

## By-Laws of the Eastern Massachusetts Bridge Association

### Article I Name; Purposes; Office

#### Section 1.

The name of this organization is the Eastern Massachusetts Bridge Association and is referred to in these Bylaws as “EMBA” or “the Association” or “the Unit”. The Association is also known as Unit 108 of the American Contract Bridge League (“ACBL”).

The Association is incorporated as a nonprofit corporation under the laws of the Commonwealth of Massachusetts (the “State”) and shall be governed by the nonprofit law of the state.

#### Section 2.

The objectives of this not-for-profit organization are:

- (a) To foster community welfare in the furtherance of the game of contract bridge in its various forms of competition;
- (b) To provide organized bridge activities and services to satisfy the social, recreational, and competitive needs of the membership and the community;
- (c) To conduct, license, or sanction contract bridge tournaments and other competitive events as permitted by the ACBL, and to cooperate with and assist the ACBL in the promotion and execution of those events;
- (d) To act as governing authority over contract bridge tournaments under its auspices and to regulate dates thereof so as to avoid conflicts, so far as practicable, with tournaments conducted by other League units;
- (e) To promulgate high standards of conduct and ethics to its members and to enforce such standards;
- (f) To enhance community welfare by promoting and participating in educational and charitable programs sponsored by the ACBL, the Unit, and bridge clubs in Eastern Massachusetts;
- (g) To carry on such other activities as may be consistent with its principal objectives.

#### Section 3.

The registered office of the corporation shall be located in the Commonwealth of Massachusetts at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law.

#### Section 4.

It is the policy of the Association to operate without discrimination with respect to race, national origin, religion, age, color, sex, physical handicap, or sexual orientation, or any other characteristic protected by state or federal law in relation to the services provided or membership requirements. This same nondiscrimination policy applies with respect to the recruitment, hiring, or retention of employees, and in relation to service on any of the Association’s committees, or elected or voluntary positions of service.

### Article II American Contract Bridge League

EMBA is a separate legal entity that interacts with the ACBL through the Unit charter process and exists for the purposes specified in Article I of these Bylaws. As such, the Unit and its members shall be subject to and abide by the Bylaws and regulations of the ACBL as in existence and amended from time to time by the ACBL. No rule, regulation or bylaw adopted by EMBA shall be inconsistent with or be in contravention of the rules, regulations and bylaws of the ACBL. EMBA shall conduct its affairs in a manner consistent with the rules, regulations, policies, procedures and bylaws of the ACBL.

The geographical area within which this Unit shall have ACBL jurisdiction is such area as is presently or may in the future be assigned to it by the Board of Directors of the ACBL.

### Article III Organizational Form

The Association shall be a not-for-profit organization under Section 501(c) of the Internal Revenue Code, and shall not have the authority to issue capital stock if it becomes incorporated. The property of The Association shall be used solely to promote its purposes as herein defined. No part of the activities of the Association shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Association shall not, either directly or indirectly, participate in any political campaign on behalf of any candidate for public office.

Upon dissolution of the Association, any assets remaining after payment of or provision for its debts and liabilities shall be distributed according to the regulations and policies of the ACBL. If the Corporation holds any assets in trust, they shall be disposed of in such a manner as may be directed by judgment of a court of appropriate jurisdiction.

No part of the net assets or net earnings of the Association shall inure to the benefit or be paid and distributed to any officer, director, member, employee, or donor of the Association.

#### Article IV Membership

##### Section 1.

Any person who is a member of the American Contract Bridge League and resides within the geographical area over which this corporation has jurisdiction may apply for membership in EMBA according to regulations established by the ACBL. Any person who resides within the geographical area of the Unit may apply to become a member of a different Unit according to regulations established by the ACBL.

##### Section 2.

In accordance with the procedures established by the ACBL Board of Directors and these Bylaws, the members of EMBA shall have voting rights and any other legal rights or privileges in connection with the governance of EMBA. Members of EMBA shall be required to abide by, and to conduct themselves in a manner consistent with, the Bylaws, regulations, policies, code of conduct and ethics standards established by the ACBL.

