

PITTSBURGH BRIDGE ASSOCIATION
BY-LAWS

Articles I – X Adopted July 13, 1973

Articles XI – XII Adopted December 8, 1978

Article V Amended March 2000

Article XIII Adopted November 24, 2008

Bylaws amended November 24, 2008

Pittsburgh Bridge Association By-Laws

ARTICLE I Name and Affiliation

Section 1. The name of the organization is the Pittsburgh Bridge Association, a unit of the American Contract Bridge League. The organization is also known as Unit 142. The short title of the Pittsburgh Bridge Association as used in these by-laws is the PBA, and the short title of the American Contract Bridge League is the ACBL.

Section 2. The PBA:

(a) Is an unincorporated association affiliated with the ACBL through the Unit charter process. The PBA exercises jurisdiction over the geographical area as is presently assigned or may be assigned in the future to it by the ACBL.

(b) Recognizes the ACBL as the parent organization, having authority and control over tournament bridge in the United States.

(c) Exists under the sanction of the ACBL, and functions within the Constitution, By-Laws, and regulations of the ACBL.

ARTICLE II Objectives of the Organization

Section 1. The principal objectives of the PBA shall be:

(a) To preserve and promote the best interests of and stimulate interest in the art of playing competitive duplicate contract bridge and any modification thereof;

(b) To promote and conduct contract bridge tournaments and 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 promote the development and organization of affiliated clubs within the PBA;

(e) To provide organized bridge activities and services to satisfy the social, recreational and competitive needs of the membership and affiliated clubs.

(f) To keep members apprised of bridge-related activities in the Unit.

Section 2. The PBA may conduct such other activities as are consistent with its principal objectives.

ARTICLE III

Membership

Section 1. Any person residing within PBA jurisdiction, subject to District regulations, is eligible for membership. No person shall be denied membership because of race, color, creed, sex, sexual orientation or proficiency at bridge.

Section 2. Such person, upon favorable action, shall become and remain a member provided:

(a) He satisfies the residence requirements of the ACBL.

(b) He pays his dues in accordance with regulations of the ACBL.

(c) He has not been suspended or expelled from membership in accordance with regulations established by the ACBL, and the Board of Directors of the PBA, provided, however, that such regulations shall conform to the rules of due process applicable to membership corporations and that such regulations as are established by the PBA Board of Directors shall not be in conflict with the By-Laws and regulations of the ACBL.

(d) Any person who resides within the geographical area of the PBA who wishes to become a member of a different Unit may apply to become a member of the other Unit by following the relevant procedures established by the ACBL.

(e) Any person who resides for part of the year in the geographical area of the PBA and part of the year elsewhere may become a member of the PBA by application to the Board.

Section 3. Membership in the PBA carries with it membership in the ACBL.

Section 4. Annual dues shall be in the amount fixed by the ACBL.

ARTICLE IV

Board of Directors

Section 1. The affairs of the PBA shall be administered by the Board of Directors.

Section 2. The Board of Directors of the PBA shall consist of:

(a) Members of the PBA, duly elected in accordance with the provisions contained in these By-Laws and with the election regulations of the PBA.

(b) Non-voting members as specified by PBA regulations.

Section 3. If a vacancy occurs on the Board of Directors, the Board shall elect, by majority vote of those present and voting by secret ballot, a PBA member to fill the vacancy for the balance of the unexpired term. Notice of such election shall be given to all Board members not less than seven (7) days prior to the Board meeting at which such election is to be held.

Section 4. In addition to the powers granted by other provisions of the By-Laws, and by the laws of the State of Pennsylvania, the PBA Board of Directors shall have powers and duties including but not limited to:

- (a) The conduct, management, supervision, and control of PBA business;
- (b) The conduct of PBA tournaments;
- (c) The employment and discharging of employees, the supervision of their conduct, and the fixing of their compensation.

ARTICLE V Election of Directors

Section 1. Each director shall be a PBA member. Directors shall serve for two (2) years, and shall be eligible for re-election. The terms of approximately one-half (1/2) of the directors shall expire annually with the official announcement of the results of the election. The number of elected directors shall not exceed twenty (20).

Section 2. Elections for the Board of Directors will be held during a PBA sectional tournament, provided the tournament begins during September or October; otherwise the Board of Directors must make alternative arrangements for the election.

Section 3. The Board of Directors shall adopt regulations to govern the nomination and election of candidates for director. Such regulations shall be in accord with these By-Laws and with the By-Laws and regulations of ACBL. A two-thirds (2/3) vote of the board shall be required to adopt or revise such regulations at a Board meeting, for which ten (10) days notice has been given.

Section 4. The Board of Directors shall periodically review the election procedure.

