

*BYLAWS*

*of the*

CENTRAL OHIO BRIDGE ASSOCIATION

Adopted April 23, 1994  
Amended April 22, 1995  
Amended April 13, 2002  
Amended June 14, 2003  
Amended April 10, 2004

BYLAWS OF THE  
CENTRAL OHIO BRIDGE ASSOCIATION, INC.

**ARTICLE 1. NAME**

The name of this organization shall be the **Central Ohio Bridge Association (COBA)**, hereinafter referred to as the Unit. It is a nonprofit organization incorporated in 1993 under the laws of the State of Ohio.

The Unit is a subsidiary of the American Contract Bridge League (ACBL), hereinafter referred to as the ACBL, or the League. The Unit recognizes the ACBL as the parent organization, having authority and control over contract bridge in the United States, and functions within the constitution, by-laws and regulations of the League.

**ARTICLE II. OBJECT**

The objects of this organization are:

- A To preserve and promote the best interest of and to stimulate interest in the art of playing duplicate contract bridge;
- B. To cooperate with and assist the ACBL in the promotion and conduct of contract bridge tournaments;
- C. To encourage and enforce the highest standards of conduct and ethics by its members;
- D. To prescribe rules of eligibility for participation in tournaments under its auspices;
- E. To cooperate in the League's charity program, and to sponsor and conduct charity events with the object of realizing funds to be devoted to worthy humanitarian

- causes; and
- F. To promote the development and organization of affiliated clubs with the Unit.

### **ARTICLE III. MEMBERSHIP**

**Section 1.** Membership is open to any person residing within the playing area of the Unit. The playing area from which the Unit may accept members includes the geographical area as assigned to it by the Board of Directors of the League.

**Section 2.** A person, upon payment of the prescribed dues, is bound to full compliance with and adherence to the Unit's Bylaws and the Bylaws of the League.

**Section 3.** A non-life member retains his membership unless:

- A. He/she changes his residence to a place outside the jurisdiction of the Unit. In this case, he shall become a member of the new Unit immediately on processing by the ACBL of his change of address or has applied to remain in the old Unit in accord with the current regulations;
- B. He/she has failed to pay his dues in accordance with regulations of the ACBL; or
- C. He/she has been suspended or expelled from membership in accordance with regulations established by the ACBL and the Board of Directors of the Unit, provided, however, that such regulations shall conform to the rules of due process applicable to membership corporations, and that such regulations as are established by the Board of Directors of the Unit shall not be in conflict with the regulations of the League.

**Section 4.** A Life Member retains his membership unless:

- A. He/she changes his residence to a place outside the

jurisdiction of the Unit. In this case he shall become a life member of the new Unit immediately on processing by the ACBL of his change of address or has applied to remain in the old Unit in accord with the current regulations;

- B. He/she joins the ACBL on or after January 1, 1996;
- C. He/she rejoins the ACBL on or after January 1, 1996 having never become a Life Member;
- D. He/she resigns and after January 1, 1996, seeks to rejoin the ACBL. These members upon meeting the same qualification and requirements, as established by the ACBL Board of Directors to become Life Members, shall be reclassified instead as Life Masters upon ratification by a majority vote of the Board of Governors. In all other respects, Life Masters shall have the same rights and privileges as Life Members.
- D. He/she has been suspended or expelled from membership in accordance with regulations established by the ACBL and the Board of Directors of the Unit, provided, however, that such regulations shall conform to the rules of due process applicable to membership corporations, and that such regulations as are established by the Board of Directors of the Unit shall not be in conflict with the regulations of the League.

#### **ARTICLE IV. DUES**

Annual dues and service charges shall be prescribed by and payable at the time designated by the ACBL.

#### **ARTICLE V. MEMBERSHIP MEETINGS**

**Section 1.** There shall be an Annual Membership Meeting that will coincide with the spring or summer tournament (regional or sectional) near the end of the fiscal year (June 30).

**Section 2.** The Board of Directors shall fix the time and place of any membership meetings and each member shall be given notice of such meeting at least fifteen (15) days prior to the meeting. Such notice shall include an agenda of the matters to be taken up at said meeting.

**Section 3.** Special meetings of the members may be called at any time by the Board of Directors, or by the President. A special membership meeting may also be called within sixty (60) days after presentation to the Board of Directors of a petition signed by either fifty (50) members of the Unit or by ten percent (10%) of the total membership of the Unit, whichever is fewer, or by request of two-thirds (2/3) of the Board of Directors.

- A. Any petition for a special meeting must state the reasons for which the meeting is called.

**Section 4.** A quorum for the transaction of business, at any membership meeting, shall consist of not less than fifty (50) voting members.

