

# **BYLAWS**

*of the*

## **AMERICAN BRIDGE TEACHERS ASSOCIATION**

*Adopted 1962*

*Revised July 23, 1997*

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**BYLAWS OF THE**  
**AMERICAN BRIDGE TEACHERS ASSOCIATION, INC.**

**ARTICLE 1. NAME**

The name of this organization shall be the **American Bridge Teachers Association, Inc. (ABTA)**, hereinafter referred to as the ABTA or the Association. The ABTA is incorporated (March, 1960) under the Non-Profit Corporation Laws of the State of Texas.

**ARTICLE II. OBJECT**

The objects of this organization shall be:

- to help those who teach bridge to do it better . . . more effectively . . . more knowledgeably . . . more professionally.
- to encourage the highest standards of conduct and ethics by its members;
- to promote and develop information for bridge teaching; and
- to carry out such other activities as are consistent with the purposes of the ABTA, and its Certificate of Incorporation.

**ARTICLE III. MEMBERSHIP**

**Section 1.** Membership is open to persons who complete an application with payment of existing dues. A member is bound to full compliance with, and adherence to, this organization's Bylaws.

**Section 2. Categories** The categories of membership shall be associate, professional, master and honorary.

A. Associate

An associate membership shall be available to persons wishing to be associated with a professional bridge-teaching organization. This shall include, but is not limited to:

1. inexperienced or aspiring teachers;
2. individuals teaching without compensation;

3. authors; and
  4. owners of bridge publishing companies.
- B. Professional  
A professional member shall have a minimum of 100 hours of teaching experience, with compensation.
- C. Master  
Eligibility for master teacher membership includes the following criteria:
1. completed one hundred (100) hours of teaching experience with compensation;
  2. maintained three (3) years of continuous membership in the ABTA with:
    - a. dues payment current;
    - b. attendance at a complete ABTA Convention and Seminar (if provided);
    - c. submission, to the Membership Credentials Committee, by the specified deadline, the following:
      - 1) samples of teaching material utilized,
      - 2) statement announcing candidacy,
      - 3) testament of teaching hours completed, and
      - 4) explanation of classroom teaching format;
  3. successfully completed a personal interview and oral examination before the membership credentials committee.
- D. Honorary  
The Board of Directors may award the title of honorary member to a member who has given distinguished, long term service to the ABTA.

### **Section 3. Rights and Privileges**

- A. All members, in good standing, are entitled to the rights and privileges of the ABTA, including eligibility to vote and hold office.
- B. All members shall receive the official publication, the *American Bridge Teachers' Association Quarterly* magazine (*ABTA Quarterly*).

## **ARTICLE IV. DUES**

**Section 1. Payment** Annual dues shall be paid by each member classified as associate, professional or master. Honorary members receive full membership benefits without payment of annual dues.

- A. Membership date begins upon receipt of payment.
- B. Membership renewal is due upon anniversary day of membership and year depending on term of membership, either one year or three years. Existing members prior to the effective date of this bylaw change will renew at the start of the fiscal year determined by their term of membership.
- C. Each member shall be notified of renewal date at least one month before membership expires.

**Section 2. Amount** Dues for associate, professional and master teachers shall be established upon recommendation of the Board of Directors and approval of a majority of members attending the Annual Meeting. Dues of new members joining during the fiscal year will be at the annual rate.

**Section 3. Receipt** Dues shall be received within one month of anniversary date for members to be in good standing.

- A. Delinquent members shall be moved to inactive status one month after due date if dues have not yet been received.
- B. Memberships are non-transferable, and dues are non-refundable.

**Section 4. Reinstatement** A terminated member may be reinstated upon payment of dues for the current fiscal year or by rejoining in a future fiscal year as a new member. If payment is received during the year that membership was terminated, there is no interruption in membership for the year. A terminated master teacher, requesting reinstatement, shall pay all delinquent dues or be reinstated as a professional teacher.

## **ARTICLE V. FISCAL YEAR**

The fiscal year shall be October 1 to September 30.

## **ARTICLE VI. ANNUAL MEMBERSHIP MEETINGS**

**Section 1.** There shall be an Annual Membership Meeting that will coincide with the Annual Convention, provided a Convention is held. At the Annual Membership Meeting, members shall:

- A. Receive reports related to the activities of the Association;
- B. Elect officers and members of the Board of Directors;
- C. Review an annual budget; and
- D. Consider other business that may properly be brought before the Meeting.

