

NVBA Constitution & By-Laws

May 12, 2005

1. The name of this organization shall be Northern Virginia Bridge Association, hereinafter referred to as the Association.
2. The Association is a subsidiary (unit) of the American Contract Bridge League, hereinafter referred to as the "ACBL". The Association recognizes the ACBL as the parent organization, having authority and control over contract bridge in the United States; exists under the sanction of the ACBL; and functions within the constitution, by-laws, and regulations of the ACBL.
3. The object of the Association, a non-profit organization, shall be:
 - a. To preserve and promote the best interests of competitive contract bridge;
 - b. To cooperate with and assist the ACBL in the promotion and conduct of contract bridge tournaments;
 - c. To prescribe rules of eligibility for participation in tournaments under its own auspices;
 - d. To consider and pass upon reports of dishonest, unethical, or improper conduct of participants in tournaments and to bar or suspend persons found guilty of such conduct from further participation;
 - e. To promote the development and organization of affiliated clubs within the Association; and
 - f. To conduct social, recreational, and charitable activities through contract bridge.

Article I. Jurisdiction

The geographical area within which this Association may operate shall comprise the various counties and cities in Virginia as assigned by the ACBL.

Article II. Membership

Section 1. Any person of good moral character residing within the playing area of the Association is eligible for membership and, upon application favorably acted upon by the Association, shall become a member. The playing area from which this Association may accept members shall include, in addition to the geographic area defined in Article I, the District of Columbia and adjacent counties of the states of Maryland and Virginia.

Section 2. Such person may apply in writing to the Membership Secretary of the Association and shall become a member upon meeting such requisites as the Board of Directors may from time to time establish and upon payment of the annual dues. The filing of an application shall bind the applicant to full compliance with and adherence to the Association's Constitution and By-Laws, the Association's charter, and the Constitution and By-Laws of the ACBL.

Section 3. Except as may be herein otherwise provided, a member shall enjoy and possess all rights of membership equally with all other members of the Association. New members of the Association shall be required to wait one month after acceptance of application for membership before permission will be granted to vote in Association elections.

Section 4. Membership in the Association shall carry with it membership in the ACBL.

Section 5. If a member changes his/her official residence to a place outside the playing area of the Association, he/she shall cease to be a member of the Association.

a. He/she also ceases to be a member of the ACBL unless and until he/she is accepted for membership by a unit in the area of his/her new address.

b. No person may be a member of more than one unit.

Section 6. A member of the Association remains in good standing unless:

a. He/she has failed to pay his/her dues following the expiration date established by the ACBL.

b. He/she has been disciplined under Article V, Section 8(f) of the Constitution and By-Laws in such a manner as to adversely affect his/her current good standing.

Article III. Dues

Section 1. Annual dues shall be in the amount and shall be payable at the time prescribed by the ACBL.

Section 2. The Board of Directors shall have no power to levy any special assessment.

Section 3. Any person who becomes a member of the Association shall pay dues for the entire year without abatement.

Article IV. Membership Meetings

Section 1. The Annual Meeting of the members shall be held during the month of May each year.

Section 2. The Board of Directors shall fix the time and place of the Annual Meeting and shall give notice by mail of such meeting at least twenty (20) days prior to the meeting.

Section 3. Special meetings of the members may be called at any time by the Board of Directors or by the President, and shall be called by the Secretary upon the written request of ten (10) members, upon ten (10) days written notice to all members. The notice of any special meeting shall contain an agenda of the matters to be taken up at such meeting.

Section 4. A quorum for the transaction of business at any annual or special meeting shall consist of one-fourth of the membership or seventy-five (75) members, whichever is less.

Article V. Board of Directors

Section 1. Function and Number. The affairs of the Association shall be managed and conducted by the Board of Directors in furtherance of and accordance with this Constitution and By-Laws and other expressions of the will of the membership. The Board of Directors shall be comprised of the officers of the Association; i.e., the President, Vice President, Secretary, Treasurer, and **five (5)** executive directors, all of whom must be members of the Association. The immediate Past President, when there is one, will be a non-elected member of said Board of Directors.

