



American Contract Bridge League



District 16

DISTRICT 16 BY-LAWS

ADOPTED 8/30/03 - amended through 7/6/2024

District 16 (The Texas Regional Conference), hereinafter referred to as "District," is a subsidiary of the American Contract Bridge League, Inc. (hereinafter referred to as the "League"). The District recognizes the League as being the parent organization having authority and control over tournament bridge in North America. The District exists under the sanction of the League and functions as a non-profit organization within the Constitution, By-laws, and regulations of the League.

Article I

Objectives of the Organization

Section 1. The objectives of the organization shall be:

1. To preserve and promote the best interests of the competitive or tournament form of contract bridge and any modifications thereof;
2. To help coordinate tournaments, schedules within the District and adjoining districts, and assist the League and the Units of the District in the promotion and conduct of contract bridge tournaments within its jurisdiction;
3. To establish minimum standards for contract bridge tournaments within its jurisdiction;
4. To suggest rules of eligibility for participation in tournaments within its jurisdiction;
5. To provide assistance in the organization of affiliated Units within the District; and
6. To perform such other activities as may be in keeping with its principal objectives, including such other functions as may hereafter be delegated to it by the League and not in conflict therewith.

Article II

District Jurisdiction

The geographical area within which this District may operate shall be such as is presently assigned to District 16 within Region 9 by the Board of Directors of the League, and as it may hereafter be modified from time to time.

Article III

Membership

- Section 1.** Every fully accredited Unit of the League within the District jurisdiction is a member of the District.
- Section 2.** Acceptance by the League of an application to become a Unit within the District shall constitute acceptance as a member Unit by the District.
- Section 3.** The filing of an application to become a Unit within the District shall bind the applicant to full compliance with and adherence to these By-laws, and the Charter and By-laws of the League.
- Section 4.** Except as may be otherwise provided in Section 5 below, a member Unit shall enjoy and possess all rights of membership equally with all other member Units.
- Section 5.** For purposes of electing the member of the National Board of Directors from Region 9 or electing members of the Advisory Council, a member Unit shall be entitled to one vote for each vote it has the right to exercise as determined by the League. In the case of reorganization of an existing Unit or Units into new Units, a proportionate allocation of votes shall be made by the Executive Committee of the District. The votes of each Unit shall be cast by the Unit representative on the Board of Directors of the District.

For purposes of all other votes by the member Units of the Board of Directors, each Unit shall be allocated the same number of votes as described above, i.e., their membership divided by 100.

- Section 6.** A member Unit remains in good standing unless: (a) It has failed to pay its dues or other monies owed to the District within thirty (30) days following notice by Certified or registered Mail; or (b) It has been disciplined under Article V, Section 9.6 of these By-laws; or (c) It ceases to be a Unit of the League.

Article IV

Dues

- Section 1.** The annual dues shall be in such amounts as the Board of Directors shall assess from time to time. (Amended February 8, 2021)
- Section 2.** In addition to the annual dues specified in Section 1, each Unit which is host to a Regional Tournament shall pay an amount per paid table in play at Unit-hosted Regional tournaments. The amount payable shall be determined by the Board of Directors from time to time and notice given to the Units. This amount is due and payable within 30 days of the close of such tournament. (Amended February 8, 2021)

Article V

District Board of Directors

Section 1. Except as may be otherwise provided herein, the affairs of the District shall be managed and conducted by a Board of Directors, each of whom must be a member in good standing of the Unit he/she represents.

Section 2. The Board shall be made up of one (1) Director from each Unit of the District. Each such Director shall represent his/her own Unit and shall cast the votes for such unit. Such votes need not be cast as a block. The Board of Directors of each Unit shall elect a representative to be a member of the District Board of Directors to serve for a three-year term or until a successor is elected. The District Board members' term of office shall commence on January 1st for the succeeding three years. In the event that a Unit's member of the Board becomes unable to serve, that Unit's Board of Directors shall elect a successor to complete the term of office. In addition, the following persons shall be non-voting members of the District Board of Directors:

- Member of the National Board of Directors
- Members of the Advisory Council
- Editor of the Scorecard
- North American Pairs Coordinator
- Grand National Teams Coordinator
- National Tournament Director
- Webmaster

and such other Committee Chairs as shall be appointed or elected from time to time by the Board or President. (Amended February 8, 2021)

Section 3. The Board of Directors shall meet during Regional tournaments held within the District every winter (presently Houston), summer (4th of July, presently Austin/San Antonio), and late summer (Labor Day, presently Dallas/Ft. Worth). Due notice (as provided hereinafter) of each meeting shall be given to all Units by the Executive Secretary. Special meetings may be called by the Executive Committee, or by a quorum of the Board, and the Executive Secretary shall give due notice of such special meetings to all Units.

