

BY-LAWS OF THE COLUMBIA BRIDGE CLUB, INC.

COLUMBIA, SOUTH CAROLINA

ARTICLE I - NAME, LOCATION, AND SEAL

SECTION 1. NAME. The name of the corporation shall be the Columbia Bridge Club, Inc.

SECTION 2. LOCATION. The principal office of the corporation shall be located at 2725 Cypress Street, Columbia, South Carolina.

SECTION 3. SEAL. The seal of the corporation shall be circular in form and bear the following words: "Columbia Bridge Club, Inc., Columbia, South Carolina".

ARTICLE II - OBJECTIVES OF THE CORPORATION

SECTION 1. PURPOSE. The corporation (hereinafter referred to as "Club") shall operate a non-profit open bridge club under the sanction of the South Carolina Unit (Unit), the District, the Mid-Atlantic Conference, and the American Contract Bridge League (ACBL).

SECTION 2. OBJECTIVES. The objectives of the corporation are:

- (a) To promote and conduct bridge activities and competition for Club members, guests and visitors; to establish and maintain programs for increasing interest of new players; to promote and to stimulate interest in playing competitive bridge in all forms within the greater Columbia area;
- (b) To encourage membership in the ACBL and to cooperate with and assist the ACBL, the Conference, the District, and the Unit in the promotion and operation of bridge tournaments and related activities;
- (c) To encourage the highest standards of conduct and ethics by all club members and non-members, and to enforce such standards;
- (d) To cooperate with, and participate in ACBL and subordinate organization charity programs and to sponsor and conduct charity events for the purpose of raising funds to support worthy humanitarian causes; and
- (e) To conduct and engage in any and all lawful activities as may be necessary or appropriate to comply with the corporation's principal objectives.

ARTICLE III - FISCAL YEAR

SECTION 1. GENERAL. The fiscal year of the corporation shall begin on the 1st day of June and terminate the last day of May.

## ARTICLE IV - MEMBERSHIP

**SECTION 1. ELIGIBILITY.** Any person of good moral character shall be eligible for membership, provided that such person agrees to promote the objectives of the Club and accepts the provisions of the By-Laws, and no person shall be denied membership because of race, religion, or sex.

**SECTION 2. CLUB MEMBERSHIP.**

(a) Members of the Columbia Bridge Club, Inc., shall consist of all persons who are members upon the adoption of these By-Laws, and all eligible persons who hereafter apply for membership to the Club Secretary. Effective upon payment of the annual membership dues, such person shall become and remain a member subject to the following:

- (1) A member who is guilty of misconduct that is determined to be injurious to the character or interests of the Club or who shall violate the By-Laws or established regulations of the Club, including ethical misconduct in accordance with ACBL regulations may be expelled or suspended from the Club by a two-thirds (2/3) vote of the full Board of Directors.
- (2) The individual has been barred from membership because of misconduct in accordance with Club and ACBL regulations, provided, however, that such regulations shall conform to the rules of due process applicable under ACBL guidelines for membership organizations, and that such regulations as are established by the Board of Directors of the Club shall not be in conflict with the regulations of the ACBL.
- (3) Membership privileges may be terminated if annual dues are not paid in accordance with regulations of the Club.

**SECTION 3. CLASSES OF MEMBERSHIP.**

- (a) **Active Members.** In order for a member to have voting privileges, he or she must be an active member and not suspended. Active members are members who have participated in at least ten (10) Club bridge games as either a player or director within the twelve (12) month period prior to the time or event in which a determination of active membership or eligibility to vote is required.
- (b) **Associate Members.** All members other than active members shall be considered associate members entitled to all privileges of membership except voting privileges.

**SECTION 4. PRIVILEGES OF MEMBERSHIP.**

- (a) Members may participate in all Club games at a reduced rate, such reduction to be determined from time to time by the Board of Directors.
- (b) Members shall have use of the Bridge Club under rules and regulations, including reasonable rental rates, established and published by the Board of Directors.

**SECTION 5. DUES.** Annual membership dues shall be in such amounts and payable at such times as determined by the Board of Directors.

**SECTION 6. GENERAL ASSESSMENTS.** The Board of Directors shall have no power to impose or levy any general assessment or annual charge to members other than annual membership dues unless approved by a two-thirds (2/3) vote of the membership.

#### ARTICAL V - MEMBERSHIP MEETINGS

**SECTION 1. ANNUAL MEETING.** There shall be an annual membership meeting which shall be held in connection with a regular Club game and not at the same time as a monthly Club tournament or higher rated event. The annual meeting of the Club will be held the second Tuesday in May at such time and place as specified by the Board of Directors. Appropriate written notice of such meetings will be furnished all members by the Club Secretary or a committee appointed by the Board of Directors.