## **ARTICLE VI. UNIT BOARD OF DIRECTORS**

**Section 1. Number.** The Board of Directors shall consist of at least eight (8) members from the Central Ohio area, in addition to the Past President of the immediate preceding fiscal year. At least one (1) of these members shall reside outside of Franklin County.

**Section 2. Term of Office.** Each elected member of the Board of Directors shall take office at the beginning of the Unit's fiscal year, July 1<sup>st</sup>, or when elected. Except as otherwise provided in the case of a vacancy, each Director shall hold office for a period of three (3) years, and shall continue to hold office until his/her term expires or until his/her successor is qualified.

- A. No member of the Board of Directors shall serve more than two (2) consecutive three (3) year terms. The Immediate Past President, however, shall serve one (1) additional year in this capacity whether or not he/she has completed one (1) or two (2) terms as a Board Member.

- B. No member of the Board of Directors, after having served two(2) consecutive three (3) year terms, shall be eligible to again serve on the Board of Directors until one (1) full fiscal year has elapsed following his/her term of office.
- C. Any person appointed to serve an unexpired term of a year or less shall not be regarded thereby as having served a term.

**Section 3. Eligibility of Elections.** A person shall have been a member of the Unit for twelve (12) months immediately preceding the election, or, in the case of appointed positions, six (6) months preceding the date of his/her appointment in order to qualify to serve on the Board of Directors. The Board of Directors, however, by a majority vote, may waive this requirement.

**Section 4. Nominations and Elections.** A candidate for Director shall declare his/her intention in writing to the Nominating Committee no later than April 30. Election shall be by secret ballot with the balloting procedure to be determined by the Board of Directors, as itemized in the Standing Rules.

**Section 5. Vacancies.** Any vacancy on the Unit Board of Directors shall be filled by the President with majority approval of the Board of Directors. The Director so appointed shall serve until the end of the fiscal year.

**Section 6. Meetings.** The Unit Board of Directors shall hold a minimum of four (4) regular meetings annually, coinciding when possible with tournaments sponsored by the Unit. Additional meetings may be scheduled by the President, or at the written request of five (5) members of the Board of Directors.

- A. Any request for a special Board of Directors meeting, by five (5) members of the Board of Directors, shall state the purpose for which the meeting is to be called.
- B. Voting by proxy shall be prohibited at all meetings.

- C. Notice of the time and place of any meeting of the Board of Directors shall be mailed to each member of the Unit Board at least fifteen (15) days in advance and not more than seven (7) days after a request is received. Such notice shall include an agenda of business.

**Section 7. Quorum.** A minimum of seven (7) shall constitute a quorum for the transaction of business.

**Section 8. Powers and Duties.** In addition to the powers granted by other provisions of these Bylaws, and by the laws of the State of Ohio, the Unit Board of Directors shall have the following powers and duties:

- A. To acquire, hold, administer, maintain and dispose of all Property of the Unit;
- B. To appropriate the funds of the Unit for the purposes set forth in these Bylaws;
- C. To hire and discharge employees, to supervise their conduct, and to fix their rate of compensation;
- D. To audit all receipts and disbursements of the Unit;
- E. To conduct, manage, supervise, and control all of the business of the Unit, including, but not limited to, the conduct of tournaments, the selection of all dates and locations for holding such tournaments, and the contractual agreements therewith;
- F. To vote for the Unit at such times as the Unit may be called upon to vote in elections or questions involving it in other organizations or the League;
- G. To censure, suspend, expel, or otherwise discipline any member for cause; and

- H. To educate members and players on League rules concerning conduct and ethics of the game and to discipline those who violate such rules according to the guidelines set forth by the District and National authorities.

## **ARTICLE VII. UNIT OFFICERS**

**Section 1. Number.** The officers shall consist of a President, a Vice President, a Recording Secretary, a Corresponding Secretary, and a Treasurer.

**Section 2. Elections of Unit Officers.** The Unit Board of Directors shall elect all officers at its first meeting of the fiscal year. The persons elected shall be members of the Board of Directors and shall hold office until June 30 or until their successors have been duly elected.

**Section 3. Vacancies.** Vacancies, due to death, resignation or other cause, shall be filled by the Unit Board of Directors, except for the office of President. A vacancy of the Presidency shall be filled by the Vice President. In the event the Vice President is unable to assume the Presidency, the vacancy shall be filled by a Board Member elected by a majority vote of the Board of Directors.

**Section 4. Duties of Officers.** The duties of the officers shall be those outlined in the Unit Bylaws and Standing Rules, and such others as may be assigned by the Unit Board of Directors.

