

# **BYLAWS**

*of the*

## **AMERICAN BRIDGE TEACHERS ASSOCIATION**

*Adopted 1962  
Revised July 23, 1997  
Amended July 17, 2001  
Revised July 18, 2007  
Amended March 14, 2012*

*Bylaws Committee:  
Nancy Abbott  
Chuck Hodel  
Brenda Simpson  
Larry Watson*

*Joyce Penn, Chairman*

## **TABLE OF CONTENTS**

	<i>Page</i>
<u>Name, Object, Membership, Categories</u>	3
<u>Membership Categories, Rights &amp; Privileges, Dues</u>	4
<u>Dues, Reinstatement, Annual Membership Meeting</u>	5
<u>Special Meetings, Quorum, Annual Convention, Officers</u>	6
<u>Special Officers, Eligibility, Terms, Duties</u>	7
<u>Officer Duties</u>	8
<u>Appointed and Special Officers, Nominations and Elections</u>	9
<u>Officer Elections and Appointments</u>	10
<u>Board of Directors Duties, Meetings</u>	11
<u>Quorum and Executive Committee</u>	12
<u>Committee Meetings and Standing Committees</u>	13
<u>Standing Committees and Publications</u>	14
<u>Amendments and Dissolution</u>	15

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

**ARTICLE 1. NAME**

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

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7 **ARTICLE II. OBJECT**

8  
9 The objects of this organization shall be:

- 10  
11 • to help those who teach bridge to do it better . . . more effectively . . . more  
12 knowledgeably . . . more professionally.  
13  
14 • to encourage the highest standards of conduct and ethics by its members;  
15  
16 • to promote and develop information for bridge teaching; and  
17  
18 • to carry out such other activities as are consistent with the purposes of the  
19 ABTA, and its Certificate of Incorporation.  
20  
21

22 **ARTICLE III. MEMBERSHIP**

23  
24 **Section 1.** Membership is open to persons who complete an application with  
25 payment of existing dues. A member is bound to full compliance with, and  
26 adherence to, this organization's Bylaws.  
27

28 **Section 2. Categories** The categories of membership shall be associate,  
29 professional, master and honorary.  
30

31 A. Associate

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

- 35  
36 1. inexperienced or aspiring teachers;  
37  
38 2. individuals teaching without compensation;  
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40 3. authors; and

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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.

1 **Section 2. Amount**

2 Dues for associate, professional and master teachers shall be established  
3 upon recommendation of the Board of Directors and approval of a majority of  
4 members attending the Annual Meeting.

5  
6 A. Dues of new members joining during the fiscal year will be at the annual rate.  
7

8 **Section 3. Receipt**

9 Dues shall be received by the Business Secretary/Treasurer within the first  
10 four (4) months of the fiscal year for members to be in good standing  
11 throughout the fiscal year. Membership shall be terminated for dues  
12 not received by February 28. Memberships are non-transferable, and dues  
13 are non-refundable.  
14

15 **Section 4. Reinstatement**

16 A terminated member may be reinstated upon payment of dues for the  
17 current fiscal year or by rejoining in a future fiscal year as a new member. If  
18 payment is received during the year that membership was terminated, there  
19 is no interruption in membership for the year. A terminated master teacher,  
20 requesting reinstatement, shall pay all delinquent dues or be reinstated as a  
21 professional teacher.  
22

23  
24 **ARTICLE V. FISCAL YEAR**

25 The fiscal year shall be October 1 to September 30.  
26  
27

28 **ARTICLE VI. ANNUAL MEMBERSHIP MEETINGS**

29  
30 **Section 1.** There shall be an Annual Membership Meeting that will coincide with  
31 the Annual Convention, provided a Convention is held.  
32

33 A. Purposes

34 At the Annual Membership Meeting, members shall:

- 35  
36 1. receive reports related to the activities of the Association;  
37  
38 2. elect officers and members of the Board of Directors;  
39  
40 3. review an annual budget; and  
41  
42 4. consider other business that may properly be brought before the Meeting.  
43  
44

45 **Section 2. Meeting Arrangements** The Board of Directors shall fix the time and  
46 place of any Annual Membership Meeting, and each member shall be given prior  
47 notice of such meeting. This announcement may be by mail or email.  
48

49 A. There shall be no proxies or substitutes for the transaction of business  
50 at meetings.

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**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.

1. Any petition for a special meeting must state the reasons for which the meeting is called.
2. 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.

## **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. An Annual Membership Meeting shall be held during the Convention.

