

**BY-LAWS OF SILICON VALLEY UNIT 507,
AMERICAN CONTRACT BRIDGE LEAGUE**

ARTICLE I

Name and jurisdiction

The name of the organization is Silicon Valley Unit 507, American Contract Bridge League ("ACBL"). The Unit functions within the By-Laws and Codification of the ACBL. The ACBL has defined the geographical area within which this Unit shall have jurisdiction.

ARTICLE II

Objectives

The objectives of the organization are:

- A. To preserve and promote the best interests of and to stimulate interest in playing competitive duplicate contract bridge and any modifications thereof;
- B. To cooperate with and assist the League in the promotion and conduct of duplicate contract bridge tournaments;
- C. To encourage the highest standards of conduct and ethics by its members;
- D. To promote the development and organization of affiliated clubs within the Unit;
- E. To cooperate in the League's charity program; and
- F. To conduct such other activities as may be in keeping with its principal objectives.

ARTICLE III

Membership

- A. Membership and changes in membership in the Unit are determined by the ACBL.
- B. Annual dues shall be in the amount fixed by the ACBL.
- C. The Unit Board of Directors shall have no power to levy any special assessments against its members.

ARTICLE IV

Membership Meetings

- A. There shall be an annual meeting of the members, which may be held in connection with a tournament or special event which Unit members attend.
- B. The Unit Board of Directors shall fix the time and place of the annual meeting and shall give 30 days' notice of such meeting by mail and publication. "Mail" shall include electronic communications.
- C. Special meetings of the members may be called at any time to consider specific

subject matters by the Unit Board of Directors or by the President, or by petition of at least two per cent of the members. Notice of the time and place of any special meeting shall be given by mail at least ten days before such meeting. The notice of any special meeting shall contain an agenda of the matters to be taken up at such meeting. No other business shall be acted upon at such meeting.

- D. A quorum for the transaction of business at any annual or special meeting shall consist of not less than ten per cent of the total membership.
- E. No proxies shall be permitted.

ARTICLE V

Unit Board of Directors

- A. **Number of Directors:** The affairs of the Unit shall be managed and conducted by the Unit Board of Directors, which shall consist of not less than nine nor more than twelve persons, all of whom must be members of the Unit.
- B. **Term of Office:** Directors shall hold office for a period of two years, and until replaced by their successors. They shall assume office at the first meeting in July. Directors may resign by written notice to the President and the Secretary.
- C. **Nominations and Election of Directors:** Candidates for Director shall be nominated and elected from and by the membership of the Unit. Annual elections shall normally be held during the month of June. Membership voting shall take place only if there are more candidates than open positions. In case of a tie, the candidate(s) with the fewest votes shall be chosen by random selection. Half of the positions are open for election in odd years and the other half in even years. The Board shall certify the elections.
- D. **Vacancies:** Any vacancy of the Unit Board of Directors shall be filled by the Board of Directors and the person so appointed shall hold office for the balance of the unexpired term.
- E. **Meetings:** The Unit Board of Directors shall hold monthly meetings, one of which shall be designated the annual meeting. Meetings may be face-to-face or online at the discretion of the Unit President.

Special meetings may be called at the discretion of the President or a majority of the Board upon three days' written notice and will be limited to the published agenda.

The Board may decide urgent motions by email vote upon three days' notice, which vote is subject to ratification at the next regular meeting.

- F. **Quorum:** A quorum of the Unit Board of Directors for the transaction of business shall consist of not less than a majority of the Board.
- G. **Powers and Duties:** In addition to the powers herein granted by other provisions hereof, and by the laws of the State of California, the Unit Board of Directors shall

have powers and duties including but not limited to:

1. The conduct, management, supervision and control of the business of the Unit;
2. Conduct of Unit tournaments and events;
3. The employment and discharge of employees, and the supervision of their conduct and fixing of their compensation;
4. No directors shall be remunerated by the Unit for their service as a Board member other than for actual expenses incurred as their duties may require.

ARTICLE VI

Unit officers

- A. **Number:** The officers of the Unit shall consist of a President, a Vice-President, a Secretary, and a Treasurer.
- B. **Election of Officers:** The Board of Directors shall elect all officers at its first meeting following the election of a Board of Directors, and the persons elected shall hold office for one year or until their successors have been duly elected.
- C. **Vacancies:** Vacancies due to death, resignation, or other cause shall be filled by the Unit Board of Directors.
- D. **Duties:** The duties of the officers shall be those outlined in the Unit By-Laws and Regulations, and such others as may be assigned by the Unit Board of Directors.

ARTICLE VII

Removal of officers or directors

Any officer or director may be removed for cause at any meeting of the Unit Board provided two-thirds of those present constituting a quorum shall so vote. Any officer or director against whom removal charges shall be brought shall be notified in writing, by mail, including email, of the charges against him, at least ten days prior to the meeting and shall be given an opportunity to be heard before the Unit Board of Directors and to be represented by counsel of his own choosing. Absence at three consecutive meetings may be cause for removal of a Director.

ARTICLE VIII

Committees

The President with the approval of the Board of Directors shall appoint such committees as mandated by the ACBL and other committees as may be necessary to perform the functions of the organization and shall define their duties.

ARTICLE IX

Amendments to the By-laws

Amendment to the By-Laws may be made by the members of the Unit upon petition signed by at least twenty-five members and submitted to the Secretary at least ten days in advance of the annual meeting or any special meeting called for the purpose, or upon petition signed by at least five members of the Unit Board of Directors. It shall be the duty of the Secretary to incorporate the text of the proposed amendment in the notice of the meeting. The concurrence of two-thirds of all members present and voting shall be required to pass any amendment.

Amendment to the By-Laws may also be made by the Unit Board of Directors. A proposed amendment must be submitted in writing at any meeting of the Unit Board of Directors. If approved by a two-thirds vote of those present and voting, amounting to approval by at least half of the full Board, it shall be published and posted on the Unit's website for at least 30 days, after which the Unit Board of Directors shall again consider the proposed amendment at a meeting of the Board. If the Unit Board of Directors approves the proposed amendment by a second two-thirds vote of those present and voting, amounting to approval by at least half of the full Board, the amendment shall become effective immediately.

ARTICLE X

Dissolution

Voluntary dissolution of the corporation shall be as stated in the Unit's Articles of Incorporation.

ARTICLE XI

Adoption and Revision

These By-Laws were adopted on July 14, 1960. They were revised at the annual meetings on June 7, 1964; on June 24, 1973; on July 12, 2015 to change the unit name from Santa Clara Valley Unit No. 507 to Silicon Valley Unit 507; on July 10, 2016 to define "mail" as including electronic notice; and on July 8, 2018 to provide for By-Laws amendments by the Unit Board.