

# DISTRICT 17

# BYLAWS



Updated December 2025

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## **Article I – Name; Purposes; Offices**

### **Section 1.1: Name**

The name of this organization shall be the American Contract Bridge League District 17. This is also known as ACBL District 17 and referred to in these Bylaws as the “District.” District 17 is the only district included in the ACBL Region 10.

### **Section 1.2: Not for Profit**

The District is organized as a not-for-profit social organization under Section 501 C (4) of the Internal Revenue Code.

### **Section 1.3: Purposes**

The purposes for which the District is organized are: to foster community welfare in the furtherance of the game of contract bridge in its various forms of competition; to promulgate high standards of conduct and ethics to its members and to enforce such standards; to provide organized bridge activities and services to satisfy the social, recreational, educational, and competitive needs of the membership and the community; to conduct tournaments and other competitive events as permitted by the American Contract Bridge League; and to conduct such other activities as may be in keeping with its principal objectives.

### **Section 1.4: Registered Office/Agent**

The District secretary shall be listed with all legal entities as the Registered Agent.

## **Article II – American Contract Bridge League**

The District is a separate legal entity that interacts with the American Contract Bridge League (ACBL) and exists for the purposes specified in Article I of these bylaws. In its interaction with the ACBL the District and the ACBL members that reside in the District shall be subject to and abide by the bylaws and regulations of the ACBL as in existence and amended from time to time by ACBL. The District shall conduct its affairs in a manner consistent with the rules, regulations, policies, procedures, and bylaws of the ACBL. No rule, regulation or bylaw adopted by the District shall be inconsistent with or be in contravention of the rules, regulations and bylaws of the ACBL.

## **Article III – District Jurisdiction**

The ACBL Board of Directors has final and undisputed authority over District boundaries.

Membership in a District is dependent upon membership in a Unit within the District’s jurisdiction.

A unit is the geographical area within a district which is presently or may in the future be assigned to it by the ACBL Board of Directors. The units within which the District has ACBL jurisdiction are such units as are presently or may in the future be assigned to it by the ACBL Board of Directors.

## **Article IV – Membership**

### **Section 4.1: Member Units**

All ACBL units which are or hereafter come into being within the geographical boundaries of the District are automatically Member Units of the District so long as they remain within the District, without requirement of any petition or formal action on the part of the unit. ACBL members who are members of any member unit of the District shall be deemed members of the District.

Rights and obligations. In accordance with the procedures established by the ACBL Board of Directors and the District 17 Board of Directors, the member unit boards of directors shall have voting rights in connection with choosing the governance of the District.

The member units shall be required to abide by the bylaws, regulations, policies, code of conduct, and ethics standards established by the ACBL.

### **Section 4.2: Individual Memberships in the District**

An ACBL member who is a member of any Member Unit is deemed to be a member of the District. All membership changes will be in accordance with ACBL rules and regulations.

## **Article V – Board of Directors**

The District 17 Board of Directors shall consist of between seven (7) and nine (9) members with geographical representation. The Board of Directors may, subject to the restrictions below, increase or decrease the size of the Board of Directors. This change will be effective as determined by the board. If the board is decreased, it does not shorten the term of an incumbent Director. All Directors must be members in good standing of the ACBL as well as members of the Units of one of the Units of the area they represent if there are multiple Units.

Each Unit will be assigned to one of the geographical areas within D17. These geographical areas are defined as Arizona & Southern Nevada (if required), New Mexico & Texas, and Colorado & Southern Wyoming.

Single units represented by one District board member are: Unit 354 (Phoenix), Unit 356 (Tucson), Unit 361 (Denver), Unit 351 (Mesa,) and Unit 373 (Las Vegas). Other units with a smaller number of members have been combined for the purpose of board representation into geographical areas. These are: Units 355 and 358 (Arizona at Large); Units 360 and 363 (Eastern Colorado); Units 359, 364, 421, and 422 (Colorado and Southern Wyoming); Units 374, 381, 383, 159, 376, 380, and 388 (New Mexico and Texas).

Each D17 Unit will have board representation. No unit will have more than one representative.