**Section 2. Meeting Arrangements** The Board of Directors shall fix the time and place of any Annual Membership Meeting, and each member shall be given prior notice of such meeting. This announcement may be by mail or email.

**Section 3. Special Meetings** Special meetings of the members may be called at any time by the Board of Directors, or by the President. A special membership meeting may also be called within sixty (60) days after presentation to the Board of Directors of a petition signed by either sixty (60) members of the ABTA or by ten percent (10%) of the total membership, whichever is fewer, or by request of two thirds (2/3) majority of the Board of Directors.

- A. Any petition for a special meeting must state the reasons for which the meeting is called.
- B. In the event that an Annual Meeting is not held due to emergency conditions, the Board of Directors is authorized to conduct necessary business, including election of officers, to serve until the next Annual Meeting. This may transpire through telephone conference calls, mail ballot election, or electronic communication.

**Section 4. Quorum** A quorum for the transaction of business, at any membership meeting, shall consist of thirty (30) voting members or five (5) percent of the membership, whichever is less. There shall be no proxies or substitutes for the transaction of business at meetings.

## **ARTICLE VII. ANNUAL CONVENTION**

**Section 1. Definition** The Annual Convention shall be the assembly of the members for the presentation of subjects pertaining to the ABTA and the members' professional development.

- A. An Annual Membership Meeting shall be held during the Convention.
- B. The Annual Convention and Annual Membership Meeting may be postponed or cancelled by the Board of Directors when necessary.

**Section 2. Seminar** It has long been a custom of the ABTA to include a Seminar as part of the Annual Convention. Therefore:

- A. A Seminar may be added to the Annual Convention as a separate part.
- B. The Program Chairperson for the Seminar may be a separate individual or may be the same as the Program Chairperson for the Convention.

## **ARTICLE VIII. OFFICERS**

### **Section 1. Designations**

- A. Officers  
The officers of the ABTA shall be the President, President-Elect, Recording Secretary, Immediate Past President, and a Regional Director representing each of the geographical regions as designated by the ABTA Board of Directors.
- B. Directors-At-Large  
All past presidents of the ABTA shall be Directors-At-Large for as long as they remain members of the ABTA in good standing. They shall retain full voting privileges at board meetings.
- C. Appointed Officers  
The appointed officers of the ABTA shall be a Historian and a Parliamentarian.
- D. Special Officers  
The Executive Committee of the ABTA shall engage a Business Secretary/Treasurer and ABTA Quarterly Editor with the approval of the Board of Directors. The ABTA may pay a stipend for services rendered to these individuals and may make payment and distributions in furtherance of the non-profit purposes stated in the Certificate of Incorporation.

**Section 2. Eligibility for Office** To be eligible for any office, a candidate must be a member in good standing. An officer may hold only one (1) office, except for an appointed office or the position of Regional Director, which may be held simultaneously with an elected position.

### **Section 3. Term of Office**

- The offices of President and President-Elect consist of two (2)-year terms. Upon completing the term of President, he/she shall remain on the Board of Directors and the Executive Committee in the position of Immediate Past President.

- The office of President-Elect shall consist of two (2) years, with an automatic ascendancy to the two (2)-year Presidency, a total four (4) year commitment.
- The Recording Secretary shall also serve a two (2)-year term.
- Regional directors shall be elected for three (3)-year terms on a staggered basis.

A. Re-election

1. The President shall be eligible for no more than two (2) consecutive terms; however, after an intervening term has expired, he/she shall again be eligible to be elected President.
2. Other officers and Regional Directors are eligible for re-election for any number of terms.

- B. Officers and Regional Directors assume office on August 1, following their Election, or immediately following the Annual Convention, at which they are elected, if the Convention extends into August, or is held in August. At this time, they become members of the Board of Directors, with full voting privileges in the office to which they were elected. Therefore, the officer year shall commence August 1 to July 31, of the following year, unless the Annual Convention is in August. In the event that the Annual Meeting is held other than the summer NABC, the officer term shall remain August 1 to July 31 of the following year.

**Section 4. Duties** In the performance of their duties, all officers shall conform to the Bylaws, Board Standing Rules of Procedure, parliamentary authority of the ABTA and such other rules as the membership or Board of Directors shall adopt.

