of the Unit.

(d) Quorum. At least 5% of the Unit members entitled to vote shall constitute a quorum at any meeting of the membership.

(e) Voting. To be eligible to vote, a member must (i) be in good standing in accordance with Article II, and (ii) be listed on the most current Unit roster from the ACBL.

Each member of the Unit shall have one vote. No proxy voting shall be permitted at membership meetings.

## ARTICLE IV

### Unit Board of Directors

(a) Number of Directors. The affairs of the Unit shall be managed and conducted by the Board, which shall consist of twelve elected members, all of whom must be members of the Unit.

(b) Term of Office. Each director shall hold office for a period of three years, which shall coincide with the calendar year, and shall continue to hold office until their successor has been duly elected.

(c) Nominations. On or before September 1st of each year, the Board shall select a nominating committee composed of five persons, at least three of whom shall not be members of the current Board. The nominating committee shall, on or before October 1<sup>st</sup>, prepare and furnish to the Board a slate of directors to be placed in nomination, which slate shall contain at least twice as many persons as are to be elected. Additional nominations may be made by the membership if such nominations are made by a written petition signed by at least ten persons in good standing and received by the Secretary of the Unit at least ten days prior to November 1<sup>st</sup>. In preparing the slate of nominees, the nominating committee shall endeavor to include a sampling of the Unit members, to consist of both life masters and non-life masters.

At least three of the elected members of the Board shall live outside the geographic area defined by Davidson and Williamson counties. At least two persons shall be nominated for the position reserved for each such member.

(d) Elections. On or before November 1<sup>st</sup> of each year, the Secretary of the Unit shall deliver (by mail, email or other means) to each member in good standing a ballot containing the list of nominees. Each ballot shall be divided into: (i) at least six candidates for three geographically unrestricted positions, and (ii) at least two candidates for one geographically restricted position. Any candidates added to the ballot as a result of petition shall be placed in the appropriate category.

Each ballot cast is to be marked by the member and returned to the Secretary postmarked no later than December 1<sup>st</sup>. Every qualified member shall be entitled to one vote for each director to be elected; provided that such votes shall be limited to three for the geographically unrestricted positions and one for the geographically restricted position. Write-in votes shall not be counted. The Secretary shall deliver the returned ballots to the Board on or before December 10<sup>th</sup>. The Board shall thereafter open, and count the votes marked on, each ballot. All ballots shall be secret. Each candidate shall be entitled to have a witness at the counting.

(e) Vacancies. Any vacancy on the Board may be filled by vote of a majority of the Board, and any person so elected shall hold office during the unexpired term.

(f) Meetings.

(i) The Board shall hold regular meetings throughout the year for the transaction of business as may come before it. The Secretary shall call a meeting of the Board at the request of either the President or six of its members. Members of the Board may participate in a meeting of such board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Meetings of the Board shall be open to members of the Unit, who shall have neither voice nor vote.

Minutes of all Board meetings shall be posted on the Unit website upon approval.

(ii) Written notice of the time, place and agenda of each meeting shall be given by email or mail, and shall be posted on the Unit website, at least 10 days in advance of the meeting date. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. A waiver of notice signed by a Director, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

(iii) A quorum of the Board for the transaction of business shall consist of a majority of the currently seated Board.

(iv) Should an issue or opportunity arise between regular Board meetings that requires a vote, such vote may be conducted by email. A record of the vote shall be kept by the Secretary and recorded as part of the minutes of the next official Board meeting.

(v) Voting by proxy is not permitted.

(g) Removal. A Director may be removed for cause at any meeting of the Board of Directors, provided two-thirds of those present shall so vote. The Director subject to removal for cause shall be notified in writing of the grounds for such removal. Such notice shall be delivered by certified mail. The grounds for such removal must be submitted with the notice of said meeting and said Director shall have a reasonable opportunity at said meeting to object to and argue their removal with representation by counsel of their choosing. For purposes of this paragraph, "cause" shall include, but not be limited to: (i) misfeasance or malfeasance; (ii) failure to account adequately for Unit funds entrusted to that Director; (iii) absence from 3 or more meetings in any 12-month period; (iii) gross misconduct; or (iv) failure to maintain eligibility to serve on the Board, which shall result in automatic removal and not require any further action on the part of the Board.