**SECTION 2. SPECIAL MEETINGS.** Special meetings of the members may be called at any time by the Board or by petition of one-fifth (1/5) of the members. Notice of the time and place of any special meeting shall be given in writing at least ten (10) days before such meeting, and include an agenda of the matters to be taken up at such meeting. No other business shall be acted upon at such meetings except upon majority vote. No meeting can be held for revision of the By-Laws unless a thirty (30) day advance notice has been given to all members in writing.

**SECTION 3. QUORUM.** A quorum for the transaction of business at any annual or special meeting shall consist of one-fourth (1/4) of the active members. Associate members shall not be allowed to vote in the annual meeting or any special meetings.

**SECTION 4. PROXY.** There shall be no voting by proxy.

#### ARTICLE VI - BOARD OF DIRECTORS

**SECTION 1. NUMBER OF DIRECTORS.** The affairs of the corporation shall be managed and conducted by the Board of Directors which shall consist of the following individuals all of whom must have been members of the Club for at least twelve (12) months, except the President, First Vice-President, the Secretary, and the Treasurer who all must have been members for at least thirty-six (36) months, and who are duly elected by the membership at the annual membership meeting. The Board shall be comprised of the following officers and six (6) at large Directors:

1. The President
2. The First Vice-President
3. The Second Vice-President
4. The Secretary
5. The Treasurer
6. The Past President
7. Six Board Members
8. Chairman of Bridge Directors (elected by the Board)

## SECTION 2. TERM OF OFFICE.

- (a) The President, First Vice-President, Second Vice-President, Secretary, Treasurer, and Past President shall be elected for a term of one year. A person may serve in these offices for more than one term but not more than two successive terms.
- (b) Commencing with the current Board of Directors, two at large Directors shall be elected for three year terms each year at the annual meeting.

## SECTION 3. NOMINATION AND ELECTION OF DIRECTORS .

- (a) Candidates for Officers and Directors shall be elected from, and by, the membership of the Club.
- (b) Each fiscal year, a nominating committee comprised of five (5) persons shall be appointed by the Board of Directors from a list of active members of the Club. The Board of Directors shall provide an opportunity for members to suggest persons to serve on the nominating committee, and in selecting the nominating committee the Board shall attempt to give due regard to such suggestions from the members. Current members of the Board of Directors, including officers serving on the Board of Directors, may not serve on the nominating committee. The nominating committee members shall be selected by the Board and their names posted on the Club bulletin board at least sixty (60) days prior to the annual meeting. The nominating committee shall select a slate of candidates to replace those officers and board members whose term of office has or is going to expire. If any nominating committee member declines to serve or shall cease for any reason to serve on the committee prior to selection of a slate of candidates, the Board of Directors shall appoint a replacement. If the nominating committee shall select an at large Director for another office, the committee shall select a replacement to finish the unexpired term of such at large Director. The slate shall be presented to the membership at large during the annual meeting for election. The slate of candidates selected by the nominating committee shall be posted on the Club bulletin board at least thirty (30) days prior to the annual meeting.
- (c) Additional nominations may be made from the floor at the annual meeting.
- (d) If there are nominations from the floor for officers or Directors other than those presented on the slate, the elections shall be by secret written ballot.
- (e) Those persons receiving the greatest number of votes shall be declared duly elected, and are to take office on the first day of the fiscal year following the election and shall serve for the number of years prescribed by these By-Laws or until successors have been elected or appointed.
- (f) Vacancies on the Board, due to death, resignation or other reason shall be appointed by the President with approval of a majority of the remaining members of the Board and a person so appointed shall hold office for the balance of the unexpired term of the Director being replaced.

**SECTION 4. BOARD MEETINGS.** The Board of Directors shall meet at least six times annually with six regular meetings scheduled during every other month during the fiscal year, the first regular meeting to be held during the first month of the fiscal year. Notice of each such regular meeting shall be posted on the Club bulletin board at least ten (10) days prior to the meeting. Any member may attend a regular Board meeting but shall not be entitled to vote or take any action at such meeting without the prior approval of a majority of the Board members. Special meetings of the Board of Directors may be called at any time by the President or at the request of five (5) Board members.

**SECTION 5. NOTICE.** Notice of all meetings of the Board of Directors shall be given by the Secretary to each member of the Board, as hereinafter provided, except when notice is waived. Notices may be given orally, in writing, or by telegram. Notices mailed to a member of the Board at least 72 hours before the time of the meeting shall be sufficient notice in any event. Any meeting shall be legal without notice when all the members of the Board are present or waive notice either before or after the meeting by writing filed with the records of the meeting.

