

**BYLAWS
of the
VERMONT BRIDGE ASSOCIATION
(ACBL UNIT 175)**

ARTICLE I: NAME AND PURPOSE

A. The name of this organization is The Vermont Bridge Association (“the Association”), also known as ACBL Unit 175 (“the Unit”). The Association is a Mutual Benefit Enterprise organized under Title 11C, Vermont Statutes. None of the net earnings of the Association may inure to the benefit of any private individual, and as such it is exempt from state and federal taxation.

B. The Association operates under a charter granted by the American Contract Bridge League (ACBL) and within District 25 thereof. The Association’s purposes are to:

- Stimulate interest in the art of playing competitive duplicate contract bridge.
- Cooperate with and assist the ACBL and District 25 in promotion of the game.
- Encourage and enforce the highest standards of conduct and ethics for bridge players.
- Promote the development of bridge clubs within the State of Vermont.
- Conduct sectional and Unit tournaments and enforce rules for their conduct within the State of Vermont.
- Cooperate in the ACBL’s charity programs and sponsor and conduct its own charity events for worthy humanitarian causes.
- Conduct such other activities as may be in keeping with its principal objectives.

ARTICLE II: MEMBERSHIP

A. The membership of the Association shall consist of ACBL members in good standing who are residents of the State of Vermont. There shall be no classes of membership, and no otherwise eligible person may be denied membership because of race, creed, color, sex, or national origin.

B. Members shall be entitled to vote in person at the Annual Meeting and any special meetings of the membership and shall be eligible for election or appointment to any office or committee of the Association.

ARTICLE III: MEMBERSHIP MEETINGS AND ELECTIONS

A. The Board of Directors shall fix the time and place of the Annual Meeting, and the Secretary shall provide the membership with notice of the meeting and its agenda at least twenty days prior to the chosen date. “Notice” may be made by email and by posting on the Association’s website.

B. Special meetings of the members of the Association may be called at any time by the president; upon written request of a majority of the Board of Directors; or upon written request of three or more qualifying clubs affiliated with the Association. Notice of any special meeting shall be given at least ten

days prior to the chosen date; said notice shall contain an agenda of the matters to be considered, and no business may be conducted other than that which pertains to the agenda items.

C. A quorum for the transaction of business at any duly noticed annual or special meeting of the membership shall consist of those members present.

D. All membership meetings shall be conducted according to generally accepted rules of parliamentary procedure.

ARTICLE IV: GOVERNING BODY AND OFFICERS

A. The affairs of the Association shall be administered by a Board of Directors. The Board shall consist of four Directors elected by the members to three-year terms plus:

1. one Appointed Director for clubs holding one or two games per week;
2. two Appointed Directors for clubs holding three or four games per week; and
3. three Appointed Directors for clubs holding five or more games per week.

(Note: "Games per week" shall include games held both in person and online.)

Elected Directors may succeed themselves if nominated and re-elected pursuant to Article VI.A.2.

Should an elected Director be unwilling or unable to complete their term of office, the President may name a member of the Association to serve on the board until the next Annual Meeting.

B. To be entitled to name Appointed Directors, a club must be sanctioned by the ACBL and must conduct a sanctioned game within the State of Vermont or online at least once per week for no fewer than six months of the year.

C. Clubs will be accepted as affiliates of the Association on application to, and approval by, the Board of Directors. Such approval shall be contingent upon the club's receipt and maintenance of an ACBL sanction.

D. The president or manager of each affiliated club will provide to the Secretary the name of the individual or individuals authorized to represent that club on the Board of Directors. The Secretary will maintain a current list of such individuals. A club that is unable to be represented at a meeting of the Board of Directors by its designated representative(s) may assign one or more alternate qualified club member(s) to serve at the meeting. Such assignment(s) must be made in writing by the respective club president or manager.

E. No individual who has voting authority at a Board of Director's meeting may have more than one vote.

F. The Association is entitled to appoint delegates to serve on the District Board of Delegates. The President shall appoint those District Delegates.

G. The officers of the Association shall be a President, Vice President, Secretary, and Treasurer, each of whom shall be elected by the Board from among the Elected and Appointed Directors. Officers shall

serve until their successor has been chosen. A vacancy in any officer position may be filled by the Board at its discretion to ensure the smooth operation of the Association. Any person so chosen must be a current Director.

H. The duties of the officers shall be as follows.

1. The President shall:

- a. preside at all meetings of the Association and the Board;
- b. appoint such committees as may be necessary;
- c. exercise general supervision over the activities of the Unit;
- d. serve as an *ex officio* member of committees; and
- e. perform such other duties as are incidental to the office or which the Board may delegate to him/her.

2. The Vice President shall:

- a. serve as Acting President in the event of the temporary absence or incapacity of the President; and
- b. perform other duties as may be assigned by the Board or the President.

3. The Secretary shall:

- a. take minutes of all meetings of the Board and the Membership;
- b. produce and mail a welcome package for new members;
- c. maintain an accurate membership list;
- d. notify ACBL of a member's death;
- e. maintain current and historical records of the Association; and
- f. perform other duties as may be assigned by the Board or the President.