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

## **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.

- 1 C. Appointed Officers  
2 The appointed officers of the ABTA shall be a Historian and a  
3 Parliamentarian.  
4
- 5 D. Special Officers  
6 The Executive Committee of the ABTA shall engage a Business  
7 Secretary/Treasurer and ABTA Quarterly Editor with the approval of the  
8 Board of Directors. The ABTA may pay a stipend for services  
9 rendered to these individuals and may make payment and  
10 distributions in furtherance of the non-profit purposes stated in the  
11 Certificate of Incorporation.  
12  
13

14 **Section 2. Eligibility for Office**  
15  
16

17 A. Elected Officers  
18

- 19 1. To be eligible for any office, a candidate must be a member in good  
20 standing. An officer may hold only one (1) office, except  
21 for an appointed office or the position of Regional Director, which may be  
22 held simultaneously with an elected position.  
23  
24

25 **Section 3. Term of Office** The offices of President and President-Elect consist  
26 of two (2)-year terms. Upon completing the term of President, he/she shall remain  
27 on the Board of Directors and the Executive Committee in the position of Immediate  
28 Past President. The office of President-Elect shall consist of two (2) years, with an  
29 automatic ascendancy to the two (2)-year Presidency, a total four (4) year  
30 commitment. The Recording Secretary shall also serve a two (2)-year term.  
31 Regional directors shall be elected for three (3)-year terms on a staggered basis.  
32

33 A. Re-election  
34

- 35 1. The President shall be eligible for no more than two (2) consecutive terms;  
36 however, after an intervening term has expired, he/she shall again be  
37 eligible to be elected President. Other officers and Regional Directors are  
38 eligible for re-election for any number of terms.  
39

40 B. Officers and Regional Directors assume office on August 1, following their  
41 Election, or immediately following the Annual Convention, at which they are  
42 elected, if the Convention extends into August, or is held in August. At this  
43 time, they become members of the Board of Directors, with full voting  
44 privileges in the office to which they were elected. Therefore, the officer year  
45 shall commence August 1 to July 31, of the following year, unless the Annual  
46 Convention is in August. In the event that the Annual Meeting is held other  
47 than the summer NABC, the officer term shall remain August 1 to July 31 of  
48 the following year.  
49  
50

1  
2 **Section 4. Duties** In the performance of their duties, all officers shall conform to  
3 the Bylaws, Board Standing Rules of Procedure, parliamentary authority of the  
4 ABTA and such other rules as the membership or Board of Directors shall adopt.  
5  
6  
7

8 A. Elected Officers  
9

10 1. The President shall:  
11

- 12 a. be the official representative of the ABTA;
- 13 b. be the presiding officer of the Executive Committee, the Board of  
14 Directors, and the Annual Convention Meeting. If unable to preside at  
15 area meetings, held under the sponsorship of the ABTA, the President  
16 shall designate a presiding officer;
- 17 c. be a member ex officio of all committees, except the nominations and  
18 elections committee;
- 19 d. appoint standing and special committees, as well as, individual  
20 appointments deemed necessary; and
- 21 e. complete all duties pertaining to the President's term in office.  
22

23 2. The President-Elect shall:  
24

- 25 a. be a member of the Executive Committee and the Board of Directors;
- 26 b. serve as an active aide to the President;
- 27 c. assume all duties of the President in case of his/her absence or  
28 disability;
- 29 d. be a member ex officio of all committees; and
- 30 e. initiate the preparation and planning necessary to assume  
31 the office of President in accordance with these Bylaws and  
32 the Board Standing Rules of Procedure.  
33

34 3. The Recording Secretary shall:  
35

- 36 a. record and maintain written proceedings of the official meetings of the  
37 ABTA;
- 38 b. be a member of the Executive Committee and the Board of Directors;  
39 and
- 40 c. continue to function after the Annual Convention in order to complete  
41 the business of the Annual Convention and Seminar.  
42

