

**BY-LAWS OF THE
MIAMI VALLEY BRIDGE ASSOCIATION
(ACBL UNIT 136 DISTRICT 11)
REVISED DECEMBER 11, 2015**

ARTICLE I - OBJECTIVES OF MVBA

- A. To preserve and promote the best interests of competitive contract bridge in accordance with the laws and regulations of the American Contract Bridge League (ACBL).
- B. To promote the development and organization of affiliated clubs within the MVBA and to ensure, in so far as possible, that such clubs and their members adhere to the rules of conduct set forth by the ACBL and the MVBA.

ARTICLE II - MEMBERSHIP IN THE MVBA

- A. The MVBA shall have jurisdiction in the geographical area as designed by the District 11 Board and/or the ACBL
- B. Anyone who is a member of the ACBL, maintains a residence within the MVBA, and selects the MVBA as their home unit is a member of the MVBA.

ARTICLE III - MEMBERSHIP MEETINGS

- A. There shall be an MVBA Annual Membership Meeting held during each calendar year. This meeting will be held at the MVBA Christmas Party in December, unless the MVBA Board of Directors specifies some other date.
- B. An MVBA Special Membership Meeting may be called at any time by the MVBA Board of Directors and/or the MVBA President.
- C. An MVBA Special Membership Meeting may be called by a petition signed by at least forty (40) MVBA Members. The MVBA Board of Directors shall schedule the meeting within sixty (60) days after the petition was received.
- D. The MVBA Board of Directors must notify MVBA Members of the date, time, location, and the agenda for all MVBA Membership Meetings at least fifteen (15) days prior to the meeting. This notice may be mailed, emailed, or posted on the MVBA website and at all bridge clubs and centers that hold ACBL sanctioned games within the MVBA geographical area.
- E. A quorum of forty (40) members is required for the transaction of any business at any MVBA Membership Meeting. However, no quorum is required for the election of Officers and Board of Directors provided such election was listed on the agenda of the meeting provided to each MVBA member.

ARTICLE IV - MVBA ELECTED BOARD POSITIONS

- A. The MVBA will elect Officers and/or Board Members that are up for election once a year.
1. A President, Vice-President, and Secretary shall be elected to hold office for a period of one year.
 2. A Treasurer shall be appointed by the President and confirmed by the Board of Directors and occupy the position for a period of one (1) year.
 3. The President elect must have served as an officer or been on the Board of Directors of the MVBA for at least six (6) months within the last three (3) years prior to the election.
 4. The Board shall consist of four (4) officers and twelve (12) elected members.
 - a. Each MVBA Board Member shall hold office for a period of three (3) years.
 - b. Each year four (4) positions will be open for election.
 5. All Officers and Board Members must be members of the MVBA and the ACBL. No member shall have the right to hold office or serve on the Board of Directors of MVBA unless they have been a MVBA member for at least six (6) months immediately preceding the election. In case of appointive positions, a member for at least six (6) months preceding the date of their appointment.
- B. The Board must notify all MVBA members of the time and location of the elections at least fifteen (15) days prior to the election. This notice may be mailed, emailed, or posted on the MVBA website and at all bridge clubs and centers that hold ACBL sanctioned games within the MVBA geographical area.
- C. The Board of Directors shall appoint a Nominating Committee composed of three (3) or more MVBA members. A majority of the committee shall not be members or Officers of the current Board of Directors. The committee shall prepare a slate of the members willing to run for positions on the MVBA Board. The slate shall be presented to the Board of Directors at the Board Meeting prior to the election. The committee shall collect all ballots at the elections and tally the results. The committee chairperson shall announce the winners at the first convenient opportunity.
- D. All qualified members of MVBA are entitled to one (1) vote for each Officer position and to vote once for four (4) different people running for the Board.

ARTICLE V - DESCRIPTIONS OF MVBA OFFICERS POSITIONS

- A. The office of President shall:

1. Preside over the meetings of the Board of Directors.
2. Appoint such committees as may be necessary for the operations of the MVBA.
3. Plan the agenda for the Board Meetings. When possible see that all Board Members receive a copy of the agenda prior to the Board Meeting.
4. Supervise the other Officers, Board Members and committees as may exist to ensure proper performance of their duties.
5. Be primarily responsible for the maintaining of good relations with other Units.
6. Represent the MVBA at all District Board meetings and vote on any matter per Board recommendations. If unable to attend, appoint a Board Member to attend the meeting.
7. Take such actions, as necessary between Board Meetings, to ensure the smooth functioning of the MVBA.