**SECTION 6. EXECUTIVE SESSIONS.** Executive sessions of the Board may be called by the President in which case non-board members will not attend. Any special meeting may be declared an executive session by the President.

**SECTION 7. QUORUM.** A quorum of the Board of Directors for the transaction of business shall consist of not less than a majority of the Board.

**SECTION 8. MINUTES OF MEETING.** Minutes or a summary of actions taken for all Board meetings will be posted on the Club bulletin board within fifteen (15) days of the meeting and remain posted for at least thirty (30) days.

**SECTION 9. POWERS AND DUTIES OF THE BOARD.** The Board of Directors shall control and manage all Club affairs, property and expenditures and may exercise all the powers of the Club except those that are expressly reserved to the membership by law or these By-Laws. In addition to the powers herein granted and by other provisions hereof, and by the Laws of ACBL and the State of South Carolina, the Club Board of Directors shall have powers and duties, including but not limited to, the following:

- (a) The conduct and management of all business of the Club.
- (b) The conduct of Club-sponsored tournaments to include selection of all dates and locations for such tournaments and the making of all contracts in connection therewith, and to make recommendations to the Unit Board with respect to tournaments.
- (c) The employment and discharge of employees and the supervision of their conduct and services as well as fixing their compensation.
- (d) Appropriating funds of the Club for the purposes set forth in these By-Laws.

- (e) Auditing all Club transactions and maintaining inventories of all Club properties.
- (f) Appoint and remove Bridge Directors and in general control the manner in which the bridge games are conducted, provided such games are conducted in accordance with applicable ACBL rules and regulations.
- (g) The censure, suspension, expulsion, or other disciplinary actions against any Club member as provided in Article IV, Section 2. However, no member shall be censured, suspended, expelled, or otherwise disciplined until he or she has been furnished with written charges to which they have had time to reply or until after a hearing of which the person has received reasonable notice. The individual may be represented by counsel. The rights of a member, against whom charges or any such disciplinary action is pending, to play in Club games or tournaments until such action is resolved shall not be affected unless otherwise directed by the Board.
- (h) Impeachment or removal procedures may be brought against any officer or director for cause at any meeting of the Board of Directors provided two-thirds (2/3) of those present constituting a quorum shall so vote. Any officer or director against whom impeachment procedures shall be initiated shall be notified in writing of the charges against him or her at least ten (10) days prior to the meeting and shall be given an opportunity to be heard before the Board of Directors and to be represented by counsel of his or her own choosing. An affirmative vote of three-fourths (3/4) of the full Board of Directors shall be required for the removal of an officer or director. The action taken by the Board of Directors shall be conclusive and final.
- (i) The Board by majority vote shall appoint, on an annual basis, on or before the first regular Board meeting, a Chairman of Bridge Directors who will be a voting member of the Board of directors. The Chairman of Bridge Directors, with the approval of the Board of Directors, shall be responsible for and in charge of assigning Bridge Directors for games held at the Club and for promulgating standards under which the Bridge games are to be conducted in accordance with ACBL rules and regulations.
- (j) The Board of Directors shall determine the compensation, if any, to be paid to any officer or Bridge Director for services rendered to the Club.
- (k) All actions of the Board shall be by majority vote of the Directors present unless a different voting percentage is specified for a particular action pursuant to these By-Laws.

## ARTICLE VII - OFFICERS

SECTION 1. GENERAL. The officers of the corporation shall be members of the Board of Directors and shall consist of a President, First Vice-President, Second Vice-President, Secretary, and Treasurer. These officers shall be elected by the membership at the regular annual membership meeting.

SECTION 2. DUTIES AND POWERS OF OFFICERS. The duties and powers of corporation officers shall be as outlined and set forth in these By-Laws and as may be assigned by the President or the Board of Directors.

## (a) PRESIDENT.

- (1) Preside at all meetings of the Board of Directors. The President shall not vote at Board meetings except in case of tie votes of the other members.
- (2) Appoint committee chairmen and individuals as necessary to conduct the activities of the Club.
- (3) Authorize individual expenditures of up to \$50.00 but not to exceed \$200.00 in the aggregate annually, without calling a meeting of the Board for approval. Such expenses are to be reported by the Treasurer at the Board meeting first following the date of the expenditures.
- (4) Account to the membership and Board of Directors for the general management and direction of all activities of the Club. In this capacity he or she shall be the chief executive officer of the Club and shall act as a general supervisor over the affairs of the Club, its property and employees.
- (5) Act as Ex officio member of all committees, except the nominating committee.
- (6) Sign such instruments as prescribed by the Board, these By-Laws, or imposed upon the Club President by law.
- (7) The President may serve for more than one term (one year) but not more than two successive terms, and the President must have been out of office for two years before he or she can serve as President again.