Section 4. Directors and other Board members shall receive ten days written notice of regularly scheduled meetings.

Section 5. Informal Action. If the majority of Directors consent in writing (including by email) to any action taken or to be taken by the District Board, the action shall be as valid as though it had been authorized at a meeting of the Board at which all Directors were present, provided, however, that if by email, the responses of each Director are available to each of the others.

Section 6. Remote Attendance. A meeting may be held remotely, or members may participate remotely by any means, electronic, telephonic, or otherwise, so long as each participating member can hear or be advised of the discussion of business and all other members can hear or be advised of each of the other member's votes or comments. A member participating remotely may count toward a quorum.

Section 7. A quorum of the Board of Directors shall consist of Unit representatives having a total voting strength equal to at least half the maximum possible number of votes representing a minimum of five (5) units. (See Membership, Section 5 above.) A majority of the voting strength present at a meeting shall be necessary to enact any action or resolution.

Section 8. There shall be no proxy voting by one Unit representative for another Unit. However, a Unit representative may have another member of his Unit serve as his substitute at a meeting.

Section 9. The Board of Directors shall have the following powers and duties in addition to those powers granted elsewhere in these By-laws, the laws of the United States, the laws of the State of Texas, and applicable laws of Mexico and its applicable state laws:

1. To acquire, hold, administer, maintain and dispose of all property of the District;
2. To appropriate the funds of the District for the purposes set forth in these By-laws;
3. To hire and discharge employees and independent contractors, including an Auditor, and to supervise their conduct and fix their compensation and expenses;
4. To provide for a review and verification of accounting records, including receipts, disbursements and related procedures at least annually, with such review conducted by a qualified financial professional. Notwithstanding the foregoing, the Board, in its sole discretion, may call for an independent audit to be conducted with such frequency and by such professional as it deems prudent; (Amended July 6, 2013)
5. To conduct, manage, supervise and control all of the business and financial affairs of the District including but not limited to the regulation of Regional Tournaments, the selection of all dates and locations of Regional Tournaments, and the approval of dates for Sectional Tournaments within its jurisdiction, subject to final approval by the League.
6. To censure, expel, suspend or otherwise discipline any member Unit, provided no Unit shall be censured, suspended, expelled or otherwise disciplined until it has been furnished with written charges to which it has had time to reply, or until after a hearing of which it has received reasonable notice. The charged Unit may be represented by counsel. Disciplinary action taken by the District may be appealed to the National Board of Directors of the League.

7. Actions of the District are final upon adoption by a majority when a quorum is present. Reconsideration of an issue within a meeting requires a vote of 2/3 of the quorum present.

Article VI

Executive Committee

- Section 1.** The affairs of the District shall be managed and conducted between meetings of the Board of Directors by an Executive Committee, all members of which must be in good standing of a Unit within the District.
- Section 2.** The Executive Committee shall be composed of the President, who shall be Chairman, the Vice-President, Second Vice-President, Executive Secretary, and the Executive Treasurer of the District. The immediate past President of the Board shall serve as an ex-officio member. (Amended February 8, 2021)
- Section 3.** The Executive Committee shall meet whenever and wherever necessary to manage and conduct the affairs of the District. The meeting may take place via telephone, electronic media, or other method so long as each participating member can hear or be advised of each of the other member's votes or comment. A member participating remotely may count toward a quorum.
- Section 4.** A quorum of the Executive Committee shall consist of three (3) members.
- Section 5.** The Executive Committee shall have the following powers and duties, in addition to those powers granted elsewhere in these By-laws:
1. To manage and conduct the affairs of the District between meetings of the Board of Directors.
 2. To report in full to each meeting of the Board of Directors and to make recommendations to said Board regarding District affairs.
 3. Except when impracticable, prior to taking action, the Executive Committee should submit its recommendation to an email vote of the Board of Directors. In the event of an emergency, any action taken by the Executive Committee shall bind the Board of Directors but be subject to review at the next meeting of the Board.
 4. The Executive Committee is authorized to direct the Executive Treasurer to pay invoices and reimburse expenditures made in the ordinary course of business without prior approval of the Board of Directors so long as the amount does not exceed \$1,000. This provision does not include any limitation on the prompt payment of monies owed to the ACBL.