The D17 ACBL Board representative to the National Board shall be an at-large voting Board member and shall not be counted against that District Director's home unit.

The voting area for each Board seat may be adjusted by the Board from time to time.

### Section 5.1: Powers and Duties

The management of all business, property, interests, and other affairs of the District shall be vested in the District Board of Directors. Among the powers hereby conferred is the power to impose sanctions upon members in accordance with ACBL rules and regulations, to delegate non-policy making authority to members who are not directors, and in general, to take such other and further actions as may from time to time be necessary to further implement the purposes and aims of the District as set forth in Article I.

### Section 5.2: Directors' Fiduciary Duties and Standards of Conduct

Each director is subject to a duty of loyalty to the District and a duty of care in the performance of her or his duties as a director.

### Section 5.3. Nomination and Election of District Directors.

The term of a Board member is three years, beginning January 1st in the year following election. Candidates for a seat on the board must be members of the District in good standing and not under probation or suspension from the ACBL. No board member shall be employed by the ACBL nor receive more than \$5000 per calendar year for any contract or assignment.

Candidates can be nominated by any member of the voting unit(s) that are participating in the election, including self-nomination, by sending notice by mail or electronic means to the District Election Secretary and to the member's unit president.

If there is only one candidate for a particular seat that candidate shall be considered elected and shall be so notified.

If there are two or more candidates, then an election shall be held. Qualified electors are unit board members in good standing. A unit board may choose to have live, mail, or email voting. The unit secretary or a designee shall be responsible for forwarding witnessed election results to the District Elections Secretary. A unit must have at least three board members voting for its results to be included.

The vote of multiple units that share a representative will be tallied by the percentage of the unit's members of the total members voting for the representative (based on the current membership statistics), and further allocated based on the percent of the votes cast by the each unit board for each candidate. The results are then totaled to arrive at the number of votes for each candidate. The District Election Secretary or a person(s) designated by the District Election Secretary shall tally the final votes.

### Section 5.4: Election Cycle

Approximately one third of the seats on the District Board shall be filled each year by election by the unit board(s) in that area each year for terms of office of three years, the terms to commence at the first District Board meeting after the election. All District Board members shall hold office until their successors are elected and qualified, or until their death, resignation, or removal. No director may serve more than four consecutive three-year terms.

#### Section 5.5: Regular and Special Meetings

The District Board shall establish a schedule for regular meetings. Regular meetings of the District Board of Directors shall be held, with proper notice, not less frequently than three per year and not less frequently than one every six months.

Special meetings of the District Board may be called at any time by the District Board President, or upon the written request of 25% or more of the members of the District's Board of Directors.

Members of the District Board of Directors may participate in any meeting of the board by means of a video or telephone conference if all people participating in the meeting can hear each other at the same time.

#### Section 5.6: Notice

Notice, written or printed, of any special meeting stating the place, day and hour of the meeting, or means of access in the case of a remote meeting shall be emailed no fewer than seven days prior to the date of the meeting.

#### Section 5.7: Waiver of Notice

Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. A waiver of notice signed by a director or directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

#### Section 5.8: Quorum

A majority of the District Board of Directors shall constitute a quorum for the transaction of business at any meeting of the District Board of Directors.

#### Section 5.9: Vacancies

All vacancies on the District Board of Directors, whether caused by resignation, death or otherwise, should be filled by the unit board(s) in the affected area. However, if the affected unit(s) are unable to find a replacement, that vacancy may be filled by appointment by the District 17 Board President and the affirmative vote of a majority of the remaining directors, provided the replacement board member resides in the affected area. If there are no available candidates, then that seat shall remain vacant subject to the bylaw provisions for vacant seats. A director elected to fill any vacancy shall hold office for the unexpired term of her or his predecessor.

#### Section 5.10: Removal

A board member may be removed for cause at any meeting of the District Board of Directors by a vote of two-thirds of the entire board. Among the causes for removal are: ACBL probation and/or suspension or any action that causes the board to no longer be a member in good standing, the board member re-locating her or his primary residence outside the area that elected the board member without giving notice of resignation, excessive absences, or any serious behavior problem at a District event. This list is not inclusive.