43 4. The Immediate Past President shall:  
44

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

- 1 he/she must resign from the committee with the Chairman appointing a  
2 new member in his/her place.
- 3 b. If the Immediate Past President is unable to serve as Chairman of the  
4 Committee, the members shall elect their own Chairman;
- 5 c. Term of office
- 6 1). Members of the Nominations and Elections Committee shall serve  
7 from the time they are appointed until the conclusion of the next  
8 officer election.
- 9 d. Meetings
- 10 1). The Chairman of the Committee shall be responsible for  
11 calling a meeting of the committee, which may be held by  
12 teleconference and/or email communication.
- 13 e. Vacancy
- 14 1). The Nominating Committee Chairman shall fill any vacancy on the  
15 committee as defined in the Board Standing Rules of Procedure.
- 16
- 17 2. Additional Nominations
- 18 a. Additional nominations for any office may be made from the floor of the  
19 Annual Membership Meeting, provided prior consent of the eligible  
20 nominee has been obtained.
- 21
- 22 B. Election
- 23
- 24 1. The offices of President is elected in odd-numbered years.
- 25
- 26 2. The office of Recording Secretary is elected in even-numbered years.
- 27
- 28 3. Regional Directors shall be elected for three-year terms on a staggered  
29 basis as proscribed in the Board Standing Rules of Procedure.
- 30
- 31 4. Election shall be by ballot and a majority vote shall elect a candidate. When  
32 there is only one candidate for an office, election shall be by voice vote.
- 33
- 34 5. The Nomination and Elections Committee shall be responsible for all business  
35 pertaining to the general conduct of the election
- 36
- 37 6. The Board of Directors shall be authorized to conduct an election by mail if  
38 the Annual Convention is cancelled due to emergency conditions.
- 39

40 **Section 2. Appointments**

41

- 42 A. The President shall make special appointments in accordance with these Bylaws  
43 and the Board Standing Rules of Procedure.
- 44
- 45 B. Special Appointments
- 46
- 47 1. The President shall appoint an ABTA Webmaster, Web Chat Coordinator,  
48 Promotional Discount Coordinator, and Funding and Grants Chairman  
49 annually.
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**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

- 1 Annual Convention and the second following the Annual Membership Meeting.  
2  
3 B. Special meetings may be called by the President with discussion and voting  
4 conducted by email or telephone vote, provided all Board Members are included.  
5  
6 C. Regular meetings of the Board of Directors may be canceled by the Executive  
7 Committee when necessary.  
8  
9 D. The Board of Directors shall be permitted to vote by mail or email.  
10 Any actions shall be made a matter of record at the next regular meeting  
11 of the Board of Directors.

12  
13 **Section 4. Quorum**

14  
15 Eight (8) members of the Board of Directors shall constitute a quorum.  
16  
17

18 **ARTICLE XI. EXECUTIVE COMMITTEE**

19  
20  
21 **Section 1. Composition**

22  
23 The voting members of the Executive Committee shall be the President, President-  
24 Elect, Recording Secretary, and Immediate Past President. The Business  
25 Secretary/Treasurer and necessary consultants shall attend meetings, as the  
26 President requests.  
27

28 **Section 2. Duties**

29  
30 The Executive Committee shall:

- 31  
32 A. make recommendations to the Board of Directors;  
33  
34 B. transact all business requiring action between meetings of the Board of Directors;  
35 and  
36  
37 C. perform other duties as defined in the Board Standing Rules of Procedure.  
38

39 **Section 3. Meetings**

- 40  
41 A. An executive meeting may be held prior to the meetings of the Board of  
42 Directors, as requested by the President;  
43  
44 B. Interim meetings may be scheduled by the President, as needed.  
45  
46 C. The Executive Committee may vote by telephone, mail, email or similar  
47 electronic communications. Any action shall be made an agenda  
48 item at the next meeting of the Board of Directors immediately  
49 following the action taken.  
50

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

3  
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5 **ARTICLE XII. COMMITTEES**

6  
7 **Section 1. Designations**

8 The committees of the ABTA shall be:

9  
10 A. Standing Committees

11  
12 1. The Standing Committees shall be Book/Software Awards, Bylaws,  
13 Convention, Finance and Budget, Membership Credentials, and Publicity  
14 and Communications.

15  
16 2. The Chairmen of Standing Committees shall be members appointed by the  
17 President, for the current year.

18  
19 3. Each Standing Committee shall be governed by the ABTA Bylaws, and the  
20 Board Standing Rules of Procedure.

21  
22 B. Special Committees

23  
24 1. Ad Hoc Committees shall be appointed by the President, as needed.

25  
26 2. The composition, manner of appointment, and the duties of these committees  
27 shall be in accordance with the terms of motions authorizing their  
28 appointments. They shall assume any duties not assigned by these Bylaws  
29 to any Standing Committee.

30  
31 **Section 2. Committee Meetings**

32  
33 1. Any committee authorized by the Board of Directors may participate in a  
34 committee meeting by means of a conference by telephone or similar  
35 communications equipment, allowing all persons participating in the  
36 meeting to hear each other at the same time. Participation by such means  
37 shall constitute the presence of these members at a meeting.

38  
39 2. Similarly, email communications may be used to assess committee members'  
40 opinions on issues, in lieu of a formal meeting.