B. The office of Vice-President shall:

1. Assist the President as requested.
2. Perform the duties of the President in the absence or incapacitation of the President.
3. If the Vice-President permanently replaces the President, the board shall appoint a person from the Board of Directors to fill out the term of the Vice-President.

C. The office of Secretary shall:

1. Keep a record of the minutes of all Board and Membership Meetings. Also have such minutes available for inspection at all Board and Membership Meetings.
2. At each Board Meeting present a copy of the minutes from the previous Board Meeting for correction and approval.
3. Be reimbursed for any expenses, other than travel, pertaining to the duties of the Secretary.

D. The office of Treasurer shall:

1. Maintain the financial records for MVBA. The Treasurer will have Profit and Loss reports available on a quarterly basis.
2. Handle all monies at Sectional and Regional Tournaments received from the Directors.

3. Pay all approved debts incurred by the MVBA.
4. Enter major income and expenses on an accrual basis: all others on a cash basis.
5. Obtain two (2) signatures for any check over Two Hundred Dollars (\$200.00). Any check for One Hundred and Ninety Nine Dollars and ninety-nine cents (\$199.99) or less will require only the Treasurers signature. If the Treasurer is not available, then two (2) signatures are required. The President, Vice-President, Secretary, and Treasurer shall have signature approval on the checking account.
6. Obtain two (2) signatures for any check made out to either the President, Vice-President, Secretary or Treasurer. The payee may not be one of the signatures.
7. Chair the Investment Committee and maintain all committee records. The Investment Committee shall be comprised of the Treasurer and at least two (2) other persons as appointed by the Board. A report will be made available at all Board and Membership Meetings.
8. Prepare and pay all taxes required by Federal, State and local laws.
9. Prepare and propose a budget to the Board each year.
10. Attend all meetings and have an equal vote as a Board Member.
11. Have an audit of the financial records and investments done at least every two (2) years. The Board, by a majority vote, may require an audit at any time without cause.
12. Have an audit done upon their leaving the position of Treasurer.
13. Be compensated as determined by a majority vote of the Board of Directors. Also be reimbursed for any expenses, other than travel, pertaining to the duties of the Treasurer.

E. Officers, except the Treasurer, shall be elected as noted in Article IV.

ARTICLE VI - BOARD OF DIRECTORS

A. The affairs of the MVBA shall be managed and conducted by the Board of Directors, which shall consist of the following members:

1. President
2. Vice-President
3. Secretary
4. Treasurer

5. Twelve (12) Directors elected by the MVBA members, who will assume duties as appointed by the President.
- B. All Board Members are entitled to one (1) vote at all Board or Membership Meetings. This does not include the President whose vote is to break a tie vote by the Board.
- C. The Board of Directors may appoint a person to fill a Board vacancy for the remainder of the year. The position shall then be filled after the elections from the results of the ballots.
- D. Should a member of the current Board of Directors, who has at least one (1) year left to serve, choose to run for one (1) of the Officers positions and be elected, their remaining term shall be filled by a person from the results from the election.
- E. When there are Board of Directors positions to be filled, the Board should select replacements from the non-elected candidates.
- F. If a candidate from the current Board of Directors does not win the election to the Officer position, they shall continue to serve the unexpired portion of their term on the Board of Directors.
- G. The Board of Directors shall hold a minimum often (10) meetings a year. At each Board of Directors Meeting the President will announce the time and location of the next board meeting. If either the President or Secretary receives, in writing, a request by at least five (5) Board Members for a special Board Meeting, then all Board Members must be notified at least ten (10) days prior, to the time and location of the meeting.
- H. For the Board of Directors to transact business there must be a quorum of at least ten (10) members present.
- I. In addition to the powers granted by other provisions of these By-Laws and by the State of Ohio, subject to the restrictions stated in these By-Laws, the Board of Directors shall have the following power and duties:
 1. To acquire, hold, administer, maintain and dispose of all property of the MVBA.
 2. To appropriate the funds of the MVBA for the purposes set forth in these By-Laws.
 3. To appoint a Board Member to represent the MVBA and accompany the President at all District eleven (11) board meetings.
 4. To hire and discharge sub contractors, to supervise their conduct, and to fix their rate of compensation. This includes appointing a manager(s) to oversee the operations of the Miami Valley Bridge Center.

