

ACBL BOARD MEETING

WEDNESDAY, JULY 22, 2026

Call to order: President called the meeting to order 10:03. Larz Smith, Kate Wickham, Diana Clive, Karen Cook, and Wilma Hill were present. Mary Ellen Stanton and Doug Berke attended by zoom. Karen Caton attended present amended Articles and ByLaws.

Minutes of July 8, 2026 board meeting: Karen presented the minutes from the July 8, 2026 board meeting. Larz motioned to approve, seconded by Wilma. All approved.

Calendars and Special Events: Wilma corrected special membership meeting to start at 10:30 on Saturday, August 8, 2026.

Preliminary September calendar: Wilma made corrections to the September calendar. Wilma requested we add a party for Linda Neal on Saturday, September 12, 2026. She has achieved her Life Master designation. The Championship game will be added to calendar for Saturday, September 26, 2025 once confirmed with Steve Shirey.

Changes to ByLaws and Charter: Karen Caton presented changes to Articles and ByLaws. Changes include:

- Insertion of mandatory language

- Insertion of helpful language

- Editing "clean up" of inconsistent or outdated terminology

- Correcting typos/formatting changes resulting over time

- Restyling some of our terminology-without substantive change

She has changed "the club" to ADBC" and membership "dues" to membership "fees." Membership section now reflects all "active members" can vote on anything that requires a membership vote. An active member is anyone who has paid annual dues, play in the last year, and has not been expelled. Karen has made sure the ByLaws on the website are consistent with the current ByLaws. She has changed the annual membership meeting from "April 15" to "April

30.” For clarity Larz has asked Karen to change the wording of when the monthly financial statement is to be posted on the ADBC bulletin board.

After changes were made, on a motion by Kate Wickham, seconded by Diana Clive the board passed a Resolution (copy attached) which approved the Restated Certificate of Formation and amended ByLaws and submits them to membership for approval at the special membership meeting to be held Saturday, August 8, 2026.

The Resolution, Restated Certificate of Formation, and amended ByLaws were posted on the ADBC bulletin board on July 22, 2026.

If approved Karen Caton will put the package together for submission to IRS. She has asked that the board to provide the following:

- Workshops and classes that have been offered and are planned

- Include evidence of our 2026 Longest Day contributions and prior years if we have the data

- Include evidence of charity games and education fund games

- Include historical information on our local charity projects such as food pantry drives

- Include statements related to how membership works and how ALL members of the public are welcome. Also include photos of current and past members

Karen will ask Nancy Peterson help putting the package together for IRS submission.

Adjournment: Meeting was adjourned by Larz at 11:05

On July 22, 2026, at a duly called special meeting of the Board of Directors of Arlington Duplicate Bridge Club, Inc. ("ADBC"), a quorum being present, the following resolution was unanimously adopted:

RESOLVED, that the Board of Directors of ADBC has approved, and shall submit for the vote and approval of the members, a proposed (i) Restated Certificate of Formation and (ii) Restated Bylaws, as appended hereto, for the primary purpose of clarifying that Arlington Duplicate Bridge Club, Inc., a Texas nonprofit corporation, meets the organizational requirements for classification as a 501(c)(3) public charity for purposes of the Internal Revenue Code.

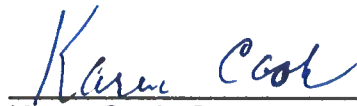
The Board will submit the proposed amendments for a membership vote at a Special Meeting of Members, to be held at 10:30 a.m. on Saturday, August 8, 2026 at the ADBC facility – 1630 W Randol Mill Rd, Arlington, TX 76120.

The Board has previously called a Special Meeting for 11:00 a.m. on that same date to consider Lease renewal and to the review the financial status of ADBC. Those matters will proceed upon conclusion of the vote for revision to the organizational documents.

Notice of the matters to be considered, and the time, date and place of the special meeting, will be made at least two weeks prior to the special meeting by (i) posting this resolution and the two documents described above on the bulletin board at the ADBC facility, (ii) by email notice to members, and (iii) by announcement on the ADBC website.

Provided the amendments to the ADBC Articles and Bylaws are approved by the membership, all documents incident to filing the amended documents with the Texas Secretary of State and filing the appropriate Application for change of status with the IRS may be executed by an Officer of ADBC.

The undersigned certifies that the foregoing resolution was duly adopted by the ADBC Board of Directors on July 22, 2026.



Karen Cook, Secretary