

RICHMOND BRIDGE ASSOCIATION, INC. BYLAWS

Revised 2011

ARTICLE I NAME

- A. The name of this organization shall be Richmond Bridge Association, Inc. (RBA).
- B. It is Unit 109 of the American Contract Bridge League (ACBL).

ARTICLE II AFFILIATION AND JURISDICTION

- A. The RBA has been chartered by, is affiliated with, and functions within the Bylaws and regulations of the American Contract Bridge League (ACBL).
- B. The geographical area within which the RBA shall have ACBL jurisdiction is such area as is presently assigned or may in the future be assigned to it by the Board of Directors of the ACBL.

ARTICLE III OBJECTIVES

The purpose of the RBA is to preserve, promote, and stimulate interest in duplicate bridge.

ARTICLE IV MEMBERSHIP

- A. Members are persons who are members in good standing of the ACBL and who are designated by the ACBL to be members of the RBA.
- B. No person shall be denied membership because of race, creed, sex, religion, or age.
- C. Any person who resides within the geographical area of the RBA may apply to become a member of a different Unit according to regulations established by the ACBL.

ARTICLE V BOARD OF DIRECTORS

- A. The operation and activities of the RBA shall be conducted by its Board of Directors. The Board shall consist of thirteen (13) persons, including the four (4) Officers, the most recent Past President willing to serve, four (4) Directors appointed by the President, and four (4) Directors elected at large.
- B. Officers of the RBA shall be a President, a Vice-President, a Secretary, and a Treasurer. All Officers shall be elected from among the membership, by the membership, in accordance with the terms of Article VIII.
- C. The RBA Board of Directors shall have the powers and duties included but not limited to:

1. Operation of RBA affairs in any manner as empowered by the Commonwealth of Virginia statutes pertaining to non-stock corporations;
 2. Filling of any vacancy among the elected Directors and Officers until the next election by the RBA membership;
 3. Holding bridge tournaments; and
 4. The employment and discharge of employees and/or contractors, the supervision of their conduct, and the fixing of their compensation.
- D. The Board of Directors shall hold a minimum of four (4) meetings each year. The Secretary shall call a meeting of the Board of Directors at the request of the President, or upon request in writing from three (3) members of the Board of Directors. Notice of such meetings shall be mailed or personally communicated not less than five (5) days prior to the date of the proposed meeting.
- E. A quorum of the Board of Directors for the transaction of business shall consist of not less than one-half (1/2) of the membership of the Board of Directors.

ARTICLE VI MEETINGS

- A. A meeting of the RBA membership will be held annually during the month of May. The Board of Directors of the RBA will establish the time and date for the meeting and will provide notice by mail at least thirty (30) days prior to the scheduled date.
- B. Special meetings of the RBA members may be called at any time by the Board of Directors upon fourteen days' written notice. The notice of any special meeting shall contain an agenda of the matters to be considered at such meeting.
- C. Special meetings of the RBA members may be called by petition of the membership, such petition being signed by at least twenty-five (25) members in good standing of the RBA. Said petition shall be mailed to the Secretary of the RBA, who shall call the meeting for a date that is within thirty (30) days of the date the petition was received. The Secretary shall notify RBA members of the meeting in writing at least fourteen (14) days prior to the meeting. The notice of any special meeting shall contain an agenda of the matters to be considered at such a meeting.
- D. A quorum for the transaction of business at any RBA meeting shall consist of 10% of the membership.
- E. Unless otherwise specified, *Robert's Rules of Order* shall govern the proceedings of all RBA meetings.

**ARTICLE VII
FISCAL YEAR**

The fiscal year of the RBA shall commence on June 1 and end on May 31 of the succeeding year.

**ARTICLE VIII
ELECTIONS**

- A. All Officers and Elected Directors shall be elected by the RBA membership for two-year terms each. The beginning of a term will coincide with the beginning of the RBA fiscal year.
- B. No Officer shall be re-elected to the same office for more than two consecutive terms.
- C. The number of terms for an elected Director is unlimited.
- D. Election of Officers and elected Directors will be held every even-numbered year at the annual membership meeting.
- E. At least sixty (60) days prior to the annual membership meeting/election, the President, subject to the approval of the Board of Directors, shall appoint a nominating committee composed of three (3) persons, two of whom shall not be members of the current Board of Directors.
- F. Said nominating committee shall
 - 1. Create a notice asking that any RBA member interested in serving on the Board of Directors contact a member of the nominating committee;
 - 2. Mail such notice to the managers of all bridge clubs sanctioned within the RBA area;
 - 3. Prepare a slate of candidates for Officers and Directors to be placed in nomination by the committee; and
 - 4. Provide directions to members not selected for the slate who wish to run for an elected position on the procedure for being placed on the ballot as outlined in H below.
- G. The names of the persons to be nominated as the slate of candidates for the RBA Officers and Directors by the nominating committee shall be made known to the members in the notice of the annual membership meeting/election, which shall be mailed to members at least thirty (30) days prior to said meeting.
- H. Additional nominations may be made by the membership. Such nominations must be in writing, signed by at least twenty (20) members in good standing, and must be mailed to the Secretary of the RBA at least ten (10) days before the date of the annual membership meeting/election.
- I. If elections of Officers and Directors are uncontested, the RBA Nominating Committee shall present a slate to the membership at the Annual Meeting for approval by acclamation.
- J. If elections of Officers and Directors are contested:
 - 1. Each qualified member present at the annual meeting shall be entitled to one vote for each Officer and elected Director. (no more than eight check marks per ballot)
 - 2. All ballots, prepared in advance with all names printed, will be filled out in secret and collected.
 - 3. Each candidate is entitled to have a representative at the counting of the votes.
 - 4. The individuals receiving the most votes will be elected.

- K. Every member in good standing may vote at the annual membership meeting/election, or may vote by absentee ballot, providing that the requirements for voting by absentee ballot, as outlined by the Board of Directors, have been met.

**ARTICLE IX
IMPEACHMENT**

Any Officer or elected Director may be removed for cause at any meeting of the Board of Directors, provided that a quorum is present and that two-thirds (2/3) of those present shall so vote. Any Officer or elected Director against whom impeachment charges shall be brought shall be notified in writing, by registered mail, of the charges against him or her at least ten (10) days prior to the meeting at which a discussion and/or vote on the impeachment charge is planned. Any Officer or elected Director receiving notice of impeachment charges shall be given an opportunity to be heard by the Board of Directors and to be represented by counsel of his or her choice. The action taken by the Board of Directors shall be conclusive and final.

**ARTICLE X
AMENDMENTS**

Amendments to RBA's Bylaws may be proposed in a petition signed by at least forty (40) members in good standing of the RBA or in a petition signed by eight (8) members of the RBA Board of Directors. Any such petitions must be submitted to the Secretary of the RBA at least sixty (60) days before any membership meeting, either annual or special. It shall be the duty of the Secretary to incorporate the text of the proposed amendment in the written notice of the membership meeting. The concurrence of two-thirds (2/3) of all members present and voting shall be required to pass any amendment.

**ARTICLE XI
DISSOLUTION**

In the event the RBA is dissolved and is not merged with another ACBL unit having like objectives, the assets of the RBA shall be distributed to charitable organizations and institutions to be selected by the Board of Directors.

**ARTICLE XII
MISCELLANEOUS**

All references to mail and/or written notice in these Bylaws shall include E-mail.

*Revision Date: March 28, 2012
Ratified by Membership: December 14, 2011*