##### Section 3.

A member shall remain a member of EMBA unless and until he changes his residence to a place outside the jurisdiction of EMBA, without taking the necessary steps to retain membership in EMBA, per ACBL regulations.

#### Article V Meetings of Members

##### Section 1.

An Annual Meeting of members shall be held during the last quarter of the calendar year, at a time and site to be determined by the Board of Directors.

The agenda of the Annual Meeting shall include presentation of annual reports and transactions of other business as may properly come before the meeting.

Failure to hold an annual meeting shall not work a forfeiture or dissolution of the Unit or invalidate any action taken by the Board of Directors or Officers of the Unit.

##### Section 2.

Notice of the time and site of the annual meeting shall be given by the Secretary to the membership at least fifteen (15) days prior to the date set for the meeting.

##### Section 3.

Special meetings of members of the Association may be called at any time upon request made to the Secretary by the President, by any seven (7) members of the Board of Directors, or by petition signed by any twenty-five (25) members in good standing of the Association.

The Secretary shall give at least fifteen (15) days' notice to the membership of such special meeting, including a brief summary of the matters proposed to be taken up at such a meeting.

The issues open for discussion at special meetings are limited to the agenda items mentioned in the special meeting notice.

##### Section 4.

A quorum for the transaction of business at any annual or special meeting shall consist of twenty-five (25) members.

##### Section 5.

A member in good standing shall be entitled to vote on any matter at annual or special meetings. No proxy voting shall be permitted at membership meetings.

#### Article VI Election of Officers and Directors

##### Section 1.

The nominees for the offices of President, Vice President, Treasurer and Secretary of the Association and the nominees for the members of the Board of Directors shall be chosen in the following manner:

(a) The President, subject to approval of the Board of Directors, shall appoint a chair of the Election Committee prior to the first meeting of the Board of Directors for the calendar year. The chair of this committee, in consultation with the President, shall

appoint an Election Committee totaling seven (7) members of whom no more than three (3) may at the time of the appointment be members of the Board of Directors. The Election Committee may not nominate any of its members for election to an office of the Association or to the Board of Directors.

(b) In each year, the committee shall nominate at least one candidate for each of the offices of President, Vice President, Treasurer and Secretary of the Association. In each year, the committee shall also nominate at least ten (10) percent more candidates for the Board of Directors than the number of known vacancies as of the end of the calendar year. The committee may, and is encouraged to, nominate more candidates than the minimum number for each position.

(c) The Election Committee shall, no later than May 15th, make its nominations and send them to the Secretary, who shall thereupon notify all members of the Association of the nominations. The Secretary shall notify members that further nominations may be made by petition signed by any twenty-five (25) members in good standing of the Association within thirty (30) days from the Secretary's notice.

#### Section 2.

Ballots for the election of Officers and Directors will be distributed to the entire unit membership in time to have ballots returned and tabulated at least two weeks before the annual meeting.

Detailed procedures relating to ballots shall be adopted and may be amended from time to time by the Board of Directors.

#### Section 3.

The chair of the Election Committee shall oversee the actual election and shall implement procedures established by the Board of Directors for the counting of ballots to provide for the orderly conduct of the election. The chair of the committee, in consultation with the President, may add members to the committee to facilitate the tabulation of ballots. The committee shall see that all of the ballots are cast in accordance with the requirements of these By-Laws and shall tabulate the results of the election. The members of the committee shall personally certify the election results by a complete official record of the votes cast for each candidate. No announcement of results shall be made until certification has been accomplished. This record, as certified, shall be available for inspection by any Association member upon reasonable notice to the Secretary.

The Secretary shall retain all of the ballots cast in the election (including any allegedly improper and therefore untabulated ballots) for thirty (30) days following the annual meeting. Any candidate shall, within this time period, be entitled to inspect all of the ballots cast in the election. Any candidate aggrieved by the official results of the election as certified may appeal to the entire Board of Directors, including the Officers, for redress. Except as specified in League regulations, the decision of the Board and Officers in this regard shall be final.

