

White Rose Bridge Club Bylaws

As amended through August 25, 2013

Article I Name – This non-profit organization is incorporated in the state of Pennsylvania under the name “White Rose Bridge Club”.

Article II Principal Office – The location of the Club is 904 Lancaster Avenue, York, PA 17403.

Article III Purposes – The purposes of this organization are:

- A. To provide a place and the opportunity for playing duplicate bridge under the rules of the American Contract Bridge League.
- B. To preserve, and to stimulate interest in, the art of playing competitive contract bridge
- C. To offer opportunities for learning duplicate bridge playing skills.
- D. To encourage the highest standards of conduct and ethics and enforce such standards during play.
- E. To promote a pleasant atmosphere for the enjoyment of the game.

Article IV Organization

Section 1: Club Management – A Board of Directors (hereinafter called the Board) shall manage the property and business of the Club.

- A. There shall be eleven (11) voting members of the Board. These are the President, Vice-president, Secretary, Treasurer, Club Coordinator and six (6) Directors. Also, for one year after completing a term in office, the immediate past President may serve as an advisory Board Member.
- B. Committee Chairmen may attend Board meetings and shall have voice but no vote.
- C. Club members may attend meetings, but may only have voice with prior agreement of the president.

Section 2: Eligibility for office

- A. To be a nominee, one must be a Club member for a full year.
- B. Directors may not succeed themselves after serving a full three (3) year term.
- C. President and Vice-president are limited to two (2) successive one (1) year terms. Other officers may be re-elected without restriction.

Section 3: Elections

- A. Officers and Directors shall be elected at the Annual Membership Meeting.

B. President, Vice-president, Secretary, and Treasurer shall be elected for one (1) year terms. Each year, two (2) new Directors shall be elected for a three (3) year term.

Section 4: Duties and Responsibilities of Board Members

A. President – The President shall:

1. Preside at all Board and Membership meetings.
2. Call special meetings.
3. Appoint the Club Manager with the advice and consent of the Board.
4. Appoint the Club Coordinator with the advice and consent of the Board.
5. Appoint all Committee Chairmen.
6. Effect strict adherence to these Bylaws and Club rules.
7. Effect all orders and resolutions of the Board.
8. Serve as ex-officio member of all committees.

B. Vice-president – The Vice-president shall:

1. Assist the President in his or her duties.
2. Act as President in the absence of the President, exercising the powers and duties of that office.

C. Secretary – The Secretary shall:

1. Record the minutes of all transactions at such meetings and read those minutes at subsequent Board or Membership meetings.
2. Maintain records of Board and Membership meetings and financial reports at the Club office.
3. Notify the Club Membership of Annual and Special Membership meetings.

D. Treasurer – The Treasurer shall:

1. Treasurer or appointed designee shall receive and deposit all funds received by the Club.
2. Disburse funds of the Club as authorized by the Board of Directors and Bylaws
3. Maintain accurate records of all financial transactions of the Club.
4. Report on the financial condition of the Club at each Board Meeting
5. Present a report at the Annual Membership Meeting covering the Club's financial status and major transactions of the previous year. This report shall be on file and available to any member on request.

E. Directors – Directors shall:

1. Attend all Board and Membership meetings.
2. Represent the perceived best interests of the Club Membership when voting on business before the Board.
3. Serve as Committee Chairmen if appointed by the President.
4. Perform other appropriate duties as requested by the President or Board.

- F. The Club Coordinator shall:
1. Oversee all committees.
 2. Oversee all non-bridge related activities.
- G. Past-president – The Past President may:
1. Act as an Advisor to the Board.

Section 5: Duties of the Club Manager

The Club Manager shall:

1. Act as consultant to the Board
2. Conduct all business with the ACBL (American Contract Bridge League) and ensure that all Club games are conducted within the rules and guidelines of the ACBL
3. With Board approval, schedule all Club Championship and special Club games, ensuring that they are ACBL compliant.
4. Recommend the type of game and appropriate stratification for all Club games
5. Transmit ACBL fees and records of ACBL master points earned by members at Club games.
6. Update Club and ACBL Members' master point records periodically to assure fair and accurate handicap and stratification assignments at Club games.
7. Coordinate game director schedules to assure ACBL certified directors are assigned to each Club game.
8. Report monthly and year-to-date game attendance to the Board and recommend actions to improve game participation.
9. Report on game attendance at Annual Meeting.

Section 6: Powers of the Board of Directors

- A. In addition to the powers and authorities expressly conferred upon them by these Bylaws, the Board may exercise all such powers of the Club and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised by others.
- B. Without prejudice to the general powers conferred by Section 5A and the Articles of incorporation and Bylaws of the Club, the Board shall have the following powers:

1. To confer by resolution upon an appointed officer of the Club the power to choose, remove or suspend the assistant officers or agents.
2. From time to time to make and change rules and regulations, consistent with these Bylaws, for the management of the Club's business and affairs.
3. To authorize expenditures exceeding \$1000.00 by vote at a regular or special Board meeting.

