

**CONSTITUTION AND BY-LAWS
OF THE
GREATER NEW YORK BRIDGE ASSOCIATION INC.**

Amended: May 8, 2017

ARTICLE I

NAME

The name of this organization shall be the Greater New York Bridge Association, Inc (GNYBA). Hereafter in the By-Laws the GNYBA shall be referred to as the Association. The Association is a not for profit corporation organized under the laws of New York State.

The Association is Unit 155 of the American Contract Bridge League (ACBL), and a member association of District 24 of the ACBL.

ARTICLE II

OBJECTIVES OF THE ORGANIZATION

Section 1 Objectives

The Association exists and functions within the Constitution, By-Laws and regulations of the ACBL, and recognizes the ACBL as having authority and control over tournament bridge in the United States. No regulation of the Association shall conflict with the regulations of the ACBL. The objectives of this organization shall be:

- (a) To further the game of contract bridge in its various forms of competition.
- (b) To promulgate high standards of conduct and ethics to its members, and to enforce such standards.
- (c) To provide organized bridge activities and services to satisfy the social, recreational, and competitive needs of the membership and the community.
- (d) To conduct tournaments and other competitive events as permitted by the ACBL
- (e) To cooperate with and assist the ACBL, District 24, and the GNYBA in the promotion and conduct of bridge activities.

- (f) To cooperate with duplicate bridge clubs within the Unit in matters of mutual interest.
- (g) To participate in the ACBL's charity program, and to sponsor and conduct charity events with the objective of realizing funds to be devoted to humanitarian causes and allowable bridge-related causes.
- (h) To conduct such other activities as may be in keeping with its principal objectives

Section 2 Dissolution or Change in Status

In the event that this Association shall, for any reason, dissolve or change its status as a not for profit organization, all of the money then held in the Treasury of the Association shall thereupon be transferred to and become the sole property of the ACBL Charity Foundation, ACBL Educational Foundation, or other similar foundation as decided at the time of dissolution. The Treasurer of the Association shall make any necessary arrangements to insure that all such funds are transferred in accordance with the above.

ARTICLE III **MEMBERSHIP**

Section 1 Eligibility

Members in good standing of the ACBL who reside in New York, Kings, Bronx, Richmond and Queens Counties, or as otherwise permitted by the ACBL, shall be entitled to membership in the Association.

Section 2 Rights and Privileges of Members

- (a) Each member in good standing shall be entitled to vote in person at the annual meeting for the election of Directors, and all dues paying members in good standing shall be entitled to receive all membership notices of the Association and general publications of the Association

and ACBL.

- (b) Unless otherwise provided herein, each member in good standing shall be eligible to stand for election as a member of the Board of Directors of the Association, or for appointment as a member of its committees.
- (c) A member of the Association shall be considered in good standing if he or she is a member in good standing of the ACBL and is not under suspension or expulsion from the ACBL or the Association.
- (d) No person shall be denied membership because of race, ethnicity, sex, age, creed, religion, sexual orientation or disability.
- (e) No person shall be denied membership, suspended, expelled, or otherwise disciplined, except by such regulations as shall conform to the Constitution and By-Laws of the Association.

ARTICLE IV

MEMBERSHIP MEETINGS

Section 1 Schedule and Notice

- (a) There shall be an annual meeting of members held on a date during the Edgar Kaplan Regional in December of each year.
- (b) The Board of Directors shall fix the time and place of the annual meeting and shall give notice of the meeting to the membership at least twenty (20) days prior to the annual meeting.

Section 2 Special Meetings

Special meetings of the members shall be called at any time by the Board of Directors, by the President, or by petition of one hundred (100) members in good standing, to consider specific subject matters. Notice of the time and place of any special meeting shall be given at least thirty (30) days before such meeting. The notice

of any special meeting shall contain an agenda of matters to be taken up at such meeting. No other business shall be acted upon at such meeting.

Section 3 Quorum

A quorum for the transaction of business at any annual or special membership meeting shall consist of one hundred (100) members.

Section 4 Right to be Heard

Any member in good standing shall be entitled to be heard and to vote on all matters brought before any annual or special meeting.

ARTICLE V **BOARD OF DIRECTORS**

Section 1 Composition

The government and business of the Association shall be managed and conducted by the Board of Directors which shall consist of not more than thirty (30) members and not less than twenty-four (24) members.