ARTICLE VI Meetings

Section 1. PBA Membership Meetings

(a) An annual membership meeting of the PBA shall be held during each calendar year at a time specified by the Board of Directors. Written or published notice and agenda of the annual meeting shall be given to all PBA members thirty (30) days in advance. Failure to hold an annual meeting shall not work a forfeiture or dissolution of the PBA or invalidate any action taken by the Board of Directors or officers of the PBA.

(b) Special membership meetings shall be called by the president or upon written request of the majority of the Board of Directors, or upon written request of ten (10) percent of PBA members. Written or published notice and agenda of each special membership meeting shall be given to all PBA members ten (10) days in advance by publication in the Post Mortem or on the PBA website. Business transacted at each special meeting shall be limited to that stated in the agenda.

(c) A quorum for a PBA membership meeting shall consist of any number of PBA members present.

(d) No proxy voting shall be permitted.

(e) Membership meetings of the PBA shall be conducted in accordance with Robert's Rules of Order.

Section 2. Board of Directors Meetings:

(a) Regular meeting of the Board of Directors shall be held at least bimonthly, the time and place to be specified by the President.

(b) Special meetings of the Board shall be called by the Secretary upon receipt of a written petition signed by not less than one-fourth (1/4) of the Board members, or by the President.

(c) Written notice and agenda of each special Board meeting shall be sent to all Board members at least five (5) days in advance. Business transacted at such meetings shall be limited to that stated in the agenda. Notice under this section may be provided either by first class mail or by email to those Board members who consent to receive email notification in writing or by email.

(d) A quorum of the Board shall consist of one (1) more than one-half (1/2) of the elected Directors.

(e) No proxy voting shall be permitted.

(f) In the event of a tie, the President shall exercise the casting vote. In the absence of the President, the Vice-President shall exercise the casting vote.

(g) Attendance at a Board meeting by a director shall constitute waiver of the requirement of notice of the meeting, except when the director attends for the express purpose of objecting to the meeting because the meeting has not been lawfully called or convened.

ARTICLE VII
PBA Officers

Section 1. The officers of the PBA shall consist of the President, Vice President, Treasurer, and Secretary, the first three (3) of whom shall constitute the Executive Board. The Secretary shall be appointed from the PBA membership by the President, with the approval of the Board of Directors.

Section 2. Immediately following the annual election, the Board of Directors shall elect from its membership by majority vote of those present and voting by secret ballot, the President, Vice President, and Treasurer. Each of these officers shall serve for one (1) year, or until his/her successor has been duly elected.

Section 3. No person who shall have been elected to the office of President for (2) consecutive years shall be eligible to again be elected President until two (2) years have elapsed from the completion of his/her most recent term as President.

Section 4. The Executive Board may act for the Board of Directors in an emergency when a special meeting of the Board is not possible, but such action shall not contravene or modify any action taken by the Board of Directors, and shall not be binding on the PBA unless ratified by the Board at its next regular meeting.

Section 5. The duties of each officer shall be those specified in regulations adopted by the PBA Board of Directors, and such other duties as may be assigned by the Board or are incidental to fulfilling the functions of the office.

Section 6. A vacancy on the executive Board shall be filled for the balance of the unexpired term according to the provisions of Section 2 of this article.

ARTICLE VIII Impeachment and Removal

Section 1. Any officer or director may be removed for cause by a two-third (2/3) vote of the Board of Directors or by a majority of the membership. Any officer or director against whom impeachment charges are brought shall be notified by registered mail of the specific charges against him, at least ten (10) days prior to the meeting at which the charges are to be heard and voted upon, and shall be given an opportunity to be heard before the Board and to be represented by counsel of his own choice. All board members shall be notified at least ten (10) days prior to the date of such meeting.

Section 2. Absence from three (3) consecutive meetings of the Board of Directors may be cause for removal.

ARTICLE IX Committees

Section 1. The President shall appoint such committees as may be necessary to perform the functioning of the PBA. Standing committees shall be those specified by PBA regulations, and shall be appointed as therein described. The members of committees need not be members of the Board of Directors.

ARTICLE X Rules and Regulations; Amendments

Section 1. The PBA shall be governed in accordance with these bylaws and such rules and regulations as the Board of Directors shall promulgate. Copies of the bylaws and of rules and regulations shall be posted on the PBA website. Hard copies of the bylaws and any rules and regulations will be made available to members upon request and payment of reasonable copying costs.

Section 2. Amendments to the By-Laws may be proposed:

(a) Upon petition signed by at least twenty-five (25) PBA members and submitted to the Secretary at least thirty (30) days in advance of the annual meeting or any special meeting called for the purpose or,

(b) Upon petition signed by at least eight (8) members of the Board of Directors. It shall be the duty of the Secretary to incorporate the sense of the proposed amendments into the notice of the meeting.

