

# **SOUTH BEND BRIDGE CLUB, INC. BYLAWS**

## **ARTICLE I NAME, PURPOSES, OFFICE**

### **Section 1.1. Name.**

The name of this organization shall be the **SOUTH BEND BRIDGE CLUB**, hereinafter referred to as the **SBBC**.

### **Section 1.2. Incorporation.**

The **SBBC** is organized as a not-for-profit corporation under the laws of the state of Indiana, and shall be subject to the not-for-profit corporation law of the state of Indiana.

### **Section 1.3. Purposes.**

The purposes for which the **SBBC** is organized are:

- ❖ To advance the playing and enjoyment of duplicate bridge in the South Bend area.
- ❖ To promote and enforce high standards of conduct and ethics.
- ❖ To conduct various classes to improve the skill level of our players.
- ❖ To provide a comfortable atmosphere for players of all skill levels.
- ❖ To conduct tournaments and other competitive events as permitted by the American Contract Bridge League (ACBL).
- ❖ To achieve and maintain financial stability.
- ❖ To conduct duplicate bridge games at a reasonable cost to players.

### **Section 1.4. Registered Office and Registered Agent.**

The registered office of the corporation shall be located in the State of Indiana at such place as may be fixed by the Board of Directors (hereinafter referred to as the Board) upon filing of such notices as may be required by law.

## **ARTICLE II AMERICAN CONTRACT BRIDGE LEAGUE**

### **Section 2.1. Conduct of Affairs.**

The **SBBC** shall conduct its affairs in a manner consistent with the rules, regulations, policies, procedures, and bylaws of the American Contract Bridge League as they apply to clubs. No rule, regulation or bylaw adopted by the **SBBC** shall be inconsistent with or in conflict with, or be in contravention of the rules, regulations and bylaws of the ACBL.

### **Section 2.2. Zero Tolerance.**

2.2.1 ACBL's Zero Tolerance Policy is specifically adopted by the **SBBC** as its own policy.

2.2.2 All members and guests are expected to familiarize themselves with the zero tolerance policy and are required to abide by it.

2.2.3 All Game Directors are expected to enforce the zero tolerance policy. The authority to interpret zero tolerance is under the jurisdiction of the Game Director and is subject to review by the Disciplinary Committee of the **SBBC**.

## **ARTICLE III** **MEMBERSHIP**

### **Section 3.1. Members.**

- 3.1.1 Members are all those bridge players who have paid their dues for the current fiscal year as set by the **SBBC** Board.
- 3.1.2 Any bridge player may apply for membership in the **SBBC**.
- 3.1.3 Any application for new or renewed membership may be rejected by the Board.
- 3.1.4 Membership dues and fees shall be set by the Board.
- 3.1.5 Members must pay annual membership dues and fees as required in order to remain members in good standing.
- 3.1.6 The fiscal year shall be from January 1<sup>st</sup> through December 31<sup>th</sup>. Dues shall become due and payable at the beginning of the **SBBC** fiscal year. Dues will be pro-rated for new members joining after January 1<sup>st</sup> of any given year.

### **Section 3.2. Rights and Obligations.**

- 3.2.1 A member in good standing has paid current **SBBC** dues, and is not under any current suspension or revocation of privileges.
- 3.2.2 All members in good standing shall have voting rights at all membership meetings as provided by these bylaws.
- 3.2.3 Any member in good standing is eligible to serve on the Board, a committee, or be appointed to a task.
- 3.2.4 All members are entitled to a copy of these bylaws upon request.

### **Section 3.3. Termination of Membership.**

- 3.3.1 A member shall remain a member in good standing of the **SBBC** unless and until he fails to pay annual membership dues to the **SBBC** without taking the necessary steps to retain membership, or whose membership is revoked.
- 3.3.2 A member's playing privilege may be suspended or revoked for unethical behavior, violations of zero tolerance policies, or a single violation of such an egregious nature that expulsion is justified for the first offense.