Section 2 Election

- (a) The Board of Directors shall be elected by the members of the Association at the annual membership meeting, or as otherwise provided in Section 4 of this Article. If there is no contest for any position, no voting by ballot shall be necessary and the candidates who have been nominated shall be deemed elected and announced at the annual meeting.
- (b) In the event of a contested election (an election in which, if all nominees were named on a majority of all ballots cast, would result in a board of directors of more than thirty (30) members):
 - i. The ballots for election shall be secret and all candidates shall be entitled to have witnesses at the counting.
 - ii. Every member in good standing shall be entitled to cast one ballot, each

ballot containing a vote for no more than the maximum number of Directors to be elected at the annual meeting.

- iii. All nominees who receive the vote of a majority of the members present and voting shall be elected unless this would result in a Board of Directors consisting of more than thirty (30) directors, in which case, the nominees who receive the greatest number of votes shall be elected, up to the limit of thirty (30) directors.

(c) The results of the election shall be announced at the annual meeting.

(d) Directors joining the board, whether for the first time or returning after a break in service, shall be nominated for a two (2) year term. Currently serving directors nominated for reelection to the board shall be nominated for a two (2) year term. The term for any director elected at the annual membership meeting shall commence on the day of said meeting.

(e) No person shall be elected to the Board of Directors for any term or portion thereof, whether at the annual meeting or otherwise, if upon the expiration of such term, or portion thereof, such person will then have been a member of the Board of Directors for a consecutive period in excess of seven (7) years. This provision supersedes the election of a two (2) year term for returning directors.

(f) Any person who has served for seven (7) consecutive years as mentioned above, must remain off the Board of Directors for a minimum of ten (10) months before being elected for membership to the Board of Directors again. This does not preclude said person from being an officer or holding any official committee chairmanship within the organization.

(g) For the purposes of the above provision, any person serving on the Board of Directors for any portion of any year commencing with the date of the annual membership meeting shall be deemed to have served the entire year. Any person ineligible for membership on the Board of Directors by virtue of the provisions of this paragraph, or otherwise, who is serving as District Representative, or First Alternate, to the ACBL or to the District 24 Organization, shall be deemed a member

ex-officio of the Board of Directors during the period of his ineligibility for re-election.

Section 3 Nominating Committee

- (a) The Board of Directors, at least sixty (60) days prior to each annual membership meeting, shall select a Nominating Committee in accordance with procedures established by the Board. The Nominating Committee shall consist of five (5) members and two (2) alternates chosen from members of the Association,
- (b) The Nominating Committee shall meet prior to the publication of the notice of the annual membership meeting and shall prepare a slate of nominees which shall set forth both the name and the proposed term of each nominee to be voted on by the membership at the annual meeting.
- (c) The number of nominees on the slate prepared by the Nominating Committee, when added to the number of directors continuing on the board, shall total between twenty-four (24) and thirty (30) inclusive.
- (d) The Nominating Committee shall also prepare a slate of officers. When timely, the Nominating Committee shall also prepare a list of nominees for the District Organization,
- (e) Additional nominations for the Board of Directors, if any, shall be made in writing, signed by not less than fifty (50) members in good standing. Any such additional nominations must be received by the Secretary or the President not less than ten (10) days prior to the annual meeting. Such nominations shall only be for a term of one (1) year

Section 4 Vacancies

- (a) Any vacancy in the Board of Directors may be filled by the Board of Directors, and the person so elected shall hold office until the next annual meeting, at which time an election shall be held to fill any unexpired portion of the term of his or her predecessor.
- (b) Missing three (3) consecutive Board meetings may subject a Board

member to removal from the Board. The Secretary shall notify the Executive Committee when any member has missed three (3) consecutive meetings. The Executive Committee shall make a diligent attempt to consult with the member and then make a recommendation in this regard to the Board of Directors at the next meeting, who shall determine this question by majority vote.

- (c) Nominations for vacancies to the Board of Directors may be made by the President with the concurrence of the Executive Committee and shall be included in the notice of the meeting at which the elections will be held. Nominations may be made from the floor whether or not the President has made a nomination; in which event the vote to fill the vacancy shall be conducted at the next meeting.

Section 5 Meetings

- (a) The Board of Directors shall have a minimum of four (4) regular meetings per year, the first of which meetings shall be after the annual meeting and shall be for the purpose of electing officers for the ensuing year and for the transaction of such other business as may come before it.
- (b) A special meeting of the Board of Directors shall be called at any time at the request of the President or upon request in writing of ten (10) members of the Board. Notice of such meetings shall be given not less than ten (10) days prior to the date of the proposed meeting and shall include the agenda for said special meeting.
- (c) All Board meetings are open to the membership except for occasions when the Board of Directors deems it necessary to call a closed meeting or votes itself into Executive Session.
- (d) Remote Participation in Board Of Directors Meetings
 - i. The Board of Directors acknowledges the responsibility of each of its members to attend meetings of the Board. There are occasions however, when circumstances may prevent the physical presence of a director at a scheduled meeting. Such circumstances include but are not limited to being out of town or illness.