The Secretary shall retain the exact number of votes cast for each candidate until the next election.

#### Section 4

A tie in any election for any office or for any seat on the Board of Directors shall be broken by vote of the current Board of Directors at a special meeting to be held as soon as possible after the certification of the election results. At such a meeting, the quorum requirement of Article VII will apply.

#### Section 5

Any member of the Board of Directors may be elected as an Officer; however, upon assuming the position of Officer, the individual must resign from the previously-held position of director. This vacated position will be filled by the normal rules governing resignations described in Article VII, Section 4.

### Article VII Board of Directors

#### Section 1.

The management of all business, property, and interests, and other affairs of EMBA shall be vested in a Board of Directors of twenty-one (21) members elected in accordance with the provisions of Article VI, plus the Officers as noted in Article VIII.

Among the powers hereby conferred is the power to impose sanctions upon members in accordance with ACBL rules and regulations, to delegate non-policy making authority to members who are not directors, and, in general, to take such other and further actions as may from time to time be necessary to further and implement the purposes and aims of the Unit as set forth in Article I.

The Board of Directors is the sole judge of its own membership.

#### Section 2.

Each director is subject to a duty of loyalty to the corporation and a duty of care in the performance of his or her duties as a director.

#### Section 3.

Seven (7) directors shall be elected each year for terms of three (3) years. The term of all officers and directors shall commence January 1st following the election, and end on December 31st after the election and certification of their successors.

Honorary directors may be elected from time to time by the Board of Directors for such periods as the Board may determine. Honorary directors may attend meetings of the Board and may be heard, but may not vote, on matters brought before such meetings.

#### Section 4.

If any director should die, retire, or be removed from office, the vacancy thus created shall be filled as follows:

- a. Any vacancy shall be filled by the candidate from the most recent election who received the highest number of votes among those not elected. Unless there is a tie among the eligible candidates, the position is filled immediately.
- b. If there is a tie among eligible candidates from the most recent election (or if there are no eligible candidates from the previous election) the tie shall be broken (or position filled) by vote of the current Board of Directors at a meeting to be held as soon as possible after the vacancy occurs. At such a meeting, the quorum requirement of Article VII will apply.
- c. If there are multiple vacancies, the vacancies shall be filled in order of remaining term duration, starting with the longest remaining duration, and continuing to the smallest remaining term duration.
- d. When a vacancy is filled, the President or Secretary shall inform all directors and officers of the filling of the vacancy as soon as possible.

#### Section 5.

The Board of Directors shall hold a minimum of four (4) meetings a year. The Secretary shall call a meeting of the Board at any time at the request of the President, or upon the request of at least five (5) directors. A notice of each meeting shall be delivered by mail or electronic means to all Officers and directors not fewer than ten (10) days prior to the date of the meeting.

#### Section 6.

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 the director or directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice

#### Section 7.

Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, as long as members participating in such a meeting can hear one another.

#### Section 8.

A quorum of the Board of Directors for the conduct of business shall consist of not less than a majority of the directors, plus at least two (2) Officers.

#### Section 9.

In addition to the powers granted by other provisions of these By-Laws, and by the Laws of the Commonwealth of Massachusetts, the Board of Directors shall have the following powers:

- (a) to acquire, hold, administer, maintain, and dispose of all property of the Association;
- (b) to appropriate the funds of the Association for the purposes set forth in these By-Laws;
- (c) to hire and discharge employees, supervise their conduct, and fix their compensations;
- (d) to hear and act upon appeals pursuant to Article IX of these By-Laws;
- (e) to audit all receipts and disbursements of the Association;
- (f) to conduct, manage, supervise, and control all business of the Association including, but not limited to, the conduct of tournaments, the selection of dates and locations thereof, and the making of contracts in connection therewith.