A. Elected Officers

1. The President shall:

- a. be the official representative of the ABTA;
- b. be the presiding officer of the Executive Committee, the Board of Directors, and the Annual Convention Meeting. If unable to preside at area meetings, held under the sponsorship of the ABTA, the President shall designate a presiding officer;
- c. be a member ex officio of all committees, except the nominations and elections committee;
- d. appoint standing and special committees, as well as, individual appointments deemed necessary; and
- e. complete all duties pertaining to the President's term in office.

2. The President-Elect shall:

- a. be a member of the Executive Committee and the Board of Directors;
- b. serve as an active aide to the President;
- c. assume all duties of the President in case of his/her absence or



- disability;
- d. be a member ex officio of all committees; and
- e. initiate the preparation and planning necessary to assume the office of President in accordance with these Bylaws and the Board Standing Rules of Procedure.

3. The Recording Secretary shall:

- a. record and maintain written proceedings of the official meetings of the ABTA;
- b. be a member of the Executive Committee and the Board of Directors; and
- c. continue to function after the Annual Convention in order to complete the business of the Annual Convention and Seminar.

4. The Immediate Past President shall:

- a. be a member of the Executive Committee and the Board of Directors;
- b. serve as a consultant, when requested to do so by the President or the Board of Directors; and
- c. serve as Chairman of the Nominations and Elections Committee whenever possible.

5. The Regional Directors shall:

- a. be members of the Board of Directors;
- b. serve as local contacts to provide assistance to members in their region; and
- c. recruit members.

B. Appointed Officers

1. The Historian shall maintain historical records of ABTA activities of the current and past years.

2. The Parliamentarian shall:

- a. advise, when requested, the President, Board of Directors, and members on parliamentary questions concerning procedure; and
- b. be a member of the Bylaws Committee.

C. Special Officers

1. The Business Secretary/Treasurer shall:

- a. perform services requested by the President, as well as those listed in the Board Standing Rules of Procedure;
- b. act as an advisor attending all organizational meetings as requested by the President; and
- c. serve as a non-voting member of the Board of Directors unless holding another office or position entitled to vote

2. The Editor shall:

- a. oversee the timely completion of the *ABTA Quarterly*;
- b. be a non-voting member of the Board of Directors unless holding another office or position entitled to vote; and
- c. serve as a member of the Publicity Committee.

## **ARTICLE IX. NOMINATIONS, ELECTIONS, APPOINTMENTS, VACANCIES**

### **Section 1. Nominations and Election of Elected Officers**

#### **A. Nominations and Elections**

##### **1. Nominations and Elections Committee**

- a. The Nominations and Elections Committee shall consist of five (5) members: appointed from among the ABTA membership. No candidate for election shall be a member of the committee; however, members of the committee are not barred from becoming nominees for office themselves. If a member of the committee decides to become a candidate for office, he/she must resign from the committee with the Chairman appointing a new member in his/her place.
- b. If the Immediate Past President is unable to serve as Chairman of the Committee, the members shall elect their own Chairman;
- c. Term of office: Members of the Nominations and Elections Committee shall serve from the time they are appointed until the conclusion of the next officer election.
- d. Meetings: The Chairman of the Committee shall be responsible for calling a meeting of the committee, which may be held by teleconference and/or email communication.
- e. Vacancy: The Nominating Committee Chairman shall fill any vacancy on the committee as defined in the Board Standing Rules of Procedure.

2. Additional Nominations: Additional nominations for any office may be made from the floor of the Annual Membership Meeting, provided prior consent of the eligible nominee has been obtained.

#### B. Election

1. The offices of President and President Elect are elected in odd-numbered years.
2. The office of Recording Secretary is elected in even-numbered years.
3. Regional Directors shall be elected for three-year terms on a staggered basis as proscribed in the Board Standing Rules of Procedure.
4. Election shall be by ballot and a majority vote shall elect a candidate. When there is only one candidate for an office, election shall be by voice vote.
5. The Nomination and Elections Committee shall be responsible for all business pertaining to the general conduct of the election
6. The Board of Directors shall be authorized to conduct an election by mail if the Annual Convention is cancelled due to emergency conditions.

### **Section 2. Appointments**

- A. The President shall make special appointments in accordance with these Bylaws and the Board Standing Rules of Procedure.
- B. Special Appointments: The President shall appoint an ABTA Webmaster, Web Chat Coordinator, Promotional Discount Coordinator, and Funding and Grants Chairman annually.