- ii. At the discretion of the President, directors may be present at a meeting by way of electronic devices such that all those participating in the meeting, either on site or remotely, can speak to and hear all members simultaneously.
- iii. Directors participating remotely are counted toward a quorum and are eligible to vote on any matters brought to a vote.

Section 6 Quorum

A quorum of the Board of Directors for the transaction of business shall consist of a majority of the current membership of the Board.

Section 7 Powers

In addition to the powers granted by other provisions of these By-Laws and by the laws of the State of New York, the Board of Directors shall have the following powers:

- (a) To conduct, manage, supervise and control the business of the Association.
- (b) To acquire, hold, administer, maintain, and make proper use of all the property and funds of the Association.
- (c) To engage such services as are necessary for the conduct of the affairs of the Association and to fix appropriate fees thereof.
- (d) To hire and discharge employees and to supervise their conduct and to fix their compensation. No employee hired by the Board for compensation shall be a member of the Board.
- (e) To audit all receipts and disbursements of the Association.
- (f) To censure, suspend or expel any member for violation of this Constitution and By-Laws, or of any rule of the Association. Such punitive action must be taken in accord with Article XI, Section 3 of this Constitution and By-Laws and is appealable at all times to the District Judiciary Committee.

ARTICLE VI

OFFICERS

Section 1 Number

The officers of the Association shall consist of President, Vice President, Secretary, Treasurer and Tournament Chairperson. An officer need not be a director but shall, upon election, become a member ex-officio of the Board of Directors, with no voting rights, but shall have other privileges equal to those of regularly elected Board members, for the duration of his or her term as officer.

Section 2 Election

The Board of Directors shall, by majority vote, elect all officers at the first Board of Directors' meeting held following the annual meeting. In the absence of a quorum at said Board of Directors meeting, the proposed slate of officers that was recommended by the Nominating Committee shall be deemed to be elected. The term of each officer shall be for a period of one (1) year or until a successor is elected and each officer shall take office immediately upon his or her election. Vacancies among officers may be filled by the Board of Directors at any time by majority vote of those present and voting.

Section 3 Duties of the President

The President shall preside at all Board of Directors and membership meetings of the Association. The President shall appoint all committees, appoint a recorder to perform duties as set forth by the ACBL, exercise general supervision over the activities of the Association, and perform such other duties as are incidental to his office or which may be conferred upon him or her by the Board of Directors. The President shall be a member ex-officio of all committees except the Nominating Committee.

Section 4 Duties of the Administrative Vice President

The Vice President shall perform such duties as the Board of Directors or the President shall prescribe. In the absence or incapacity of the President, the Vice President shall assume the duties of the President.

Section 5 Duties of the Secretary

The Secretary shall keep the minutes of all meetings of members and directors and prepare them for distribution, and perform such other duties as are incidental to the office or which may be conferred or directed by the Board of Directors.

Section 6 Duties of the Treasurer

The Treasurer shall care for and be responsible for all funds, securities and properties of the Association. The Treasurer shall promptly deposit all funds of the Association in such bank or banks or take such other measures as the Board of Directors shall designate, and in conjunction with the President and Secretary, the Treasurer shall execute the resolution required by such bank or banks for the deposit and withdrawal of money. The Treasurer shall also keep regular accounts and shall submit regular reports to the Board of Directors, and an annual report to the membership, of all monies received and disbursed. The Treasurer shall make payments from the Treasury upon vouchers certified and approved by the President or by any other person empowered by the Board of Directors to incur financial obligations on behalf of the Association.

ARTICLE VII **IMPEACHMENT**

Other than as specified in Article V, Section 4 (b), any officer or director may be removed for cause at any meeting of the Board of Directors, provided two-thirds of those present and constituting a quorum shall so vote. Any officer or director against whom impeachment charges shall be brought, shall be notified in writing, by certified mail, of the charges against him, with the notice mailed at least thirty (30) days prior to the meeting and shall be given an opportunity to be heard before the Board of Directors and to be represented by counsel of his own choosing. The action taken by the Board of Directors shall be conclusive and final.