#### Section 5.11: Resignation

Any District Board of Directors member may resign at any time by delivering written notice to the District President or Secretary, or by giving oral or written notice at any meeting of the District Board of Directors. A director's resignation will take effect upon delivery of notice unless the notice of resignation specifies a later effective date. Acceptance of a director's resignation will not be necessary to make it effective.

#### Section 5.12: Voting by Proxy

Voting by proxy is not permitted.

#### Section 5.13: Meeting Attendance

Board meetings are open and visitors are welcome. Unless requested by the District Board President, non-board members are not permitted to speak or otherwise participate in board activities.

### **Article VI – Officers**

#### Section 6.1: Designations

The officers of the District shall be a President, a Vice-President, a Recording Secretary (hereinafter referred to as "Secretary"), an Election Secretary, and a Treasurer. All officers shall be elected for terms of one year by the District Board of Directors from among their members. Elections shall take place at the final board meeting of the year. The order of nomination and election shall be President, Vice President, Secretary, Treasurer and Election Secretary. Election is decided by majority vote. Eligible candidates are those whose term extends into the next calendar year, or any board member who is known to be unopposed for reelection to her or his seat. The President and Vice-President must have been a board member for at least one year at the time her or his term begins. Officers shall hold office until their successors are elected and qualified.

## Section 6.2: President

The District Board President shall preside at all meetings of the District Board of Directors, shall have general supervision of the affairs of the District, and shall perform such other duties as are incident to the office or are properly required of the President by the Board of Directors. The President, with the advice and consent of the District Board of Directors, shall appoint committee chairs and fill board vacancies as needed in accordance with Section 5.9. The President is a full participant in meetings. As with all other board members, the president may make motions, second motions, participate in discussions, and vote on all motions and other matters requiring a vote.

## Section 6.3: Vice President

During the absence or inability of the President to perform her or his duties, the Vice President shall exercise all the functions of the President. The Vice President shall have such powers and discharge such duties as may be assigned to him from time to time by the Board of Directors. Any limitations on the powers of the President shall apply to the Vice President when she or he is acting as President.

## Section 6.4: Secretary

The Secretary shall issue notices for all meetings, record minutes of all meetings and prepare them for distribution to board members and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors.

## Section 6.5: Election Secretary

The Election Secretary provides notice of upcoming elections to affected unit boards, in District publication, and on the District website. The Election Secretary ensures all unit board members are aware of all candidates for a position. The Election Secretary shall forward biographical material submitted by candidates to eligible voters and to all candidates. The Election Secretary tallies the ballots and information received from the units. The Election Secretary shall make each voting unit aware of the percentage factor of that unit's vote.

## Section 6.6: Treasurer

The Treasurer shall have custody of all monies and securities of the District and shall keep regular books of account. The Treasurer shall disburse the funds of the District in payment of the just demands against the District or as may be ordered by the District Board of Directors and shall render to the District Board of Directors, from time to time as may be requested, an account of all transactions undertaken as Treasurer and of the financial condition of the District. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Directors.

#### Section 6.7: Delegation

If any officer of the District is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the District Board of Directors may, from time to time, delegate the powers or duties of such officer to any other officer, director or other person it may select.

#### Section 6.8: Vacancies

In case any office shall become vacant by reason of death, resignation, removal or otherwise, the board shall nominate and approve by majority vote a successor for the unexpired term.

#### Section 6.9: Compensation and Reimbursement of Officers and Board Members

The officers of the District shall serve without compensation but may be authorized to receive reimbursement of expenditures made on behalf of the District. This includes a per diem expense reimbursement for meetings attended. The District President and the ACBL District Director may receive additional expense consideration at the discretion of the District Board of Directors.

#### Section 6.10: Resignation of Officers

Any officer may resign at any time by delivering written notice to the President, the Secretary, or the District Board of Directors, or by giving oral or written notice at any meeting of the District Board of Directors. Any officer's resignation will take effect upon delivery of notice unless the notice of resignation specifies a later effective date. Acceptance of a resignation is not subject to board approval.