## (b) FIRST VICE-PRESIDENT

- (1) Act in the absence of the President.
- (2) Assume such responsibilities or duties as may be delegated by the President.
- (3) The First Vice-President may serve for more than one term (one year) but not more than two successive terms.

(c) SECOND VICE-PRESIDENT

- (1) Act in the absence of the President or First Vice-President, or both.
- (2) Assume such responsibilities and duties as may be delegated by the President.

(d) SECRETARY.

- (1) Attend all Board meetings and record and publish such minutes (or summaries thereof) of such meetings as required by these By-Laws.
- (2) Handle all routine correspondence of the Club.
- (3) Make applications for all dates and sanctions for Club games to ACBL or higher headquarters.
- (4) Keep a record of all winners of all Club sponsored games or events.
- (5) Prepare a membership roll with addresses and telephone numbers of all members of the Club.
- (6) Furnish the Unit or ACBL with necessary data on membership.
- (7) Act as Club Manager for purposes of correspondence with ACBL and related matters.
- (8) Prepare and maintain a current status of all Club properties and equipment. This inventory is to be submitted to the Board annually or more frequently as directed by the President.
- (9) Provide notice as required by these By-Laws to all members and the Board of Directors of all meetings of the membership and Board.
- (10) Issue rating points as prescribed by the Club and ACBL.
- (11) Execute along with the President all contracts, agreements, and other legal documents as approved by these By-Laws and the Board.
- (12) Mail, deliver, or otherwise reasonably provide to all members proper notification of the annual meeting which notice shall contain the slate of candidates for election and the active membership requirement for voting privileges, and assists the Publicity and Newsletter Committee in providing a monthly newsletter.

- (13) Perform such other duties as may be prescribed by the Board of Directors.
- (14) In case of disability or absence of the Secretary, the Board may appoint a temporary replacement.
- (15) The Secretary may serve for more than one term (one year) but not more than two (2) successive terms.
- (16) The Secretary of the Club shall receive compensation as determined by the Board of Directors.

(e) TREASURER

- (1) Attend all Board meetings.
- (2) Have custody of and be responsible for, all funds and securities of the Club.
- (3) Establish appropriate accounting procedures and maintain an accurate and up-to-date record of all Club finances and properties.
- (4) Prepare and post on the Club bulletin board monthly receipts and disbursements statements which will contain reasonable detailed categories of income and expense items and, if directed by the Board of Directors, other appropriate financial statements.
- (5) Collect all money, with supporting vouchers, due to the Club from all sources; and deposit same to the account of the Club.
- (6) Pay all legal claims against the Club which are supported by a valid voucher.
- (7) With respect to bills or items not incurred in the ordinary business of the Club, the Treasurer is authorized to expend up to the amount of the established Petty Cash Fund at any time, without approval of the Board. Such expenditures should be solely for administrative supplies and are to be reported at the following Board meeting.
- (8) Perform such other duties as may be prescribed by the Board.
- (9) In case of disability or absence of the Treasurer, the Board may appoint a temporary replacement.
- (10) The Treasurer may serve for more than one term (one year) but not more than two (2) successive terms.
- (11) The Treasurer of the Club shall receive compensation as determined by the Board of Directors.

## ARTICLE VIII - COMMITTEES

The President shall appoint committee chairmen as may be necessary to perform the functions of the Club. Standing committees shall be appointed and are responsible to the Club Board of Directors. The standing committees and functions of each shall be outlined in this Article or as directed by the Board. All committee chairmen shall attend at least two (2) regular meetings of the Board during the fiscal year and shall submit written reports of the committee's activities since the last written report. Committee chairmen who are Board members shall submit at least two (2) written reports each fiscal year. One individual may not serve as chairman of more than two (2) committees.

**SECTION 1. HOUSE COMMITTEE.** The House Committee is responsible to the Board of Directors for the control and management of the Bridge Center at 2725 Cypress Street, Columbia, South Carolina. It is responsible for the grounds, equipment, property, maintenance and general appearance of the property. This committee shall work with the Secretary and the Treasurer regarding the control and supervision of employees of the Club, enforce house rules and supervise all improvements and renovation and alterations of the Bridge Center. It performs other duties as prescribed by the Board. The chairman must be a member of the Board of Directors.