ARTICLE VIII

AMENDMENT OF BY-LAWS

Section 1 Amendments Proposed by the Board

Amendments to the By-Laws may be proposed at any regular or special meeting of the Board of Directors, providing notice has been given to the members of the Board announcing the intention to amend the By-Laws and setting forth the text of the proposed amendments, with the notice issued at least ten (10) days prior to the meeting . The proposed amendments shall be voted upon at the next (subsequent) Board meeting. The concurrence of two-thirds of all Directors present and voting shall be required to pass any such amendment.

Section 2 Ratification by the Membership

All amendments passed by the Board of Directors are subject to ratification by the membership. All such amendments shall be posted on the official unit website within thirty (30) days of being passed but not less than ten (10) days before the annual meeting of the membership or any special meeting called for the purpose of ratifying amendments to the By-Laws. A printed copy of the amendments to be ratified shall be available for inspection by any member at the meeting at which the amendments shall be voted on. The membership may reject any such amendment by majority vote, but any action of the Board taken pursuant to such amendment and prior to its rejection shall not be impaired.

Section 3 Amendments Proposed by the Membership

Amendments to the By-Laws may also be proposed by the members of the Association, upon petition signed by at least twenty-five (25) members and submitted to the Secretary at least sixty (60) days in advance of the annual meeting or any special meeting called for such purpose. The proposed text shall be published on the official Unit website at least ten (10) days prior to the annual meeting or any special meeting called for such purpose. It shall be the duty of the Secretary to include text of the proposed amendments or a computer link to the website where the text is located in the notice of such meeting. A printed copy of the amendments to be ratified shall be available for inspection by any member at the meeting at which the amendments shall be voted on. The concurrence of a majority of all members

present and voting shall be required to pass any such amendment.

ARTICLE IX

TOURNAMENTS

The Association shall have complete authority over all tournaments conducted by it, subject to the requirements of the ACBL.

ARTICLE X

PARLIAMENTARY PROCEDURE

Section 1 Governing Authority

If requested by a majority vote of the Board, Roberts Rules of Order Newly Revised shall be accepted as the governing authority for this Association in all matters not specifically covered by the By-Laws.

Section 2 Order of Business

The order of business at any meeting shall be established by the President and shall upon request be announced. The proposed order of business at any meeting may, however, be amended by majority vote.

ARTICLE XI

COMMITTEES

All committees except the Executive Committee and the Nominating Committee shall be appointed by the President. The committees in Section 1 through Section 4 of this Article shall be standing committees.

Section 1 Executive Committee

The Executive Committee shall consist of the President, Immediate Past President,

Vice President, Tournament Chairperson, Secretary and the Treasurer of the Association. The Executive Committee shall have and exercise all powers of the Board of Directors between meetings of the Board; however, action shall not be taken by the Executive Committee without the affirmative vote of a majority of its members and only upon such matters as require immediate attention and cannot await the calling of a meeting of the Board of Directors.

Section 2 Tournament Committee

- (a) It shall be the duty of the Tournament Committee to plan and conduct the Tournaments of the Association in accordance with ACBL regulations.
- (b) The Tournament Committee shall refer, in writing, to the Unit Disciplinary Committee for post-tournament inquiry and ruling by the latter committee, any situation involving conduct, deportment or ethics at any tournament which it feels may require further action, regardless of the immediate disposition made at the tournament by the Tournament Committee. The Tournament Committee of the GNYBA. may not impose any penalties or discipline surviving the tournament involved.

Section 3 Unit Disciplinary Committee

It shall be the duty of the Unit Disciplinary Committee to inquire into and entertain any written complaint involving conduct, deportment, or ethics at an ACBL sanctioned tournament or at any sanctioned duplicate game conducted by the Unit. The Committee shall proceed in conformance with the ACBL's Code of Disciplinary Regulations.

Section 4 Audit and Finance Committee

The Audit and Finance Committee shall examine the financial records and securities of the Association at least once in every year before the annual meeting and at such other time or times as the Committee may deem advisable, and report its findings and recommendations to the Board of Directors.

Section 5 Any Other Appropriate Committees

The President may appoint any other committees he deems appropriate. These committees may include, but shall not be limited to, the following: Publicity, Publication, Goodwill; Hospitality, Charity, Club, Membership, Newcomers, and By Laws,

ARTICLE XII

TERMS AND DEFINITIONS

Section 1 Notices

- (a) All notice to the Board of Directors shall be made by email. In the event that a director does not have an email address that director shall be notified by postal mail.

- (b) All notice to the membership of the Association shall be made by posting a notice on the official website of the Association.