Section 2. Selection and Terms of Office. Except as otherwise provided **if a vacancy occurs**, each officer and executive director shall be elected at large by the members at their Annual Meeting. The President, Vice President, Secretary, and Treasurer shall each hold office for two years, or until his/her successor shall have been duly elected. The President, Secretary, and **three (3) executive directors** shall be elected in odd numbered years, and the Vice President, Treasurer, and **two (2) executive directors** shall stand for election in even-numbered years.

Each executive director shall hold office for two years, or until his/her successor shall have been duly elected. A paid employee of the Northern Virginia Bridge Association shall not be allowed to run for or hold office or become a member of the Board of Directors without the unanimous vote of the Board of Directors.

Section 3. Nominations. The Board of Directors, at least sixty (60) days prior to the Annual Meeting, shall select a Nominating Committee comprised of three persons, at least one of whom shall be a member of the current Board of Directors whose term continues beyond the Annual Meeting. Said Nominating Committee shall meet prior to the mailing of notices of the Annual Meeting and shall prepare a slate of officers and executive directors to be placed in nomination by it at the Annual Meeting of the members. The names of the persons nominated as officers and executive directors by the Nominating Committee shall be made known to the membership by inclusion in the notice of the Annual Meeting.

Additional nominations may be made by members of the Association as follows: Such nominations may be made in writing, must be signed by at least twenty (20) members in good standing, and must be received by the Nominating Committee and/or Secretary of the Association at least fourteen (14) days prior to the Annual Meeting. The Secretary shall present any nominations so received at the appropriate time during the Annual Meeting; further, the Secretary shall assure that any such nominations received in time shall be placed on any printed ballot prepared for the meeting.

Section 4. Elections. Each qualified member present **at the Annual Meeting when elections are scheduled to occur** shall be entitled to one vote for each officer and executive director to be elected, **if elections are contested**. All ballots shall be secret. Each candidate is entitled to have a representative at the counting of votes. **If elections of officers and/or executive directors are uncontested, then the NVBA Nominating Committee shall present a slate to the membership at the Annual Meeting for approval by acclamation.**

Section 5. Vacancies. Each vacancy on the Board of Directors shall be filled by the Board of Directors, and the person so appointed shall hold office until the next Annual Meeting or until his/her successor has been duly elected. A person elected to fill the unexpired term of an executive director shall hold office for the remainder of the term or until his/her successor shall have been duly elected.

Section 6. Meetings. The Board of Directors shall meet regularly, for the purpose of transacting such business as may come before it. The Secretary shall call a special meeting of the Board of Directors at the request of the President or upon request in writing of three (3) of its members. Notice of any special meeting shall be given to each director not less than one day prior to the date of the proposed meeting.

Section 7. Quorum. A quorum of the Board of Directors for the transaction of business shall consist of more than fifty percent of the members of the Board of Directors.

Section 8. Powers and Duties. In addition to the powers granted by other provisions of this Constitution and By-Laws and the laws of the Commonwealth of Virginia, the Board of Directors shall have the following powers and duties:

- a. To acquire, hold, administer, maintain, and dispose of all property of the Association.
- b. To appropriate funds of the Association for the purposes set forth in these By-Laws.
- c. To hire and discharge employees and to supervise their conduct and to fix their compensation.
- d. To audit all receipts and disbursements of the Association.
- e. To conduct, manage, supervise, and control of the business of the Association, including, but not limited to, the conduct of tournaments, the selection of all dates and

locations for holding such tournaments, and the making of all contracts in connection therewith.

f. To censure, suspend, expel, or otherwise discipline any member, provided two-thirds of those present constituting a quorum shall so vote. But no member shall be censured, suspended, expelled, or otherwise disciplined until he/she has been furnished with written charges, to which he/she has had time to reply, or until after a hearing of which he/she has received reasonable notice. He/she may be represented by counsel. Disciplinary action by the Association may be appealed to the National Board of Directors. The right of a member against whom charges are pending to play in tournaments during such pendency shall not be affected unless otherwise directed by the Board.

g. To educate members and players on ACBL 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. The Board of Directors may delegate the hearing of any case to the Association's Conduct and Ethics Committee, but only the Board of Directors has the authority to impose any disciplinary action against a player.