- 5. At the first Board Meeting of the year, appoint a Board Member to be the Disciplinary Chairperson.
- J. Any Member of the MVBA may attend any meeting of the Board of Directors unless a two-thirds (2/3) majority of a Board constituting a quorum rule otherwise.
- K. Any Officer or Director who fails to attend three (3) consecutive regular scheduled meetings of the Board of Directors shall be subject to removal from office by the Board of Directors.

ARTICLE VII -IMPEACHMENT

- A. Any MVBA Officer or Director against whom impeachment charges have been brought must be notified, in writing, by registered mail, of all charges at least fifteen (15) business days prior to the Impeachment Hearing meeting of the Board of Directors. This person shall be given an opportunity to be heard before the MVBA Board of Directors and to be represented by counsel of their choosing.
- B. Any MVBA Officer or Director may be removed from office for cause at any meeting of the Board of Directors provided two-thirds (2/3) of those present, constituting a quorum, shall so vote.
- C. All actions taken by the MVBA Board of Directors, under this Article, shall be conclusive and final.

ARTICLE VIII -TOURNAMENTS

- A. Subject to ACBL regulations, the MVBA shall have complete authority over all bridge competition for which it is the sponsoring organization. All such competition shall be governed by the ACBL Duplicate Laws and by such rules as to use of conventions in bidding and play as are set forth by the ACBL.
- B. Unless otherwise specified by League Regulations, all ACBL members shall be permitted to participate in any Bridge competition sponsored or conducted by the MVBA; except for those individuals who have been specifically barred or suspended from participating in ACBL sanctioned bridge competitions.
- C. The MVBA Board of Directors, by a two-thirds (2/3) majority of those present constituting a quorum, may bar or suspend in accordance with ACBL Regulations any individual (s) for cause (whether an MVBA Member or not) from participating in sponsored bridge competition for a specified period of time that is consistent with ACBL guidelines for the infraction. The MVBA Board of Directors must provide written notification of the action taken by the MVBA Board of Directors to the individual (s) involved, to the individual's ACBL Unit, and to the ACBL.
- D. The MVBA Board of Directors may sponsor weekly, monthly or special competitions other than a tournament of Sectional rating or higher. A notice of such competitions must be provided to a responsible officer of each franchised club within the MVBA geographic area. Any franchised

club within the MVBA geographic area may notify the President or Secretary, in writing that they object to any such event. They are invited to present their objections at the next scheduled MVBA Board of Directors Meeting. In such an event, the date for which the bridge competition is scheduled must be re-approved by the MVBA Board of Directors with two-thirds (2/3) of those present constituting a quorum approving.

- E. The MVBA Board of Directors may approve the MVBA sponsorship of as many Sectional and Regional tournaments as are permitted by ACBL Regulations provided that such tournaments can be conducted without undue conflict with tournaments conducted by neighboring Units.
- F. MVBA members must approve any proposed sponsorship of a National Tournament.

ARTICLE IX – HANDLING DISCIPLINARY CHARGES

- A. The MVBA has jurisdiction for handling all disciplinary charges for all MVBA members and for all persons participating in a sanctioned event held within the MVBA geographic boundaries
- B. The Disciplinary Chairperson will ensure that all charges are handled in accordance with the ACBL Code of Disciplinary Regulations.

ARTICLE X -AMENDMENTS TO THE BY-LAWS

Amendments to the MVBA By-Laws may be submitted for ratification by a majority of the MVBA Board of Directors present and voting at a MVBA Board of Directors Meeting containing a quorum or by submission of a petition signed by at least forty (40) MVBA Members. The purposed amendments to the MVBA By-Laws must be provided to the MVBA Secretary at least thirty (30) days in advance of the MVBA Membership Meeting at which the proposed amendments are schedule to be ratified.

ARTICLE XI -RATIFICATION OF THE BY-LAWS

A ratification vote on the proposed amendments to the MVBA By-Laws must be held at an MVBA Annual or Special Membership Meeting. Proposed amendments to the MVBA By-Laws must be made available to the MVBA Membership at least fifteen (15) days prior to the date of the MVBA Membership Meeting at which the ratification vote is scheduled. Two-thirds (2/3) of the MVBA Members present and voting are required to ratify the amendments.