## **ARTICLE IV** **MEMBERSHIP MEETINGS**

### **Section 4.1. Annual Membership Meeting.**

The Annual Membership Meeting of the **SBBC** shall be held at such time and place as may be fixed by the President provided such meeting is held no later than September 15 of each year. Failure to hold an annual meeting shall not work a forfeiture or dissolution of the **SBBC** or invalidate any action taken by the Board or officers of the **SBBC**.

#### **Section 4.1.1 Agenda.**

The agenda of the Annual Membership Meeting shall include presentation of annual reports and transactions of such other business as may properly come before the membership.

#### **Section 4.2. Special Meetings.**

Special meetings of the membership of the **SBBC** may be called by the President or by

two-thirds of the Board or by petition by not less than fifteen percent of the current members who are entitled to vote.

**Section 4.3. Place of Meeting.**

All membership meetings of the **SBBC** shall be held at a time and place selected by the President with the concurrence of the Board.

**Section 4.4. Notice of Meetings.**

**4.4.1** Notice of meetings shall be delivered by written, printed or electronic transmission to each member entitled to vote at such meeting no fewer than fifteen nor more than thirty days before the date of the meeting. The notice shall state the place, date, hour and agenda of the meeting.

**4.4.2** In the case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice.

**4.4.3** Notice of a special meeting shall be directed by the President, Secretary, or officers or persons who are calling the meeting.

**Section 4.5. Quorum.**

Fifteen percent of the members of the **SBBC** in good standing shall constitute a quorum at any meeting of the membership.

**Section 4.6. Proxy Voting.**

Voting by proxy is not permitted at membership meetings.

**Section 4.7. Procedural Rules.**

All meetings provided for in this article shall be conducted according to Roberts' Rules of Order Revised. Abusive behavior during such meetings will not be tolerated. Members are required to accept with grace all valid decisions arrived at by the Board. Anyone violating this behavior may be required to leave the meeting by vote of the majority of the Board who are present.

**ARTICLE V**  
**BOARD OF DIRECTORS**

**Section 5.1. Composition of the Board of Directors.**

The **SBBC** shall have a nine member Board of Directors, each member elected by the general membership for a three year term.

**Section 5.2. Nomination and Election of the Board of Directors.**

**5.2.1** Each year three **SBBC** members in good standing shall be elected to serve three year terms on the Board. They will replace three members whose terms have elapsed

**5.2.2** A nominating committee of three **SBBC** members in good standing shall be appointed by the President by the first week of July. At least one member of the nominating committee shall be a member of the Board. A nominee may not be a member of the committee. The number of candidates

nominated by the committee (the slate) will not exceed the number of openings that need to be filled on the board by more than two. Additional nominations may be made from the floor.

A general meeting of the **SBBC** shall be held by September 15<sup>th</sup> of each year at which time the nominating committee shall present its slate of candidates.

**5.2.3** Each nominee shall have been a member in good standing of the **SBBC** for at least one year and shall be a member of the ACBL.

**5.2.4** Voting will be by written ballot. The ballot shall specify that a member may vote for up to three candidates.

**5.2.5** Only members of the **SBBC** in good standing may vote.

**5.2.6** The three nominees who receive the most votes shall be elected.

**5.2.7** The new Board will take office on the first of October following the election. It shall meet within 10 days thereafter to elect officers.

**5.2.8** Members of the Board may not serve more than six consecutive years.

**5.2.9** In the event of a vacancy the Board shall appoint a successor from the **SBBC** membership to serve for the remainder of the unexpired term or the next general membership meeting whichever comes first.

### **Section 5.3. Duties of the Board of Directors.**

The Board shall manage the affairs of the **SBBC**. Its duties include, but are not limited to the following:

- Provide and maintain adequate playing facilities.
- Conduct all **SBBC** business with the ACBL.
- Arrange for purchase of supplies and refreshments.
- Conduct promotional and advertising activities for the **SBBC**.
- Maintain financial stability, and keep correct and complete books and records of accounts.
- Authorize official publications.