### **Article VII – Committees**

#### Section 7.1: Establishment

The President, with the approval of the Board of Directors, shall have the power to create and appoint members of standing and special committees as she or he may deem necessary or appropriate, designate the chairs thereof, and assign duties thereto. The members of committees need not be members of the District Board of Directors but must be members of District 17.

#### Section 7.2: Executive Committee

The District Board of Directors may designate, in consultation with the District President from among its directors an Executive Committee. This committee shall have powers as provided by resolution of the District Board of Directors except as prohibited by nonprofit law. Rules governing meetings of the executive committee shall be as established by the District Board of Directors, or in the absence thereof, by the committee itself.

### Section 7.3: Committees

Committees may be created by the District Board of Directors. Committees shall have duties designated by the board and shall give advice and make non-binding recommendations to the board. In no instance may a committee bind the District Board or act on behalf of the board. A committee may not consist of a majority of District 17 Board of Directors members. Otherwise, that committee becomes a committee of the whole.

Members of committees, who may be persons other than members of the Board, shall be appointed by the Board or as provided by Board resolution.

### **Article VIII – Amendment of the Bylaws**

These bylaws may be amended, altered, or repealed, and new bylaws may be adopted by a vote of a two-thirds majority of the voting members of the District Board of Directors.

### **Article IX – Indemnification**

The District shall indemnify any person who is or was a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director or officer of the District, against expenses (including attorneys' fees), liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person's conduct was: [a] performed in good faith, [b] reasonably believed, in the case of conduct in an official capacity with the District, that his or her conduct was in the best interests of the District, and, in all other cases, that his or her conduct was not opposed to the best interests of the District, and [c] with respect to any criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful. However, no person shall be entitled to indemnification under this Article either [a] in connection with a proceeding brought by or in the right of the District in which the director or officer was adjudged liable to the District, or [b] in connection with any other proceeding charging improper personal benefit to the director or officer, whether or not involving action in her or his official capacity, in which she or he is ultimately adjudged liable on the basis that she or he improperly received personal benefit. Indemnification under this Article in connection with a proceeding brought by or in the right of the District shall be limited to reasonable expenses incurred in connection with the proceeding. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith or otherwise failed to meet the standard of conduct set forth in this Article.

## **Article X – Miscellaneous**

### Section 10.1: Communications

The official publication of the District shall be as designated by the District Board of Directors and shall be published by the District. The District 17 Board of Directors shall appoint a District member to oversee or serve as the editor of the publication. The District will also maintain a website for the benefit of the members.

### Section 10.2: Inoperative Portion

If any portion of the Bylaws shall be invalid or inoperative, then, to the extent reasonable and possible, the remainder shall be valid and operative, and effect shall be given to the intent that portion held invalid or inoperative manifests.

### Section 10.3: Interpretation

Whenever the context so indicates, the masculine gender shall encompass the feminine and neuter, and the singular shall encompass the plural and vice versa. The headings are solely for organization, convenience, and clarity. They do not define, limit, or describe the scope of these bylaws or the intent in any of the provisions.

### Section 10.4: Books and Records

The District shall keep correct and complete books and records of accounts and shall keep minutes of all proceedings of the District Board of Directors and membership meetings.

### Section 10.5: Fiscal Year

The fiscal year for the District shall run from January 1 through December 31.

### Section 10.6: Loans

The District will not make loans to any director or officer. Any director or officer who assents to or participates in the making of any such loan shall be liable to the District for the amount of such loan until the repayment thereof.

## **Article XI – Nonprofit Status and Dissolution**

### Not For Profit Status

This District is incorporated as a non-profit in the State of Colorado. It shall not be operated for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its members. On the dissolution of this District, assets remaining after payment of, or provision for payment of, all debts and liabilities of this District, shall be distributed according to the regulations and policies of the ACBL and the laws of the State of Colorado. If this District holds any assets in trust, they shall be disposed according to such trust or in such a manner as may be directed by a court of appropriate jurisdiction.