

BY-LAWS
ARLINGTON DUPLICATE BRIDGE CLUB, INC.

As Amended August 23, 2014

NAME

The name of the Club is Arlington Duplicate Bridge Club, Inc. ("the Club"). The Club functions within the by-laws and regulations of the American Contract Bridge League (ACBL).

OBJECTS

SECTION I

The objects of the organization are:

- A. To provide and maintain a place to play bridge;
- B. To preserve and promote the best interest of and to stimulate interest in the art of playing competitive duplicate contract bridge, all sessions are to be "open games" with masterpoint limitations as set by the Club;
- C. To cooperate with, and assist the ACBL, by promoting and conducting contract bridge tournaments, charity programs and events;
- D. To encourage the highest standards of conduct and ethics by its members and to enforce such standards;
- E. To conduct such other activities as may be in keeping with its principal objectives;
- F. To conduct its affairs consistent with the non-profit corporation laws of the State of Texas.

SECTION II

This incorporated organization shall never have any capital stock. No part of its earnings shall inure to the benefit of any individual.

ARTICLE I: MEMBERSHIP

- A. No person shall be denied membership because of race, creed, sex, religion, age, or national origin. Annual membership fees will be \$25.00 for the fiscal year January 1 to December 31. Dues may be paid at any time but must be paid prior to the annual membership meeting to be eligible to vote at that meeting.
- B. Disciplinary action short of expulsion from the Club shall require two-thirds majority vote of the Board of Directors present and voting; expulsion shall require a unanimous vote of Board of Directors present and voting.

- C. Definitions:

Members: All those who have met the membership requirements and have paid any dues owed.

- a. *Charter Members* – Those who were members of the Club as of February 1, 1986;
- b. *Active Members* – Any member who has played in an ADBC game within the preceding 12 months.

ARTICLE II: MEMBERSHIP MEETINGS

- A. There shall be one annual meeting of the members in March.
- B. The Board of Directors shall fix the time and place of the annual meeting and shall give a two-week posted notice.
- C. Special meetings of the members may be called at any time by the Board of Directors or by petition of ten members stipulating subject matter to be discussed. Notice of the time and place of any special meeting shall be posted at least five days before such meeting.
- D. A quorum for the transaction of business at any annual or special meeting shall consist of one-fifth of the active membership. Voting shall be by active members only.
- E. Neither absentee nor proxy voting shall be permitted.

ARTICLE III: BOARD OF DIRECTORS

- A. Number of Directors: The affairs of the Club shall be managed and conducted by the Board of Directors which shall consist of seven persons; these are the elected officers of the Club.
- B. Term of Office: Each director shall hold office for a period of two calendar years beginning April 1st. Four directors shall be elected in even-numbered years; three in odd-numbered years.
- C. Vacancy: Any vacancy on the Board of Directors shall be filled by the Board of Directors and persons so appointed shall hold office until completion of the original term of the person replaced. In filling any such vacancy, the Board of Directors shall give preferential consideration to those persons nominated, but not elected, to the board at its last annual meeting of members.
- D. Meetings: The Board of Directors shall hold a minimum of six meetings a year. Additional or specially called meetings shall be pursuant to regulations established by the Board of Directors, on appropriate notice. The annual meeting and Board of Directors' meetings shall be conducted in accordance with the latest Roberts' Rules of Order.
- E. Quorum: A quorum of the seven Board of Directors for the transaction of business shall consist of not less than a majority (four) of the Board.
- F. Powers and Duties: The Board of Directors is to conduct, manage, and supervise the business of the Club.
 - a. They shall determine playing fees and director fees.
 - b. No officer shall receive monetary remuneration for performance of duties which are outlined in the By-Laws.
 - c. The Board of Directors shall have authority to make purchases or incur contractual obligations not to exceed \$2,500 each. Expenditures or obligations exceeding this amount must be approved by the membership at a special meeting. Facility expenses exceeding \$2,500 shall be contracted for after obtaining a minimum of three separate bids.
 - d. Any lease obligations (whether on real or personal property) incurred by the Corporation shall be in the form of a written lease agreement expressly providing for the periodic lease payments to be made thereunder. Except for renewal or extension of an existing lease, such obligations are not subject to the limitations set forth in subparagraph (c) above.

- e. Expenditures for ACBL-sanctioned tournaments hosted by the Club are not subject to the limitations set forth in subparagraph (c) above.
 - f. All checks exceeding \$2,500, except those covering expenses specifically exempted herein, must be signed by the Treasurer and approved in writing by the President or designated officer.
- G. Removal from office. Any board member may be removed for cause at any meeting of the board provided a quorum is present and two-thirds of those present shall so vote. Any board member against whom removal is sought shall be notified in writing, by certified mail, of the grounds for removal at least 10 days prior to the meeting and will be given an opportunity to be heard before the Board of Directors and to be represented by counsel of his/her own choosing. Absence from three consecutive board meetings may be cause for removal.