### **Section 5.4. Officers and Managers.**

The Board elects from its own ranks a President, a Vice President and a Secretary. It also elects a Treasurer who need not be a member of the Board.

If the Treasurer is not a member of the Board, he shall be an *ex officio* member without a vote. The Treasurer may or may not be compensated.

**5.4.1** The Board may appoint a Club Manager to carry on the day-to-day management of the **SBBC**. The Club Manager shall be an *ex officio* member of the Board without voting privileges.

**5.4.2** The Board may appoint Game Directors for any or all of the sanctioned bridge games.

**5.4.3** The Board may appoint such assistants and committees that it deems necessary. Such appointees serve at the pleasure of the Board.

**5.4.4** The Board shall determine the fees paid, if any, to managers, Game Directors or other assigned positions.

**Section 5.5. Duties of the Officers.**

**5.5.1** The President shall preside at all meetings of the Board. He shall be an *ex-officio*, non-voting member of all committees.

**5.5.2** The Vice President shall perform the duties of the President in the event the President is unable or unwilling to perform those duties. In the event the office of President becomes vacant, the Vice President shall become President, and a new Vice President shall be elected as soon as practical. If both offices become vacant, the Board shall select from its members a President and Vice President to serve out the unexpired terms.

**5.5.3** The Secretary shall issue notices of all meetings, shall keep the minutes of all meetings, and shall preside at any meeting where neither the President nor the Vice President is in attendance.

**5.5.4** The Treasurer shall be responsible for the fiscal duties of the **SBBC** as assigned by and supervised by the Board. The Treasurer shall provide a financial report whenever requested by the Board. There shall be a financial report to the membership of the **SBBC** at the end of the fiscal year.

**Section 5.6. Meetings of the Board of Directors.**

**5.6.1** Regular meetings of the Board shall be held with proper notice at least once per quarter.

**5.6.2** A majority of the members of the Board shall constitute a quorum for the transaction of business.

**5.6.3** Meetings of the Board shall be open to the membership except for executive sessions. An executive session is defined as that portion of a meeting where a disciplinary matter, contract matter, or personnel matter will be discussed.

**5.6.4** All meetings of the Board shall be conducted according to Roberts' Rules of Order, Revised.

**Section 5.7. Special Meetings of the Board of Directors.**

**5.7.1** A special meeting of the Board may be called at any time by the President or upon written request of more than fifty percent of the members of the Board.

**5.7.2** Members of the Board may participate in such meetings by conference telephone, e-mail or other communication means of which all persons may participate in the meeting. Such participation shall constitute presence in person at the meeting.

**Section 5.8. Voting by Proxy.**

Voting by proxy is not permitted at any meeting of the Board.

**Section 5.9. Compensation and Reimbursement.**

The Board may be authorized to receive reimbursement of expenditures made on behalf of the **SBBC**.

**Section 5.10. Resignation.**

A member of the Board may resign at any time by delivering written notice to the President or Secretary, or by giving oral or written notice at any meeting of the Board.

Such resignation shall take effect upon delivery of the notice unless the notice specifies a later effective date. Acceptance of the resignation is not necessary to make it effective.

**Section 5.11. Removal**

A member of the Board may be removed for cause from any meeting of the Board provided that two-thirds of those Board members who are present shall so vote.

**Section 5.12. Termination**

A member of the Board may be permanently terminated provided at least two-thirds of the Board shall so vote.

**ARTICLE VI  
COMMITTEES**

**Section 6.1. Establishment.**

The President with the approval of the Board, shall have the power to create and appoint members of such standing and special committees as he may deem necessary or appropriate, and assign functions thereto. The members of committees shall be members in good standing and need not be members of the Board.

**Section 6.2. Standing Committees.**

The following are the standing committees of the **SBBC**:

- **Disciplinary Committee.** The Disciplinary Committee receives and investigates complaints or charges that involve the conduct or ethics of members of the **SBBC** according to Chapter 11, Appendix D of the ACBL Handbook of Rules and Regulations.
- **Tournament Committee.** The Tournament Committee plans, coordinates, and supervises all tournaments allocated to the **SBBC**. The Tournament Committee works with the Unit and District tournament coordinators when scheduling dates for tournaments.