### **Section 3. Vacancies**

- A. If the Presidency is vacated, the President-Elect shall immediately become President and serve for the remainder of the term. If the President-Elect is unable to serve as President, the Recording Secretary shall become President and serve for the remainder of the term.
- B. If the President-Elect office is vacated, the President shall appoint an interim President-Elect to complete the remaining term, subject to the approval of the Board of Directors.
- C. If any other elected or appointed officer is unable to complete his term of office, the President shall appoint a successor to complete the remaining term.

- D. If a Special Officer position is vacated, the President shall appoint a temporary replacement until the Executive Committee and Board of Directors approve a successor.

## **ARTICLE X. BOARD OF DIRECTORS**

### **Section 1. Composition**

The voting members of the Board of Directors shall be the Officers, the Directors-At-Large, the Appointed Officers, and Special Appointments. Additionally, the Chairmen of Standing and Special committees, and all Past Presidents who are members in good standing, retain voting privileges.

### **Section 2. Duties**

The Board of Directors shall:

- A. execute mandates and policies of the ABTA as it deems proper and expedient to promote the purposes of the organization;
- B. have the authority to transact business and execute all lawful orders of the membership, performing the duties defined in these Bylaws;
- C. manage property and direct activities of the ABTA, subject to the provisions of these Bylaws and resolutions and enactments of the Annual Meeting;
- D. accept on behalf of the ABTA, any contribution, gift, or bequest; and
- E. be authorized to elect officers by mail or email if no Annual Convention is held. (Article IX, Section 1, B, 6).

### **Section 3. Meetings**

- A. The Board of Directors shall hold two (2) meetings annually: one prior to the Annual Convention and the second following the Annual Membership Meeting.
- B. Special meetings may be called by the President with discussion and voting conducted by email or telephone vote, provided all Board Members are included.
- C. Regular meetings of the Board of Directors may be canceled by the Executive Committee when necessary.
- D. The Board of Directors shall be permitted to vote by mail or email. Any actions shall be made a matter of record at the next regular meeting of the Board of Directors.

#### **Section 4. Quorum**

Eight (8) members of the Board of Directors shall constitute a quorum.

### **ARTICLE XI. EXECUTIVE COMMITTEE**

#### **Section 1. Composition**

The voting members of the Executive Committee shall be the President, President-Elect, Recording Secretary, and Immediate Past President. The Business Secretary/Treasurer and necessary consultants shall attend meetings, as the President requests.

#### **Section 2. Duties**

The Executive Committee shall:

- A. Make recommendations to the Board of Directors;
- B. Transact all business requiring action between meetings of the Board of Directors;
- C. Perform other duties as defined in the Board Standing Rules of Procedure.

#### **Section 3. Meetings**

- A. An executive meeting may be held prior to the meetings of the Board of Directors, as requested by the President;
- B. Interim meetings may be scheduled by the President, as needed.
- C. The Executive Committee may vote by telephone, mail, email or similar electronic communications. Any action shall be made an agenda item at the next meeting of the Board of Directors immediately following the action taken.

**Section 4. Quorum** Three (3) members of the Executive Committee shall constitute a quorum.

### **ARTICLE XII. COMMITTEES**

#### **Section 1. Designations**

The committees of the ABTA shall be:

#### A. Standing Committees

1. The Standing Committees shall be Book/Software/Technology Awards, Bylaws, Convention, Finance and Budget, Membership Credentials, and Publicity and Communications.
2. The Chairmen of Standing Committees shall be members appointed by the President, for the current year.
3. Each Standing Committee shall be governed by the ABTA Bylaws, and the Board Standing Rules of Procedure.

#### B. Special Committees

1. Ad Hoc Committees shall be appointed by the President, as needed.
2. The composition, manner of appointment, and the duties of these committees shall be in accordance with the terms of motions authorizing their appointments. They shall assume any duties not assigned by these Bylaws to any Standing Committee.

### **Section 2. Committee Meetings**

- A. Any committee authorized by the Board of Directors may participate in a committee meeting by means of a conference by telephone or similar communications equipment, allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute the presence of these members at a meeting.
- B. Similarly, email communications may be used to assess committee members' opinions on issues, in lieu of a formal meeting.