41  
42  
43 **Section 3. Standing Committees**

44  
45 A. Book/Software Awards Committee

46  
47 1. Composition

48 The Book/Software Committee shall be composed of a chairman and four (4)  
49 additional members. The committee shall:

50 a. review new books and software annually and select those which, in their

1 opinion, deserve the ABTA Shirley Silverman Book of the Year Award and  
2 the ABTA Software Product of the Year Award;

3  
4 B. Bylaws Committee

5  
6 1. Composition

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

- 10  
11 2. The committee shall present at the Annual Membership Meeting proposed  
12 amendments to the bylaws as provided in Article XV of these bylaws, with  
13 recommendations for or against adoption.  
14

15 C. Convention Committee

16  
17 1. Composition

18 The Convention Committee shall be composed of a Convention Manager,  
19 Program Chairman(s), Convention Host/ess, Applebasket Chairman and as  
20 many additional members as deemed necessary.  
21

22  
23 D. Finance and Budget Committee

24  
25 1. Composition

26 The Finance Committee shall be composed of a Chairman and as many  
27 additional members as deemed necessary.  
28

29 E. Membership Credentials Committee

30  
31 1. Composition

32 The Membership Credentials Committee shall be composed of a Chairman,  
33 Vice Chairman and five (5) additional members, preferably master  
34 teachers who shall be appointed in years divisible by three (3) [2007, 2010,  
35 2013, etc].  
36

37 F. Publicity and Communications Committee

38  
39 1. Composition

40 The Publicity and Communications Committee shall be composed of a  
41 Chairman, the Quarterly Editor and as many additional members as  
42 deemed necessary.  
43

44  
45 **ARTICLE XIII. PUBLICATIONS**

46 The ABTA shall issue an official publication for the membership, the *ABTA*  
47 *Quarterly*, and any other publications as authorized by the Board of Directors.  
48  
49  
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1 **ARTICLE XIV. PARLIAMENTARY AUTHORITY**

2 The rules of parliamentary practice comprised in the current edition of Robert's  
3 Rules of Order Newly Revised, shall govern proceedings of the ABTA, subject to any  
4 special rules which have been or may be adopted.  
5  
6  
7

8 **ARTICLE XV. AMENDMENTS**

9 These bylaws may be amended at any Annual Membership Meeting by two-thirds  
10 (2/3) vote of those registered and voting, a quorum being present, provided that the  
11 following criteria are met.  
12

- 13 A. All proposed changes in the bylaws should be submitted in writing to the  
14 Chairman of the Bylaws Committee for analysis and recommendation to the  
15 Board of Directors in accordance with Article XII, Section 3, B, 2.  
16
- 17 B. Proposed changes must be approved by the Board of Directors of the ABTA.  
18
- 19 C. Proposed changes must be distributed to the membership prior  
20 to the Annual Membership Meeting.  
21  
22  
23  
24

25 **ARTICLE XVI. DISSOLUTION**

26  
27 **Section 1.**

28 The ABTA may be dissolved by action taken at an Annual Meeting by the affirmative  
29 vote of 2/3 of a quorum, provided that:  
30

- 31 A. The proposed resolution to dissolve has previously been approved by the Board  
32 of Directors and published in the ABTA's Quarterly publication at least thirty days  
33 (30) prior to the Annual Membership Meeting, or in the event that there is no  
34 official publication, a copy of the proposed resolution to dissolve has been mailed  
35 to each member in good standing at least thirty (30) days prior to the meeting.  
36

37 **Section 2.**

38 The ABTA shall be responsible for all expenditures incurred at the direction of the  
39 Board of Directors in connection with its operations, functions, and activities. All  
40 remaining funds shall be used exclusively for educational, charitable, or  
41 entertainment purposes.  
42

- 43 A. Upon dissolution and liquidation of the ABTA, the Board of Directors shall, after  
44 paying or making provision for the payment of all liabilities of the ABTA, dispose  
45 of all of the assets of the ABTA in such manner, and to such organization or  
46 organizations operated exclusively for charitable and educational purposes, as  
47 shall at the time qualify as an exempt organization under Section 501(c)(7) of the  
48 Internal Revenue code as amended, as the Board of Directors may determine.  
49

- 50 1. Any assets not so disposed of shall be disposed of by a court of competent

- 1 jurisdiction in the county in which the principal office of the ABTA is then  
2 located, exclusively for such purposes, or to such organization or  
3 organizations as such court shall determine.  
4
- 5 2. Upon dissolution, a certified copy of the decree shall be filed with the Texas  
6 Secretary of State and recorded in the office of the clerk of the circuit court of  
7 the county where the ABTA's principal office is located at the time of  
8 dissolution.  
9