**SECTION 2. TOURNAMENT COMMITTEE.** This committee plans, arranges and exercises general supervision over tournaments conducted or sponsored by the Club and all business matters relating to tournaments where responsibility is not retained by the Unit or ACBL. The responsibilities include arrangements for places, time, prizes, publicity, entertainment and recreation of Club members, guests and visitors for increased pleasure in playing at bridge tournaments. This committee shall appoint an ACBL Sectional Tournament Chairman for Columbia tournaments, subject to approval of the President. The chairman must be a member of the Board of Directors.

**SECTION 3. CONDUCT, RULES AND ETHICS COMMITTEE.** Receives and investigates all complaints and charges against any Club member involving conduct or ethics while on Club property or during any Club conducted or sponsored tournament or game, and where practicable, rules on protests from Bridge Director's rulings in Club sponsored games. The Chairman must be a member of the Board.

**SECTION 4. MEMBERSHIP COMMITTEE.** Stimulates interest in Club activities among new members, encourages membership renewals and strives at all times to increase membership. Coordinates with the Secretary to maintain a current and up-to-date membership roster. The chairman must be a member of the Board.

**SECTION 5. PUBLICITY AND NEWSLETTER COMMITTEE.** Publicizes Club activities so as to increase public awareness of the ACBL and its social and community contributions. Duties include publicizing tournaments, elections, charity contributions, duplicate and team winners and special and significant activities of the Club. Prepares a monthly bulletin giving the schedules of games for the month and any item of interest to the membership. The chairman may or may not be a member of the Board, and shall receive compensation as determined by the Board.

**SECTION 6. ATTENDANCE AND PARTNERSHIP COMMITTEE.** Promotes attendance, provides partners for players at local games and tournaments and alerts members of changes in game schedules. The committee shall help publicize Club games through a telephone committee or any other effective method.

**SECTION 7. FELLOWSHIP AND PERSONAL RELATIONS COMMITTEE.** Plans social events, parties or other special activities. Procures and sends cards or flowers or takes other suitable action in case of distress or serious illness of Club members.

**SECTION 8. NOVICE COMMITTEE.** Promotes bridge at the Club by running a novice game once a week. In the event a teaching program were established, this committee would generally conduct such program and would arrange with the Publicity Committee for advertisement of classes and novice games. All resources of lessons and novice games shall belong to the Club. Teachers' salaries would be determined by the Board of Directors.

**SECTION 9. FINANCE COMMITTEE.** The chairman of this committee will be the Treasurer of the Club. The duties include preparing an annual report and Club program. It will conduct an annual audit and inventory of all Club assets and make recommendations on these and other fiscal matters to the Board of Directors.

**SECTION 10. NOMINATING COMMITTEE.** This committee will select a slate of nominees for officers and for election at the annual meeting. The nominating committee shall be elected and/or appointed each year as set forth in paragraph (b), Section 3, Article VI. The slate of candidates for Officers and Directors as selected by a majority of the nominating committee members must be completed at least thirty (30) days prior to the annual election.

#### ARTICLE IX - AMENDMENTS TO THE BY-LAWS

A request to amend or revise the By-Laws may be made by the members of the Club upon petition signed by at least one-fifth (1/5) of the members and submitted to the Secretary at least thirty (30) days in advance of the annual meeting or any special meeting called for this purpose; or upon petition signed by at least two-thirds (2/3) of the members of the Board of Directors. It shall be the duty of the Secretary to incorporate the text of the proposed amendment on the bulletin board and in the notice of the meeting to all members at least ten (10) days prior to the meeting. The concurrence of two-thirds (2/3) of all members present and voting shall be required to amend the By-Laws.

#### ARTICLE X - INTERPRETATION

The Board of Directors, by majority vote, shall decide all questions of interpretation of the By-Laws. All procedural questions shall be determined by reference to a recognized parliamentary procedure guide by the Board.

NOTE 1: August 4, 1983. The Board of Directors voted on and unanimously accepted the following interpretation of the sentence in the By-Laws which reads "The Chairperson of the Tournament Committee must be a member of the Board of Directors":

The Tournament Chairperson will automatically become a member of the Board of Directors by his/her appointment as Chairperson of the Tournament Committee. Therefore, the number of members of the Board may vary from year to year.

NOTE 2: May 31, 1990. The members in attendance at meeting (called in accordance with By-Law requirements) approved following changes to previous By-Laws and this revision incorporates these changes:

- (a) The office of the Secretary-Treasurer will be two separate and distinct offices. Both officers sit on the Board of Directors.
- (b) The Chairmen of the Publicity and Bulletin Committee may or may not be a member of the Board of Directors.

Revised/Retyped/1990-91