

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 – OBJECTIVES

The objectives of this organization are:

- A To preserve and promote interest in 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, sponsor and conduct charity events for worthy causes; and
- F. To promote the development of clubs affiliated with the Unit.

ARTICLE III – MEMBERSHIP

Section 1 COBA membership is open to any member of the League 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. 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 League.

Section 2 Members, upon payment of the prescribed dues, are bound to full compliance with and adherence to the Unit's bylaws and the bylaws of the League.

Section 3 Per ACBL regulations, a member shall remain a member of the Unit unless and until the member changes residence to a place outside the jurisdiction of the Unit, without taking the necessary steps to retain membership in the Unit.

Section 4 A member retains membership unless suspended or expelled from membership in accordance with regulations established by the ACBL and the Board of Directors of the Unit. Such regulations shall conform to the rules of due process and to the regulations as established by the Board of Directors of the Unit. The Unit regulations 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). Failure to hold an annual meeting shall not work as a forfeiture or dissolution of the Unit or invalidate any action taken by the Board of Directors or officers of the Unit.

Section 2 The Board of Directors shall fix the time and place of any membership meetings. 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 no fewer 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, plus the immediate Past-President. 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 1st, 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 the term expires or until a successor is named.

- 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 the Past-President has completed one (1) or two (2) terms as a Board Member.

- B. No member of the Board of Directors, after serving two (2) consecutive three (3) year terms, shall be eligible to serve again on the Board of Directors until one (1) full fiscal year has elapsed following the 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 the appointment in order to qualify to serve on the Board of Directors. The Board of Directors may waive this requirement by a majority vote.

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. If the term of the vacated Director has not expired at the end of the fiscal year, then the appointed Director may continue to complete the unexpired term upon approval of the members at the time of the general election.

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. Individual members of the Board of Directors shall be notified at least fifteen (15) days in advance of the meeting 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 fifty percent (50%) of the Board members plus one 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 properties 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 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 Officers shall consist of a President, Vice-President, Secretary, and Treasurer.

Section 2 Election 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 necessary for the operation of the Unit, excluding the Grievance Committee, subject to approval by the Board of Directors.
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 the member 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 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. Secretary – The 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.
3. Conduct the official correspondence of the Board of Directors and the Unit; and
4. 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.

D. Treasurer – The Treasurer shall:

1. Oversee and direct the fiscal responsibility of COBA and the Board of Directors.
2. Receive all funds of the Unit and deposit same in a bank approved by the Board of Directors;
3. Make all disbursements on behalf of the Unit and pay all legitimate bills as authorized by the Board of Directors;
4. Keep an accurate account of all money received and disbursed, as well as all scrip purchased and disbursed;
5. Render a complete financial statement of all tournaments and the COBA Award Banquet to each Board Member and to the COBA bridge clubs;
6. 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 four quarterly statements, along with the annual statement, shall be sent to the same and the District Director of District 11.
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.

E. Immediate Past-President – The President of the previous fiscal year 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 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 Secretary, or another person chosen by the President shall assume the Chairmanship.

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, when voted by two-thirds (2/3) of those present and voting. Any officer or director against whom impeachment charges are brought shall be notified in writing, by registered mail, of the charges 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.