

ARLINGTON DUPLICATE BRIDGE CLUB PROPOSED CHANGES TO ADBC BYLAWS

ARTICLE I: MEMBERSHIP

Current

- 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.

Proposed – Amendment 1

- A. No person shall be denied membership because of race, creed, sex, religion, age, or national origin. Annual membership fees will **cover** the fiscal year January 1 to December 31 and **are set by the Board of Directors**. 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.

Explanation For Change

At the 2021 Membership Meeting, the membership approved the Board of Directors setting the amount of the annual dues. However, the amendment was never included in the bylaws.

ARTICLE II: MEMBERSHIP MEETINGS

Current

- A. There shall be one annual meeting of the members in March.

Proposed – Amendment 2

- A. There shall be one annual meeting of the members **no later than April 30th**.

Explanation For Change

Additional flexibility in setting date due to Spring tournaments

Current

- 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.

Proposed – Amendment 3

- 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 **ten** days before such meeting.

Explanation For Change

Change meeting notice to comply with Texas law.

ARTICLE III: BOARD OF DIRECTORS

Current

- 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.

Proposed – Amendment 4

- 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. **Three directors shall be elected in even numbered years and four in odd numbered years.**

Explanation For Change

Harmonize bylaws with director elections in odd/even years.

Current

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.

Proposed – Amendment 5

B. Term of Office: A Director's term of office will begin on the first of the month following the election of directors. It will end when directors take office two calendar years later. For example, if a director takes office on the first day of a month in year X, his/her term will expire on the last day of the month in which officer elections are held in year X+2.

Explanation For Change

While all officer terms begin in one calendar year and two calendar years later, they are not always two calendar years in length because elections may not be held in the same month every year. The bylaws have been changed to reflect the flexibility in election dates (see change in Article II. A).

Deleted last sentence and moved it to Article III.A with amended language.

Current

[No mention of term limits for Directors]

Proposed (as second paragraph to Article II.B) – Amendment 6

Effective with the 2025 election of directors, Board members who have served three full continuous terms are required to leave the board for one election cycle once their current term has been completed before being considered again for a position on the board.

Explanation For Change

A term limit clause has been added as a second paragraph to Article II.B).

Current

- 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.
 - 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.

Proposed – Amendment 7

- G. Powers and Duties: The Board of Directors is to conduct, manage, and supervise the business of the Club.
- a. They shall determine **annual membership dues, director compensation and game fees**.
 - c. The Board of Directors shall have authority to **expend funds**, 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.

Explanation For Change

Paragraph G. a. Added annual membership dues to Board responsibilities.

Paragraph G. c. Clarified Board spending authority.

ARTICLE IV: CLUB OFFICERS

Current

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.

Proposed – Amendment 8

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. **Only active members** are eligible to be on the Board of Directors. The voting shall be by ballot. **A candidate must receive a majority of the votes he/she is eligible to receive in order to be elected a director. In the event that all of the open slots for Directors are not filled on the first ballot, voting will continue until the slots are filled.**

Explanation For Change

Only active members are eligible to be nominated to the Board.

Candidates elected by majority vote rather than the past club practice which elected candidates based on most number of votes

Current

- 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 first 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.

Proposed – Amendment 9

- C.** [Paragraph deleted, and subsequent paragraphs moved up]
- C.** 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.
- D.** The Board of Directors shall elect a President, Vice-President, Secretary, and Treasurer at its **first meeting to be held as soon as possible after elections** and the persons elected shall hold office for one year or until their successors have been duly selected.
- E.** 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.

Explanation For Change

Paragraph C redundant and therefore deleted and other paragraphs moved up in lettering.

Clarified timing as to when the new Board will hold its officer elections after elections. Deleted last sentence of paragraph F (proposed as paragraph E).

ARTICLE V: DUTIES OF OFFICERS

A. The President

Current (bullet point #7, #9 and #11)

- Shall be the contracting officer and legal agent of the Club.
- 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.
- 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.

Proposed (bullet #7, #9 and #11) – Amendment 10

- Shall **either** be **or designate** the contracting officer and **registered** agent of the Club.
- Shall appoint **another officer** with the approval of the Board of Directors, who shall be authorized to write checks in the absence of the Treasurer.
- **Shall** ensure that all board members for the upcoming term of office are educated on the current Club by-laws and policies.

Explanation For Change

Added flexibility to appoint contracting officer and registered agent,

Added flexibility to add a bank signatory other than President and Treasurer.

Deleted deadline requirements for educating new Board members on the bylaws.

C. The Secretary

Current (bullet point #3)

- Shall keep a current roster of the members.

Proposed (bullet point #3) – Amendment 11

- Shall **be responsible for ensuring the maintenance of a** current membership roster. **The roster including addresses shall be available at the club.**

Explanation For Change

Clarified the Secretary's responsibility regarding the membership roster.

D. The Treasurer

Current (bullet point #1, #2, #4, #5, #6, and #7)

- Shall receive and acknowledge all funds.
- Shall keep an account of all receipts and expenditures together with such supporting evidence.
- 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 the signature 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.

Proposed (bullet point #1, #2, #4, #5, #6, and #7) - Amendment 12

- **Shall have overall responsibility for the financial books and records of the club.**
- Shall **retain** all receipts and expenditures together **with supporting evidence.**
- Shall be prepared to submit all records for review by **one to three qualified club members** appointed by the Board of Directors, prior to the Annual Meeting, the report of the **review** to be given at the Annual Meeting.
- **Shall ensure** all disbursements shall be made by check except as authorized by the Board of Directors.
- **Shall ensure** all checks drawn on Club funds be processed by one of the following methods:
 - i. Checks processed through the bank requested by authorized signatories Or**
 - ii. Manually issue checks signed by an authorized signatory.**
- **Shall ensure the transmission of the** End-of-the-Month report to ACBL.

Explanation For Change

Clarified the Treasurer's responsibility regarding the financial books and recorded including the retentions of receipts and expenditures and supporting documentation.

Changed annual financial audit to annual financial review.

Clarified Treasurer duties with respect to disbursements which are generally managed through the bank rather than issuing manual checks.

Cosmetic changes to several bullets.