Article VII

District Officers

- Section 1.** The officers of the District shall consist of a President, Vice-President, Second Vice-President, Executive Secretary, and Executive Treasurer. Nothing contained in these By-laws shall affect the election of the national Director for Region 9, such election being exclusively under the jurisdiction of the League.
- Section 2.** The Board of Directors of the District shall elect all officers at its first regular meeting each calendar year. Beginning in 2017, and except as hereinafter provided, those elected shall hold office for a term of two years from their election until their successors shall have been duly elected and qualified. In the event an officer is unable to complete his/her term of office, an election shall be held at the next first regular meeting held. If needed, the President may appoint an officer to serve until such next regular meeting. (Amended July 2, 2016)
- Section 3.** All Directors must be members in good standing of a Unit within the District
- Section 4.** The President shall act as chair and preside at all meetings of the Board of Directors, shall supervise and manage the affairs of the District and perform all other duties incidental to the office. The President shall be a member ex-officio of all committees. It shall the duty of the President to appoint and supervise all committees.
- Section 5.** The Vice President shall, in the absence of the President, preside over meetings of the District Board of Directors and Executive Committee. Should the President be permanently unable to serve, the Vice-President shall take the Office of President until the next regular election of officers.
- Section 6.** The Executive Secretary shall perform all duties usually attendant upon the office of Executive Secretary; shall attend all sessions of the Board of Directors and the Executive Committee, shall keep lists of all affiliated Units and their officers, records and correspondence, and minutes of all meetings of the Board of Directors and the Executive Committee. If the Executive Secretary is unable to attend a meeting, the President shall appoint an acting Secretary to temporarily keep records and minutes.
- Section 7.** The Executive Treasurer shall have the care, custody, and responsibility of all funds, securities, and property of the District, and shall keep full and accurate accounts of receipts and disbursements in books (or electronic media) belonging to the District, and shall deposit all monies and other valuables in the name and to the credit of the District in such depositories as may be designated by the Executive Committee.

The Executive Treasurer shall disburse the funds of the District as may be directed by the Board of Directors or the Executive Committee, and shall render to the Board of Directors or Executive Committee at all meetings or upon proper request an account of all transactions as performed as Executive Treasurer and of the financial condition of the District.

The Executive Treasurer shall assure that in case of death, resignation, retirement, or removal from office, all property belongings to the District under control of the Executive Treasurer shall be restored to the District. Until a new Executive Treasurer is elected, control of such property shall be assigned to the Second Vice President or other officer as may be required. (Amended February 8, 2021)

Article VIII

Conflict of Interest

The Board of Directors shall establish a Conflict-of-Interest policy to protect the District's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director or other member of the Board. No part of the earnings or assets of the District shall inure to the benefit of an such person, except that the District may pay reasonable compensation for services rendered.

Article IX

Impeachment

Any Officer may be removed from office for cause at any meeting of the Board of Directors, provided Directors representing at least two-thirds (2/3) of the members so vote. Any officer against whom impeachment charges shall be brought shall be notified in writing by Registered Mail of such charges, at least ten (10) 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 X

Committees

The Executive Committee shall be a standing committee. Special or ad hoc committees may be appointed by the President from time to time. Such committees are dissolved when the purpose for which they were created has been fulfilled or earlier if so ordered by the President.

Article XI

Amendments to the By-laws

Amendments to the By-laws may be proposed: (a) by the member Units upon petition signed by representatives of at least three (3) Units and submitted to the Executive Secretary at least thirty (30) days in advance of any regular meeting of the Board of Directors or any special meeting called for the purpose; or (b) upon petition signed by at least three (3) members of the Executive Committee.

It shall be the duty of the Executive Secretary to incorporate the text of the proposed amendment in the notice of such meeting at least thirty (30) days prior to the meeting at which the motion to amend will be heard. Such amendments shall be acted upon in conformance with Article III, Section 5.

Article XII

Rules of Order

Webster's New World Roberts Rules of Order, Revised, Sixth Edition or later shall be accepted as the guiding, non-binding authority for procedure in all matters not specifically covered by these By-laws.

Article XIII

Adoption of By-laws

These By-laws shall be effective upon approval of two-thirds (2/3) vote of Unit representatives in attendance at a meeting called for that purpose when a quorum is present.