### **Section 3. Standing Committees**

#### A. Book/Software/Technology Awards Committee

1. **Composition**  
The Book/Software/Technology Committee shall be composed of a chairman and four (4) additional members.
2. **Purpose**  
The committee shall review new books, software, and technology annually and select those which, in their opinion, deserve the ABTA Shirley Silverman Book of the Year Award, the ABTA Software Product of the Year Award, and the ABTA Technology of the Year Award.

## B. Bylaws Committee

### 1. Composition

The Bylaws Committee shall be composed of a Chairman and as many other members as deemed necessary. The Parliamentarian shall be a member of the committee.

### 2. Purpose

The committee shall present at the Annual Membership Meeting proposed amendments to the bylaws as provided in Article XV of these bylaws, with recommendations for or against adoption.

## C. Convention Committee

The Convention Committee shall be composed of a Convention Manager, Program Chairman(s), Convention Host/ess, Applebasket Chairman and as many additional members as deemed necessary.

## D. Finance and Budget Committee

The Finance Committee shall be composed of a Chairman and as many additional members as deemed necessary.

## E. Membership Credentials Committee

The Membership Credentials Committee shall be composed of a Chairman, Vice Chairman and five (5) additional members, preferably master teachers who shall be appointed in years divisible by three (3) [2007, 2010, 2013, etc].

## F. Publicity and Communications Committee

The Publicity and Communications Committee shall be composed of a Chairman, the Quarterly Editor and as many additional members as deemed necessary.

## **ARTICLE XIII. PUBLICATIONS**

The ABTA shall issue an official publication for the membership, the *ABTA Quarterly*, and any other publications as authorized by the Board of Directors.

#### **ARTICLE XIV. PARLIAMENTARY AUTHORITY**

The rules of parliamentary practice comprised in the current edition of Robert's Rules of Order Newly Revised, shall govern proceedings of the ABTA, subject to any special rules which have been or may be adopted.

#### **ARTICLE XV. AMENDMENTS**

These bylaws may be amended at any Annual Membership Meeting by two-thirds (2/3) vote of those registered and voting, a quorum being present, provided that the following criteria are met:

- A. All proposed changes in the bylaws should be submitted in writing to the Chairman of the Bylaws Committee for analysis and recommendation to the Board of Directors in accordance with Article XII, Section 3, B, 2.
- B. Proposed changes must be approved by the Board of Directors of the ABTA.
- C. Proposed changes must be distributed to the membership prior to the Annual Membership Meeting.

#### **ARTICLE XVI. CONFLICT OF INTEREST POLICY**

To guarantee the trust of the bridge community in the integrity and independence of the American Bridge Teachers Association review and decision making processes, as well as ABTA's adherence to high standards of conduct and ethics, a Conflict of Interest (COI) Policy is essential.

- A. A COI is hereby defined as a situation in which an officer, director, committee member, volunteer, employee or any other person or organization working on behalf of the ABTA holds multiple interests, personal, financial or otherwise, any of which could possibly influence the motivation or decision making of that individual or organization.
- B. The ABTA COI Policy shall be detailed in the Board Standing Rules and Procedures.

#### **ARTICLE XVII. DISSOLUTION**

##### **Section 1.**

The ABTA may be dissolved by action taken at an Annual Meeting by the affirmative vote of 2/3 of a quorum, provided that the proposed resolution to dissolve has previously been approved by the Board of Directors and published in the ABTA's Quarterly publication at least thirty days (30) prior to the Annual Membership Meeting, or in the event that there is no official publication, a copy of the proposed resolution



to dissolve has been mailed to each member in good standing at least thirty (30) days prior to the meeting.

**Section 2.**

The ABTA shall be responsible for all expenditures incurred at the direction of the Board of Directors in connection with its operations, functions, and activities. All remaining funds shall be used exclusively for educational, charitable, or entertainment purposes.

- A. Upon dissolution and liquidation of the ABTA, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the ABTA, dispose of all of the assets of the ABTA in such manner, and to such organization or organizations operated exclusively for charitable and educational purposes, as shall at the time qualify as an exempt organization under Section 501(c)(7) of the Internal Revenue code as amended, as the Board of Directors may determine.
- B. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the ABTA is then located, exclusively for such purposes, or to such organization or organizations as such court shall determine.
- C. Upon dissolution, a certified copy of the decree shall be filed with the Texas Secretary of State and recorded in the office of the clerk of the circuit court of the county where the ABTA's principal office is located at the time of dissolution.