ARTICLE IV: CLUB OFFICERS

- A. The Officers of the Arlington Duplicate Bridge Club, Inc., shall consist of a President, Vice President, Secretary, Treasurer, and three at-large members.
- B. The Officers of the organization shall be elected in the following manner:

The Board of Directors shall elect a nominating committee consisting of five members: four from the general membership and one currently serving on the Board of Directors who should not be a candidate; this person is to be the chairman. This committee shall present a slate of consenting nominees, at least twice the number to be elected (if possible), at the annual meeting. Nominations can be made from the floor at the annual meeting. The voting shall be by ballot. All members are eligible to be on the Board of Directors.
- C. Officers shall assume their duties April 1st.
- D. The duties of the officers shall be those outlined in the By-Laws and such others as may be assigned by the Board of Directors.
- E. The Board of Directors shall elect a President, Vice-President, Secretary, and Treasurer at its annual meeting, said meeting to be held in March, following the annual membership meeting, and the persons elected shall hold office for one year or until their successors have been duly selected. The newly elected Board members shall attend this meeting with the sole purpose of electing these officers for the ensuing year. Retiring Board members may not participate in the election of the new officers.

- F. A retiring officer or board member shall orient his or her replacement as to the specific duties and responsibilities of that particular office or member. The orientation can take place at the first meeting or some other convenient time prior to the first meeting of the new board members.

ARTICLE V: DUTIES OF OFFICERS

A. The President

- Shall call and preside at all meetings of the Club and Board of Directors.
- Shall prepare and submit to the Board of Directors an agenda for each regular meeting.
- Shall have the right to participate in all votes.
- Shall appoint annually a chairman for each standing committee, with approval of the Board of Directors.
- Shall appoint all special committees as necessity arises, with approval of the Board of Directors.
- Shall be permitted to delegate any powers held by the President to the Vice-President.
- Shall be the contracting officer and legal agent of the Club.
- Shall be authorized to write checks in the absence of the Treasurer.
- Shall appoint an Assistant Treasurer, with approval of the Board of Directors, who shall be authorized to write checks in the absence of the Treasurer.
- Shall approve in writing any checks exceeding \$2,500 (unless such expenditure is specifically exempted herein).
- On or before April 1st of each year, shall ensure that all board members for the upcoming term of office are educated on the current Club by-laws and policies.

B. The Vice-President

- Shall serve as an aide to the President.

- Shall in the absence or inability of the President to act, assume all powers and duties of the President.

C. The Secretary

- Shall keep the Minutes of the Club and Board of Directors' meetings in a permanent file, a board-approved copy to be given to each board member and to the Club webmaster for posting on the Club website.
- Shall conduct correspondence of the Club as directed by the President and Board of Directors.
- Shall keep a current roster of the members.
- Shall update and maintain the Club Policy documents.
- Shall be responsible for posting changes in the By-Laws and Club Policy documents; shall keep a permanent valid copy available for all meetings of the Club and Board of Directors.

D. The Treasurer

- Shall receive and acknowledge all funds.
- Shall keep an account of all receipts and expenditures together with such supporting evidence.
- Shall furnish a full statement of the financial condition of the Club as of the last day of the preceding month; the Treasurer's report is to be posted on the Club bulletin board by the tenth of the month.
- Shall be prepared to submit all records for an audit by an Auditing Committee appointed by the Board of Directors, prior to the Annual Meeting, the report of the Auditing Committee to be given at the Annual Meeting.
- Except as authorized by the Board of Directors, all disbursements shall be made by check.
- All checks drawn on Club funds shall carry the signature of the Treasurer, Assistant Treasurer, and/or the President.
- Shall be responsible for sending the End-of-the-Month report to ACBL and the ADBC Board.

ARTICLE VI: DISSOLUTION

Upon the approval of a resolution by the Corporation's members, voluntary dissolution of the Corporation shall be carried out according to the provisions of the Texas Non-Profit Corporation Act. After all liabilities and obligations of the Corporation have been paid, any remaining assets shall be distributed only for tax exempt purposes to one or more organizations that are exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (26 U.S.C.), or its successor statute, pursuant to a plan of distribution adopted by the Corporation.

ARTICLE VII: AMENDMENT TO BY-LAWS

The By-Laws of the Arlington Duplicate Bridge Club, Inc. may be amended at any annual or special meeting of the members, quorum being present, by a vote of two-thirds of those present provided that the proposed amendment has been posted on the Club Bulletin Board two weeks prior to the meeting.

Original By-Laws approved January 17, 1984.

By-Laws amended February 2, 1986.

By-Laws amended March 16, 1986.

By-Laws amended July 26, 1987.

By-Laws amended March 7, 1992.

By-Laws amended March 12, 1994.

By-Laws amended March 14, 1998.

By-Laws amended January 13, 2007.

By-Laws amended August 23, 2014.

ARTICLE VIII: COMMITTEES

- A. Standing Committees. The Chairman of all standing committees shall be appointed annually by the President with the approval of the Board of Directors. The Committee chairman may or may not be a member of the Board of Directors.

- B. Special committees may be formed, as needed, by the President with the approval of the Board of Directors. All special committees may be dissolved by the President with the approval of the Board of Directors. Special committees shall strive to communicate time and place of scheduled meetings so that all interested Club members may contribute their time and/or talents in support of committee activities.

- C. Please see attached appendices to the Club By-Laws:
 - Club Policies (Appendix A),
 - Standing Committees (Appendix B), and
 - Special Committees and Appointments (Appendix C).

These documents may be amended from time to time by action of the Club's Board of Directors.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected or appointed and acting Secretary of Arlington Duplicate Bridge Club, Inc., and that the foregoing By-Laws constitute the Corporation's approved by-laws. These by-laws were duly adopted at a meeting of the Corporation's members held on August 23, 2014.

Sue Kay Reeder, Secretary

Date