Section 9. Duties of the President. The President shall supervise the management of the affairs of the Association, subject to the general direction of the Board of Directors. He/she shall preside at all meetings of the membership and the Board of Directors; appoint all committees, with the advice and consent of the Board of Directors; serve as an ex-officio member of all standing committees and committees appointed by him/her; and, perform all the other duties incidental to his/her office. The President may delegate certain of his/her duties to the Vice President as indicated below. Each Year before the Annual Meeting, the President shall be required to appoint an auditor who shall examine the Association's financial records and the Treasurer will make a report during the Annual Meeting concerning the condition of the books. The auditor shall not be an official of the Association.

Section 10. Duties of the Vice President. The Vice President shall assume all of the duties of the President during the President's absence or inability to act. If the Presidency becomes vacant, the Vice President shall become the President until the next election of the Association. At the direction of the President, the Vice President may serve in place of the President as a member of a committee and perform incidental duties of the President.

Section 11. Duties of the Secretary. The Secretary shall transmit notices and other communications to the membership and, at the direction of the President or the Board of Directors, conduct other Association correspondence; record the minutes of all meetings of the membership and the Board of Directors; maintain the files and other records of the Association; keep a record of the members of the Association; issue membership cards or certificates; and perform the other duties incidental to his/her office.

Section 12. Duties of the Treasurer. The Treasurer shall have the care and custody of, and be responsible for, all the funds, securities, various U. S. Treasury obligations as

approved by the Board of Directors, and tangible assets of the Association. He/she shall deposit the funds of the Association in a federally insured financial institution. Any officer, representative, or member of the Association receiving such funds, securities, or tangible properties shall forthwith transfer them to the Treasurer. The Treasurer shall make all disbursements on behalf of the Association, as approved by the Board of Directors; keep an accurate account of all monies received and disbursed; render a report thereof each year at an annual membership meeting and whenever requested by the Board of Directors; and perform the other duties incidental to his/her office. Except as authorized by the Board of Directors, the Treasurer shall make all disbursements by check. All checks drawn on Association funds shall bear the signature of the Treasurer and either the President or the Secretary or, in an emergency, in the absence of the Treasurer, of the President and the Secretary. The Treasurer, and such other officers, members, and employees of the Association as the Board of directors may determine, shall be bonded, at the expense of the Association.

Section 13. Standing Committees. The President, with the approval of the Board of Directors, shall appoint such committees as may be necessary or desirable to perform the functions of the Association, and he/she shall define their duties. Among the Committees appointed by him/her shall be the following standing committees: a Tournament Committee, a Conduct and Ethics Committee, a Membership Committee, and a Publicity Committee.

Section 14. Requirements, Responsibilities, and Privileges of the Immediate Past President. A person, previously elected as President of the Association, who vacates the office of President upon the election of a successor, becomes "Immediate Past President" until the next Annual Meeting. The Immediate Past President has all rights, powers, privileges, responsibilities, and duties as the executive directors of the Association. If, for any reason, the Immediate Past President vacates his/her office, it will remain vacant until it is filled in the prescribed manner.

Section 15. An officer of the Board must resign his/her position at the time he/she becomes a candidate for another Association office.

Article VI. Tournaments

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

Article VII. Impeachment

And officer or executive director may be removed for cause at any meeting of the Board of Directors provided two-thirds of those present constituting a quorum shall so vote. Any officer or executive 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 and to be represented by counsel of his/her own choosing. The action taken by the Board of Directors shall be conclusive and final.

Article VIII. Amendments

An amendment to the Constitution and By-Laws may be proposed by petition signed by at least twenty-five (25) members or ten percent of the membership, whichever is the lesser, or by petition signed by at least a quorum of the members of the Board of Directors as defined in Article V, Section 7. Such petition shall be submitted to the Secretary at least thirty (30) days in advance of the Annual Meeting or any special meeting called for the purpose of considering the proposed amendment. The Secretary shall incorporate the text of the proposed amendment in the notice of the meeting. The concurrence of two-thirds of all members present and voting shall be required to adopt any amendment.

[Updated through Annual Meeting of May, 1997; gender references have been modified and number of positions on the Board has been modified.]

[Updated through Annual Meeting of May 7, 1998; Article 11, Section 6a, Article V, Sections 2, 3, 6, 12, 14]

[Updated through Annual Meeting of May 12, 2005; Article V, Sections 1, 2, 4]