Section 3. Amendments may be passed either at a Board Meeting or at the annual general meeting of the members. Concurrence of two-thirds (2/3) of all PBA members present and voting shall be required to pass an amendment.

ARTICLE XI

Disposition of Net Earnings and Assets

Section 1. No part of the net earnings of the PBA shall inure to the benefit or be distributable to its members, directors, or officers but the directors shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II of these By-Laws. The PBA does not contemplate pecuniary gain or profit, incidental or otherwise to its members. The PBA shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c) (7) of the Internal Revenue Code of 1954 or of any applicable law of Pennsylvania applicable to nonprofit entities. It is intended that the PBA shall have and continue to have, the status of an organization which is exempt from Federal income taxation under Section 501 (c) (7) of the Internal Revenue Code of 1954 and, of an organization exempt from state income tax under any exemption available to nonprofit entities. All terms and provisions of these By-Laws and all operation of the PBA shall be construed, applied, and carried out with such intent, and if any provision of these bylaws would cause the PBA to lose its nonprofit status, that provision shall be void.

Section 2. Upon the dissolution of the PBA, the Board of Directors shall, after paying or making provisions for payments of all the liabilities of the PBA, dispose of all of the assets of the PBA by distributing those assets exclusively for charitable, educational, or recreational purposes in such manner or to such organization or organizations serving the people of Western Pennsylvania, which are organized or operated exclusively for charitable purposes or recreational purposes and shall, at the time, qualify as exempt under Sections 501 (c) (3) and 501 (v) (7) of the Internal Revenue Code of 1954, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of the court which has general jurisdiction for Allegheny County, exclusively for such charitable or educational, or recreational purposes or as such organizations serving the people of Western Pennsylvania and described in Sections 501 (c) (3) and 501 (c) (7) as said court shall select.

ARTICLE XII

Indemnification

Section 1. The PBA shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the PBA) by reason of the fact that he is or was a representative of the PBA, or is or was serving at the request of the PBA as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner her reasonable believed to be in, or not opposed to , the best interests of the PBA, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, 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 and in a manner which he reasonably believed to be in, or not opposed

to, the best interests of the PBA, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

The PBA shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the PBA to procure a judgment in its favor by reason of the fact that he is or was a representative of the PBA, or is or was serving at the request of the PBA as a representative of another corporation, partnership, joint venture, trust or other as representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the PBA and except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the PBA unless and only to the extent that the Court of Common Pleas of Allegheny County or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas of such other court shall deem proper.

Section 2. The PBA may purchase and maintain insurance on behalf of any person who is or was a representative of the PBA as a representative of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the PBA would have the power to indemnify him against such liability under the provisions of this Article or of the law of Pennsylvania in such case made and provided.

ARTICLE XIII Miscellaneous

Section 1. Notices and announcements to the general membership of the PBA shall be (i) placed on the official website of the PBA; (ii) printed in the newsletter of the PBA; (iii) made on the PBA telephone number to the extent described in Section 3(c); or (iv) a combination of the three.

Section 2. The Board shall have the power to discontinue any or all of the newsletter, the official website and the PBA telephone number. In the event that the official website is discontinued, notices to the membership shall be made via the newsletter. In the event that the newsletter is discontinued, notices to the membership shall be made via the official website. In the event that both the newsletter and the official website are discontinued, this Article shall cease to be effective.

Section 3. (a) The newsletter of the PBA is the Post Mortem. Copies of the current edition of the Post Mortem shall be available at the Unit game and on the official website.

(b) The internet address of the official PBA website of the PBA shall be printed in the newsletter. If the address changes, the membership will be notified (i) in the newsletter and, (ii) for those members whose email address is known to the PBA, by email. Internet access to the old address will be forwarded to the new site for at least one (1) year after an internet address change. The official website of the PBA is currently www.pittsburghbridge.org.

(c) Announcements of game times and cancellations may be made via the PBA's automated reply system on its telephone number, (412) 683-GAME. Other notices will not usually be given over the automated reply system and if a notice other than one concerning game times or cancellations is placed on that system, it will be in addition to notices placed in the Post Mortem or on the website.

Section 4. Notice of disciplinary hearings or of other actions affecting individual rights of a member will be provided by first class mail or, with the recipient's consent, by email.

Section 5. Any requirements contained herein, or in the absence of any procedural rules or regulations (not inconsistent with the Constitution, Bylaws, or regulations of the ACBL), shall be conducted in accordance with Robert's Rules of Order.