**Section 6.3. Special Committees.**

Other committees shall be established at the discretion of the President with the approval of the Board. Each committee conducts its charge in compliance with these bylaws. At the end of its charge such committee is dissolved.

**Section 6.4. Term of Office of Committee Members.**

A committee member shall serve until he resigns or a successor is appointed, or until the committee is dissolved.

**ARTICLE VII  
GAME DIRECTORS**

**Section 7.1.** All Game Directors must be certified by the ACBL.

**Section 7.2.** All Game Directors shall serve at the pleasure of the Board. Their actions are subject to review by the Board.

**Section 7.3.** A Director-in-Charge (DIC) may be appointed by the Board. He shall supervise and schedule Game Directors.

**Section 7.4.** Any Game Director may have his Game Director privileges suspended or revoked.

## **ARTICLE VIII** **FUNDS**

**Section 8.1. Expenditures.**

Final authority over all expenditures lies with the Board.

**Section 8.2. General Operating Fund.**

This fund is for normal day-to-day expenses which include, but are not restricted to, rental of the building, utilities, telephone, bridge supplies, snacks and refreshments, cleaning supplies, insurance and minor repairs.

**Section 8.3. Other Funds.**

Other funds may be established upon recommendation by the Board.

**Section 8.4. Loans.**

The SBBC shall not make loans to anyone.

**Section 8.5. Disbanding.**

Should the SBBC disband, all funds shall be conveyed to a successor organization or to the ACBL's charity fund as provided for in Article X. The Board, officers, appointees, and the general membership have no vested rights in any of the SBBC's funds.

## **ARTICLE IX** **AMENDMENTS**

**Section 9.1. Proposal.**

Amendments to these bylaws must be submitted to the Board and discussed at a Board meeting(s). They may then be voted on at a subsequent Board meeting which must take place within 60 business days of the amendment being submitted.

**Section 9.2. Ratification.**

If a proposed amendment is approved by a majority of the Board, it is then submitted to a vote by the membership. A two-thirds majority of those in attendance at such meeting where a quorum is present is required for passage of the amendment(s).

**Section 9.3. Interpretation.**

In the event of disagreement because of a perceived ambiguity in the bylaws, preference shall be given to the interpretation that best serves the purposes of the SBBC and does not conflict or contradict other bylaws or provisions therein.

**ARTICLE X**  
**NOT-FOR-PROFIT STATUS AND DISSOLUTION**

**Section 10.1. Not-for-profit Status.**

The **SBBC** is not organized for, nor shall it be operated for, pecuniary gain or profit. It does not contemplate distribution of gains, profits or dividends to its members. It is organized solely for not-for-profit purposes.

**Section 10.2. Dissolution.**

On the dissolution of the **SBBC**, assets remaining after payment of, or provisions for payment of, all debts and liabilities of **SBBC** shall be distributed first to a successor organization, or second to the ACBL's charity fund in the event there is no successor organization. If **SBBC** holds any assets in trust they shall be disposed of in such a manner as may be directed by judgment of a court of appropriate jurisdiction, or by written consent of all interested parties or their authorized representatives.

**CERTIFICATION OF THE BYLAWS**

The undersigned hereby certify:

- (i) I am the President of the South Bend Bridge Club, a not-for-profit corporation.
- (ii) The above bylaws are a true, correct, and complete copy of bylaws adopted at a duly held meeting of the membership of the South Bend Bridge Club on the \_\_\_\_ day of December, 2010. and in accordance with the laws of the State of Indiana.
- (iii) The bylaws are in full force and effect from the day of adoption, and are in effect until amended or dissolved as provided for herein.

IN WITNESS WHEREOF, I have executed this Certificate in my official capacity on the \_\_\_\_ day of December 2010.

By \_\_\_\_\_ Witnesses: \_\_\_\_\_  
President Vice President

\_\_\_\_\_  
Secretary Treasurer