An Open Letter to the Members of ACBL Unit 533

There have been several questions from concerned members regarding the recent elections. The board would like to clarify the situation.

At our Annual Meeting on January 26, 2014 there was an election of unit directors and a vote on a proposed by-law amendment. Our by-laws in effect on that date required a quorum of 10%\(^1\). Prior to the meeting we stated that we would measure the 10% by only counting the members present. In retrospect, this was an error\(^2\). We should have included absentee ballots in our count as had been done in the prior election. Elections, per our by-laws, are run by an election committee which is independent of the unit board\(^3\). Our duly appointed chairperson was Guy Brackett. The election committee believed, in good faith, that we had a quorum composed of members present. One might think it should be obvious if a quorum is present. That is not the case\(^4\). If you doubt that please study the footnote 4. The election was held and the election committee reported the results to the board.

In the regular board meeting of February 5, 2014, after a brief discussion, the board voted without dissent to ratify and accept the report of our election committee. Specifically Stephen Goldstein, David Kane and William Stine were the top three vote getters (not necessarily in that order) for the three open director positions and the proposed amendment to the by-laws passed by a vote of 88 to 14, with over 86% voting in favor.\(^5\)

Summarizing the discussion at the board meeting of February 5, prior to the vote:

- The Election Committee is specifically set up to run the election and report results to the board. Unless there is clear error, the board must accept their report.
- If the board had not erred by stating we could not allow absentee ballots to be counted toward a quorum we would have easily met the then existent 10% quorum rule.

After the February 5 meeting, the board was informed by Dick Prochnow, Chairperson of our Disciplinary Committee\(^5\) (a.k.a. the Ethics Committee) that he had been contacted by several members who were concerned that ethical breaches had occurred in the board’s handling of the election. In addition, several members directly approached board directors with concerns. As a result, Dick was invited to attend our recent meeting of March 5, 2014. At that meeting he was given access to all the relevant correspondence regarding the election and the results. After reviewing the
material and having a discussion with the full board, Dick recommended the board write a letter to members openly discussing what had transpired. *This is that letter.*

Dick further stated that he saw no evidence of unethical activities and thought such a letter would be an appropriate and sufficient response. He has reviewed this letter and concurs with its content.

Bill Berke  
Bill Dani  
Gary Delestine  
Barbara Hopewell  
Stephen Goldstein  
David Kane  
Nance Lodge  
William Stine  
Sally Tobin  
Members of the ACBL Unit 533 Board who approved this letter, this day 14 March 2014

Notes: All articles cited are from the Unit 533 by-laws governing the election.

1. **Article V, Section 4.** A quorum for transaction of business at any annual or special meeting shall be 10% of the membership on the date the meeting is scheduled.

2. Under California law, and @ Unit 533 By-laws, a “quorum” is required of the Unit at an annual or special meeting in order for business to be transacted at that meeting. The By-laws of a CA nonprofit corporation (such as Unit 533) are controlling as to the definition of a quorum for that organization. In the case of Unit 533, its By-laws (prior to the recent amendment) defined a quorum as “10% of the membership on the date the meeting is scheduled”. In Article V of the By-laws dealing with Membership Meetings, the By-laws further state that: proxies (which designate a person other than the member to act on the member’s behalf) are not allowed; and that “absentee ballots shall be permitted and shall be available from the Election Committee.”(Article V, Section 6) Unfortunately, the Unit’s By-laws do not specify the purpose for which absentee ballots may be used – for voting purposes only, or also to count towards meeting the quorum requirement? Both purposes are available to the Unit under CA law, but neither is required by CA law. So an ambiguity exists. Historical precedent for our Unit was to count absentee ballots toward the quorum. This was done in the election of 2013 and that precedent should have been followed in our recent election.

3. **Article VI, Section 3(d).** The board shall appoint an Election Committee of three (3) members, none of whom are board members and none of whom served on that year’s Nominating Committee. The Election Committee will conduct the election process at the annual meeting, as
provided by these by-laws. The Election Committee will then report to the board with results of
the election prior to the end of the meeting, at which time the results will be made official and
announced to the membership. In the event a secret ballot becomes necessary, every member
shall be entitled to one vote for each director to be elected. Cumulative voting will not be
permitted.

4. Guy Brackett informed the board that he believed there was a quorum and that evening sent us
an email which in part stated.

"Quorum  A count of the by-law amendment ballots is the best way to determine if there was a 10% quorum since some
absentee voters attended the meeting to vote on this proposal. Total by-law amendment ballots were 102. There are
1,141 members listed on the 12/30/13 membership roster. However, 22 are unpaid (and thus not members in good
standing). Subtracting 22 from 1,141 results in 1,119 eligible voters. A 10% quorum would be 111, which suggests we
were 9 short. I think a reasonable person can assume that some people listed on the membership roster are (1) no longer
living or (2) moved away and the ACBL has not yet removed those names. It is also possible that some members in
attendance did not submit a ballot on the issue. In my opinion, a 10% quorum of the true membership was achieved.
(There were also 3 provisional ballots which are not included in the vote count, pending Sally’s determination.)"

It should be noted that at least 6 members who received absentee ballots did in fact attend the
meeting but as best we can tell only two of them chose to get ballots at the meeting to vote on
the by-law amendment. Later review showed that only 2 provisional ballots were actually cast.
Neither was counted in the election because one person was not a member of the unit and the
other was a member in good standing but has not been a member for 30 days as required by
Article III, Section 4. After a waiting period of thirty (30) days a member in good standing shall be
entitled to vote and to be eligible for the election or appointment to any office of the unit.
However that person does count toward a quorum because the quorum count is for “membership
on the date the meeting is scheduled.”

5. Article X, Section 2. It shall be the duty of the secretary to incorporate the text of the proposed amendment in
the notice of such meeting. The concurrence of two-thirds (2/3rds) of all members of the unit present and voting
shall be required to pass any amendment. No amendment shall be retroactive.
Because this article requires members to be “present and voting” no absentee voting for a by-law
amendment is allowed.

6. Article VIII, Section 2. Disciplinary Committee. This committee shall be appointed by the president, and shall be
composed of five (5) members of the unit in good standing. Its duties shall be receipt of any charges and the
holding of hearings on any conduct, ethics or judicial case among unit members. Their findings and
recommendations shall be reported to the board.