(h) Resignation. Any director may resign at any time by delivering written notice to the President or the Secretary, or by giving oral or written notice at any meeting of the Board. A Director's resignation shall take effect upon delivery of notice, unless the notice of resignation

specifies a later effective date. Acceptance of a Director's resignation shall not be necessary to make it effective.

(i) Directors' Fiduciary Duties and Standards of Conduct. Each Director (i) is subject to a duty of loyalty to the Unit and a duty of care in the performance of their duties as a director, (ii) shall participate in the management the Unit in good faith, in a manner the Director reasonably believes to be in the best interests of the Unit, and with such care, including reasonable inquiry, as a prudent person would reasonably exercise in a similar position and under similar circumstances, and (iii) may rely in good faith upon any opinion, report, statement or other information provided by another person that the Director reasonably believes is a competent and reliable source for the information. After full disclosure of all material facts, a specific act or transaction that would otherwise violate the duty of loyalty by a Director may be authorized or ratified by a majority of the Board that is not interested directly or indirectly in the act or transaction. A Director that makes a business judgment in good faith satisfies the duties specified in clause (i) if the Director (A) is not interested, directly or indirectly, in the subject of the business judgment and is otherwise able to exercise independent judgment, (B) is informed with respect to the subject of the business judgment to the extent the Director reasonably believes to be appropriate under the circumstances, and (C) believes that the business judgment is in the best interests of the Unit and in accordance with its purposes.

(j) Powers and Duties. In addition to the powers granted by, and duties created under, other provisions of these Bylaws and the laws of the State of Tennessee, the Board shall have the following powers and duties:

- (i) to acquire, hold administer, maintain and dispose of all property of the Unit;
- (ii) to appropriate the funds of the Unit for the purposes set forth in these Bylaws;
- (iii) to hire and discharge employees and contractors, and to supervise their conduct and fix their compensation;
- (iv) to require a review or audit of the receipts and disbursements of the Unit, to be performed at such frequency and level of attestation as deemed appropriate;
- (v) to impose sanctions upon members in accordance with ACBL rules and regulations;
- (vi) to review and approve each contract to be entered into by or on behalf of the Unit;
- (vii) to delegate non-policy making authority to members who are not Directors; and
- (viii) to conduct, manage, supervise and control all business of the Unit, including, but not limited to, the conduct of tournaments, the selection of all dates and

locations for holding such tournaments and the making of all contracts in connection therewith.

## ARTICLE V

### Unit Officers

(a) Officers. The officers of the Unit shall consist of a President, a Vice President, a Secretary and a Treasurer.

(b) Election and Appointment. The Board shall elect a President and a Vice President, and shall appoint a Secretary and a Treasurer, at its first meeting following the annual election of directors. Each officer shall hold office for one year or until their successor has been duly elected or appointed.

(c) President. The President shall preside at all meetings of the Board, shall have general supervision of the affairs of the Unit and shall perform such other duties as are incident to the office or are properly required of the President by the Board. A Director may not serve as President for more than 3 consecutive years.

(d) Vice President. During the absence or disability of the President, the Vice President shall exercise all the functions of the President. The Vice President shall have such powers and discharge such duties as may be assigned to them from time to time by the Board.

(e) Secretary. The Secretary shall issue notices for all meetings, shall keep minutes of all meetings, shall have charge of the corporate books, and shall make such reports and perform such other duties as are incident to the office or are properly required of the Secretary by the Board.

(f) Treasurer. The Treasurer shall:

(i) have care and custody of the Unit's funds and securities and keep regular books of account;

(ii) maintain a complete copy of all Unit financial records for the preceding 7 fiscal years;

(iii) deposit all Unit funds in the Unit bank account, and write checks as needed on such account;

(iv) keep an accurate account of all receipts and disbursements;

(v) submit a financial report at each regular meeting of the Board;

(vi) submit a financial report to the Board for each Unit event and/or tournament;

(vii) file any necessary Unit tax returns and Unit information on a timely basis;

(viii) assure that an annual statement of assets and profit and loss is posted on the Unit website; and

(ix) perform such other duties as are incident to the office or are properly required by the Board.