4. The Treasurer shall:

- a. maintain the Association's financial records;
- b. have custody of the Association's funds and property;
- c. pay the Association's debts;
- d. submit regular financial reports to the Board of Directors and to the members at the Annual Meeting;
- e. comply with any applicable requirements of the Internal Revenue Code or the State of Vermont with respect to the Association's not-for-profit status; and
- f. perform other duties as assigned by the Board or the President.

ARTICLE VI: COMMITTEES

A. The Standing Committees of the Association shall be:

1. The Executive Committee, which shall consist of the officers of the Association. This committee's functions are to advise the President on matters of immediate urgency. The President may call a meeting of this committee at any time, and any three or more members present shall constitute a quorum.

2. The Nominating Committee, which shall consist of a minimum of three members appointed by the Board of Directors and representative of the entire Vermont bridge community to the extent possible. Not more than two-thirds of the Nominating Committee may be current board members. Prior to the expiration of the term of elected Directors, the Nominating Committee shall propose candidates for election at the next Annual Meeting.

3. The Conduct and Ethics Committee, which shall consist of a minimum of three members of the Association appointed by the President to hold hearings on serious violations of conduct or ethics. The committee may issue warnings against any further violations and, when deemed necessary, may forward recommendations for penalties for such violations to the Board of Directors. The person or persons concerned may request a hearing before the Board of Directors, which shall have the final authority to decide the case.

4. The Special Events Committee, which shall consist of three or more individuals (whether Association members or not) appointed by the President from among the full spectrum of Vermont bridge players. The purpose of this committee is to promote the game of bridge, create a feeling of community among bridge aficionados, attract new players to the game, and otherwise promote bridge throughout the State of Vermont. The Longest Day is an example of the committee's work, and other activities will be considered from time to time.

5. The Tournaments Committee, the purpose of which is to plan and coordinate the Unit's sectional tournaments and related activities with the goal of increasing the participation of a wide spectrum of ACBL members and other bridge players. The chairperson and committee members (totaling three or more) will be appointed by the president from among the Unit's members and should include one or more individuals who are certified Directors or have experience running tournament events.

B. The President may, with the approval of the Board of Directors, appoint such other committees as may be necessary or desirable to perform the functions of the Association. Except for the Executive Committee, committee members need not be members of the Board of Directors, and they should represent a broad spectrum of the bridge playing community including young people, newcomers to the game, those who play social (non-duplicate) bridge only, etc.

ARTICLE VII: THE BOARD OF DIRECTORS

A. There shall be at least two meetings of the Board of Directors each year, the time and place of which shall be specified by the President. At the President's discretion, meetings may be held by means of telecommunication devices including telephone conferencing, video networking, or email. A quorum for the transaction of business shall consist of at least five Directors, provided that all board members are invited to participate.

B. The Board of Directors has authority for the following.

1. To discuss and decide the general policies of the Association.
2. To arrange a schedule of tournaments for the maximum enjoyment of the Association's members, and to apply to the ACBL for approval of suitable dates for the same. In doing so, it may designate a member club or clubs to run the sectional tournaments which are allowed under ACBL rules. Clubs that run tournaments will file a complete financial report with the Treasurer within three weeks of the conclusion of the tournament. This report will be accompanied by any payments to the Association that the Board of Directors requires. Payments in this context shall be specified in writing by the Board of Directors at least sixty (60) days prior to commencement of the tournament.
3. To acquire, hold, administer, maintain, and dispose of all property of the Association.
4. To appropriate the funds of the Association for the purposes set forth in these By-Laws.

5. To hire and discharge employees, supervise their conduct, and fix their compensation, if any.
6. To censure, suspend or expel any member for a violation of the governing documents or of any rule, or for conduct which is improper and prejudicial to the welfare and/or reputation of the Association or the District or the ACBL. No member shall be censured, suspended, or expelled without the affirmative vote, by written ballot, of two-thirds of the Board of Directors present and voting, following a hearing at which the member shall have had an opportunity to be heard and to be represented by counsel. Such hearing must follow at least ten-days' written notice of the charges specifying the time and place of the hearing.
7. To cause all the receipts and disbursements of the Association to be audited by someone who is not an officer of the Association. Audits shall occur at least every two years.
8. To manage all the business of the Association, including the conduct of unit games and tournaments, and the selection of all dates and locations for holding such games and tournaments; and
9. To encourage participation of local bridge clubs in the affairs of the Association.

ARTICLE VIII: AMENDMENTS TO THE BYLAWS

- A. Amendments to these Bylaws may be made at any duly noticed regular or special meeting of the members. It shall be the duty of the Secretary to incorporate the text of the proposed amendment(s) in the notice of the meeting.
- B. The concurrence of two-thirds of all members present and voting shall be required to pass any amendment to the Bylaws.

Effective date: May 23, 2026

Attest:

J. Stuart Showalter

Secretary, Vermont Bridge Association