**A. President.** The President shall:

1. Preside at all meetings of the membership and the Board of Directors;
2. Supervise the management of the affairs of the Unit subject to the general direction of the Board of Directors;
3. Appoint all committees, subject to approval by the Board of Directors, necessary for the operation of the Unit, excluding the Grievance Committee;



4. Serve as an *ex-officio* member of all committees, except the Grievance Committee and Nominating Committee; and
5. Represent the Unit at District meetings and other contract bridge organizations as necessary or, in the event he/she is unable to attend, appoint another Board Member(s) to represent the Unit. The President shall appoint additional representative(s), Board Member or otherwise, to attend District Eleven (11) Board Meetings, as allocated by District 11.

**B. Vice-President.** The Vice-President shall:

1. Assist the President in the general supervision of the Unit affairs and shall assume all duties of the President in case of his/her absence or disability; and
2. Serve as Chairman of the Grievance Committee, appointing from the membership four temporary members to serve on this committee.

**C. Recording Secretary.** The Recording Secretary shall:

1. Record the minutes of all meetings of the membership and the Board of Directors; and
2. Maintain a current membership list including addresses, telephone numbers and League membership numbers.

**D. Corresponding Secretary.** The Corresponding Secretary shall:

1. Conduct the official correspondence of the Board of Directors and the Unit; and
2. Transmit notices and other communications to the membership and Board of Directors and, at the direction

of the President or the Board of Directors, conduct other Unit correspondence.

**E. Treasurer.** The Treasurer shall:

1. Receive all funds of the Unit and deposit same in a bank approved by the Board of Directors;
2. Make all disbursements on behalf of the Unit and pay all legitimate bills as authorized by the Board of Directors;
3. Keep an accurate account of all moneys received and disbursed, as well as all scrip purchased and disbursed;
4. Render a complete financial statement of all tournaments and the COBA Award Banquet to each Board Member and to the COBA bridge clubs;
5. Distribute a complete financial statement of all assets and expenditures at the end of each quarter and year-to-date to each Board Member and to the COBA clubs. The fourth quarterly statements, along with the annual statement, shall be sent to the same and the District Director of District 11.
6. Provide the Head Director of the Regional Tournament with a bank of five hundred (500) one dollar bills (\$1.00).
7. Be bonded at the expense of the Unit if assets exceed \$20,000; and
8. Present the Unit's financial records for audit at the end of the fiscal year.

**F. Immediate Past President.** The President of the previous fiscal year who vacated the office upon the election of a successor. He/she shall:

1. Serve as a member of the Board of Directors with all the rights, powers responsibilities, and duties for one (1) year and act as a consultant, when requested to do so by the President or the Board of Directors;
2. Be ineligible for elective office;
3. Serve as Chairman of the Nominations and Elections Committee; and
4. If, for any reason, the Immediate Past President vacates his/her office, it will remain vacant until filled by the President of the current fiscal year.

## **ARTICLE VIII. NOMINATION AND ELECTIONS COMMITTEE**

**Section 1. Selection.** As soon as possible after January 1, the President shall assist the Immediate Past President of the Unit in appointing three (3) additional members to serve on the Committee, with the approval of the Board of Directors. Chaired by the Immediate Past President, the Committee shall be composed of the Chairman, one (1) additional Board Member and two (2) members in good standing from the general membership. If, for any reason, the Immediate Past President is unable to serve as Chairman, the Recording Secretary shall assume the Chairmanship, or another person shall be chosen by the President.

**Section 2. Duties.** The Chairman will be responsible for making assignments to the committee and overseeing the nominations, voting procedure and counting of ballots, as itemized in the Standing Rules.

## **ARTICLE IX. PARLIAMENTARY AUTHORITY**

The rules of parliamentary practice in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Central Ohio Bridge Association when applicable, provided they are not inconsistent with these bylaws and any special rules of order the Unit may adopt.

## **ARTICLE X. IMPEACHMENT**

Any officer or director may be removed for cause at any meeting of the Board of Directors, provided two-thirds (2/3) of those present and voting, constituting a quorum, shall so vote. Any officer or director against whom impeachment charges shall be brought shall be notified in writing, by registered mail, of the charges against him/her, at least ten (10) days prior to the meeting and shall be given an opportunity to be heard before the Board of Directors. Any Director who fails to attend three (3) consecutive meetings of the Board of Directors, and whose absence is not excused, may be removed from the Board by the President, with the approval of the Board of Directors. The action taken by the Board of Directors shall be conclusive and final.

#### **ARTICLE XI AMENDMENTS**

These Bylaws may be amended at any membership meeting by a two-thirds vote of members present, provided written notice of the proposed amendments(s) shall have been submitted in writing at least thirty (30) days prior to the membership meeting.