### Article VIII Officers

#### Section 1.

The Officers of the Association shall consist of a President, a Vice President, a Secretary, and a Treasurer. An officer shall, upon election, become a member of the Board of Directors for the duration of his or her term of office. Officers, with the exception of the presiding officer, shall have full voting privileges at any meeting of the Board of Directors. The presiding officer shall only vote in order to cast a tie-breaking vote on issues over which the Board is deadlocked. Officers, other than the President, may be members of committees with full rights on those committees. The Officers of the Association shall be elected for terms of one (1) year, commencing January 1st following their election and certification.

#### Section 2.

The President shall:

- (a) preside at all meetings of members of the Association and at all meetings of the Board of Directors;
- (b) appoint the chairs and consult with the respective chair about the membership of committees;
- (c) exercise general supervision over the activities of the Association;
- (d) be permitted to cast a tie-breaking vote on issues over which the Board is deadlocked;
- (e) perform such other duties as are incident to the office, or which may from time to time be conferred to the office by the Board of Directors.

With the exception of the Election Committee, the President shall be a member ex officio of all committees, with no voting privileges on any committee. No one shall serve for more than two (2) consecutive full terms or for more than a total of six (6) full terms as President.

#### Section 3.

The Vice President shall perform such duties as the Board of Directors or the President may from time to time direct. In the event of, and for the period of, any temporary absence or incapacity of the President, the Vice President shall assume the duties of the President. If the President should die, retire, be removed from office, cease being a member in good standing of the Association, or, as reasonably determined by the Board of Directors, become permanently incapacitated, the Vice President shall serve as President for the balance of the then unexpired term of the former President. No one shall serve for more than two (2) consecutive full terms or for more than a total of three (3) full terms as Vice President. No one shall be elected or appointed Vice President who is ineligible to serve as President.

#### Section 4.

The Secretary

- (a) shall keep the records of names and addresses of members of the Association, minutes of meetings of members and of the Board of Directors, and such records of tournaments and other activities of the Association as the Board of Directors shall from time to time require;
- (b) shall receive and retain the reports of all officers and committees of the Association for such period of time as the Board of Directors may require;
- (c) shall conduct and preserve the correspondence of the Association;
- (d) may delegate to any member of the Association such of the aforementioned duties as deemed necessary or desirable, subject to approval by the Board of Directors.

#### Section 5.

The Treasurer

- (a) shall have the care of, and responsibility for, all funds, securities, and properties of the Association;
- (b) shall deposit all funds of the Association in such accounts as the board of Directors may designate;
- (c) shall submit reports to the Board of Directors at each of its meetings, and shall submit an annual report to the members of the Association of the financial status of the Association;
- (d) shall make payments from the funds of the Association upon vouchers approved by the President, or by any other person empowered by the Board of Directors to incur financial obligations on behalf of the Association;
- (e) shall be responsible for maintaining the records necessary for and the filing of any such forms as may be required by governmental revenue agencies;
- (f) may delegate to any member of the Association such of the aforementioned duties as deemed necessary or desirable, subject to approval by the Board of Directors.

#### Section 6.

A vacancy in any office, excepting that of President, however occurring, shall be filled by the Board of Directors at the meeting of the Board of Directors next held after such vacancy occurs. A vacancy in the office of President shall be filled by the Board only if there is, at the time of such vacancy, no Vice President to succeed the former President.

## Article IX Conduct and Ethics Matters

#### Section 1.

There shall be a permanent standing committee of the Association to be known as the Conduct and Ethics Committee. This committee must receive and act upon any complaint or charge against a member of the Association, other bridge players residing in the Association's geographical boundaries, and bridge players participating in sanctioned events held within the Association's geographical boundaries concerning his or her conduct or ethics. Unless otherwise specified by the ACBL, a vote of at least two-thirds of those present and voting is necessary to suspend a player, and a vote of at least three-fourths of those present and voting is necessary to expel a player. The committee shall operate as specified by the Code of Disciplinary Regulations of the ACBL.

## Section 2.

Appeals from decisions of the Conduct and Ethics Committee shall be heard and disposed of by the persons or entity specified under the Code of Disciplinary Regulations of the ACBL. If the Code of Disciplinary Regulations does not make such a specification, the Board of Directors shall hear such appeals. Unless otherwise specified by the ACBL, for any appeals that come before the Board of Directors, a vote of at least two-thirds of those present and voting is necessary to suspend a player and a vote of at least three-fourths of those present and voting is necessary to expel a player.