(g) Delegation. If any officer of the Unit 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 Board may, from time to time, delegate the powers or duties of such officer to any other officer, Director or other person it may select.

(h) Removal. Any officer may be removed for cause at any meeting of the Board of Directors, provided two-thirds of those present shall so vote. The officer subject to removal for cause shall be notified in writing of the grounds for such removal. Such notice shall be delivered by certified mail. The grounds for such removal must be submitted with the notice of said meeting and said officer shall have a reasonable opportunity at said meeting to object to and argue their removal with representation by counsel of their choosing. For purposes of this paragraph, "cause" shall include, but not be limited to: (i) misfeasance or malfeasance; (ii) failure to account adequately for Unit funds entrusted to that officer; or (iii) gross misconduct.

(i) Vacancies. In case any office shall become vacant by reason of death, resignation, removal or otherwise, the Board may appoint a successor or successors for the unexpired term.

(j) Compensation and Reimbursement of Officers. The officers of the Unit shall, except as provided in the following sentence, serve without compensation, but may be authorized to receive reimbursement of expenditures made on behalf of the Unit. An honorarium shall be considered for each of the Secretary and the Treasurer at the first board meeting of each calendar year, provided that the amount of any such honorarium shall not exceed reasonable compensation for the services to be rendered.

(k) Resignation of Officers. Any officer may resign at any time by delivering written notice to the President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any officer's resignation will take effect upon delivery of notice, unless the notice of resignation specifies a later effective date. Acceptance of an officer's resignation shall not be necessary to make it effective.

## ARTICLE VI

### Unit Finances

(a) The fiscal year of the Unit shall be the calendar year, commencing on January 1 and ending on December 31.

(b) The right to own property shall be vested in the Unit.

(c) An annual proposed budget for each tournament, event and activity anticipated to be conducted by the Unit during the coming fiscal year shall be presented for review, discussion and approval during the prior fiscal year.

(d) The President shall cause deposit and investment accounts to be established with such bank or banks as the Board shall approve. The President and the Treasurer shall be the only persons who may make withdrawals from or write checks against such accounts.

## ARTICLE VII

### Amendment of Bylaws<sup>†</sup>

These Bylaws may be amended at any membership meeting held in accordance with Article III, where a quorum is present, by the lesser of (i) a two-thirds or more vote of those present and voting, or (ii) a majority vote of all members of the Unit; provided the amendment has been submitted in writing via mail, email or other means which can be validated to the general membership and has been published on the Unit website at least 15 days prior to such membership meeting. Unless otherwise specified within the proposed amendment, an adopted amendment shall be effective upon adjournment of the meeting at which it was adopted.

Amendments may originate (a) by action of a majority vote of the Board and submission to the Secretary for proper notice to the general membership; or (b) by petition of 5% of the membership submitted to the Secretary for publication to the general membership, in each case having due regard for the 15 days' notice prior to a scheduled membership meeting or with a request for a special membership meeting. Any amendments originating pursuant to clause (i) shall have been approved by a majority vote of the Board, and the action of the members adopting such amendments shall constitute the ratification and approval of such amendments.

## ARTICLE VIII

### Tournaments

The Unit shall have complete authority over all tournaments conducted by it, subject to the regulations of the ACBL. A tournament coordinator shall be appointed by the President, subject to approval of the Board.

## ARTICLE IX

### Committees

The President, with the approval of the Board, may establish such committees as they may deem necessary or desirable in order to perform the functions of the Unit. The members of each committee shall be appointed by the President, subject to approval of the Board.

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<sup>†</sup> To become effective after February 22, 2020.



## ARTICLE X

### Unit Website

The Unit shall maintain a website upon which information relating to the Unit, the Unit finances, tournaments, Board and Unit member meetings and such other matters as the Board may determine shall be posted. The President shall be responsible for the website and shall have the authority to appoint a webmaster to maintain it. The webmaster shall, at the direction of the President or the Secretary, post on the Unit website all such documents and information as may be required pursuant to these Bylaws or as shall otherwise be deemed of interest to the members of the Unit. Any cost associated with such website shall be subject to prior approval by the Board.