## Section 3.

Particular rules for the functioning of the Conduct and Ethics Committee and for the hearing and disposition of appeals by the Board of Directors shall be adopted and may be amended from time to time by the Board of Directors, provided that such rules do not contradict ACBL regulations. Such rules and amendments thereto shall be made known to members of the Association.

## Article X Removal of Officers and Directors

Any officer or director may be removed for cause at any meeting of the Board of Directors upon two-thirds vote of those directors present and voting at such meeting, not including the director proposed to be removed, provided that:

(a) the notice of the meeting of the Board of Directors shall have duly referred to the matter of such proposed removal; any officer or director against whom removal charges are to be brought shall have been notified in writing, by certified, return-receipt mail, of the charges against him or her at least ten (10) days prior to such meeting; and any such officer or director shall be given an opportunity to be heard before the Board of Directors and to be represented at such meeting by counsel of his or her own choosing.

No such notification shall be sent unless authorized by a majority of the members of the Board of Directors present and voting at a regular or special meeting, not including the director proposed to be removed. Any officer or director who has failed to attend three (3) consecutive meetings of the Board of Directors, excluding specially called meetings, may, at the third such meeting, or any meeting thereafter, be removed by a vote of at least two-thirds of the directors present and voting at such meeting. The Secretary shall remind, by mail, any officer or director who has failed to attend two (2) consecutive regular meetings of the Board of Directors, of the applicability of this section, at least ten (10) days before the next regular meeting of the Board of Directors.

## Article XI Committees and Delegates

The President shall appoint chairs of committees, subject to the approval of the Board of Directors. Membership of committees shall be determined by the respective chairs, in consultation with the President. The committees so established should be necessary or desirable to the functioning of the Association, and the President shall, unless otherwise directed by the Board of Directors or by these By-Laws, define the scope and duties of these committees. The following standing committees must be formed: Tournament, Conduct and Ethics, Election, Finance, Audit.

Delegates and alternate delegates to other organizations or conferences, whenever representation of the Association is deemed by the Board of Directors to be necessary or desirable, will be appointed annually by the President, subject to review by the Board at its next regular or special meeting. The term of each appointment shall be for the calendar year. Such delegates shall have such powers and duties as are conferred upon them by the Board, or are as required for carrying out their duties, consistent with these By-Laws.

## Article XII Amendments

These By-Laws may be amended by a majority of the ballots cast by members in good standing of the Association on said amendment in any annual or special balloting that shall have been decreed by the Board of Directors. Amendments may be proposed by petition signed by at least twenty-five (25) members in good standing, or by a majority of the Board of Directors, and submitted to the Secretary of the Association.

The Secretary shall give notice of the proposed amendment to the general membership of the Association at least fifteen (15) days prior to the distribution of ballots containing the proposed amendment. If feasible, the notice given by the Secretary shall incorporate the full text of the proposed amendment and the rationale for its proposal; at the least, the notice shall provide a summary of the essential subject matter in the proposed amendment. The full text of the proposed amendment of the bylaws must be made available to any member upon request.

Article XIII  
Miscellaneous

Section 1.

The official publication of EMBA shall be as designated by the Board of Directors and shall be published by the Unit.

Section 2.

If any portion of the Bylaws shall be invalid or inoperative, then, to the extent reasonable and possible, the remainder shall be valid and operative, and effect shall be given to the intent that portion held invalid or inoperative manifests.

Section 3.

The Unit shall keep correct and complete books and records of accounts and shall keep minutes of all proceedings of its Board of Directors and membership meetings.

Section 4.

The fiscal year for the Corporation shall run from January 1 to December 31.

Section 5.

The corporation will not make loans to any director or officer. Any director or officer who assents to or participates in the making of such loan shall be liable to the Unit for the amount of such loan until the repayment thereof.

Approved by the membership, December, 2007