Section 7: Standing Committees – The President shall appoint Chairmen for the following standing committees

- A. House Committee - The House Committee shall be responsible for recommending action for operation and maintenance of the Club House, grounds and equipment.
- B. Conduct and Ethics Committee – This Committee shall resolve matters involving improprieties in the Clubhouse. The Committee shall respond to written complaints received by the Chairman and has the authority to impose sanctions in accord with ACBL (American Contract Bridge League) or White Rose Bridge Club Rules. Any action taken by this Committee may be appealed to the Board.
- C. Finance Committee – This Committee shall be responsible for establishing a one-year financial plan or operating budget for the Club based on expected income and expenses and providing for long-range expenses and emergencies. The current Treasurer shall be a member of this Committee. The Finance Committee shall verify the accuracy of the Treasurer’s annual report.
- D. Tournament Committee – This Committee shall be responsible for planning and conducting any ACBL sanctioned White Rose Sectional Tournament(s) in York.

Section 8: Other Committees – The President may appoint other Committee Chairmen necessary or appropriate for Operation of the Club. These Committees may include but are not restricted to the following:

- A. Sunshine Committee – This Committee will attempt to identify all sick or incapacitated Members and initiating such actions for the Club as are deemed necessary.
- B. Partnership Committee – This Committee will attempt to provide game partners, on request, for members and guests at regular club games.
- C. Membership Committee – This Committee will be responsible for:
 - 1. Stimulating public interest in becoming Club members.
 - 2. Maintaining accurate records of paid up memberships and encouraging prompt dues payment by members.
 - 3. Publishing an Annual Membership Directory listing current members, Board members and Committee Chairmen Information on scheduled Club games and Club rules may also be included.
- D. Bridge Bits Committee – This Committee will be responsible for providing news of Club and Member activities and achievements to the ACBL Unit 168 Editor for inclusion in the “Bridge Bits” newsletter.

Section 9: Nominating Committee – The Nominating Committee shall propose candidates for election at the annual meeting as Officers and Directors of the club. This committee shall be composed of the immediate past 5 presidents of the club and chaired by the immediate past president. The slate of nominees will be complete and posted at the club by July 31st preceding the annual meeting.

Article V Membership

Section 1: Eligibility

Anyone interested in playing duplicate bridge under the rules of the American Contract Bridge League is eligible for membership in the Club. Members shall

have all the privileges of the Club and shall obey all the rules of the Club, as provided by these Bylaws and amendments thereto.

Section 2: Membership Dues

Members shall pay annual dues as established by the Board. Upon payment of dues, each member shall have full voting privileges.

Section 3: Member Game Fees

Members shall pay a fee, established by the Board, for all Club games. After two months into a fiscal year, Members who have not paid dues for the new year shall be considered guests and charged fees according to Section 4 below.

Section 4: Guest Game Fees

Anyone, not a member of the Club, wishing to play in a Club game under ACBL rules is considered a guest of the Club. The guest may be assessed a surcharge, as established by the Board, to the regular member game fee.

Article VI Meetings

Section 1. Place of Meetings

All meetings shall be held at the principal place of operation, 904 Lancaster Avenue York, PA, or where the Board may determine.

Section 2. General Membership Meetings

- A. Notice – For any Membership meeting, notice in writing, at least ten (10) days prior to the scheduled meeting, shall be mailed to every member entitled to vote. One notice per household is sufficient.
- B. Quorum – A Members’ Meeting duly called shall not be organized for the transaction of business unless a quorum is present.
 - 1. The presence, in person, of (20) voting Members, shall constitute a quorum.
 - 2. If a meeting cannot be organized because a quorum is not present, those present shall adjourn the meeting until such time and place as they may determine. In the case of any meeting called for the election of Board Members, those attending the second of such adjourned meetings, although not a quorum as fixed herein, shall constitute a quorum for electing Board Members.
- C. Voting – Each Member shall have the right, at every Member’s Meeting, to one vote.
- D. Membership Record – A record of membership status will be available for all Membership Meetings and is the responsibility of the Membership Chairman.
- E. Meeting Agenda – Voting at any general membership meeting will be restricted to items contained in the agenda mailed before the meeting.
- F. Annual Meeting – The annual meeting shall be held in October of each year on a date set by the Board. If the annual meeting is not held by October 31st any member may call the meeting by mailing notice of such to the general membership.

1. Election of Officers and Directors – The Membership shall elect a President, Vice-president, Secretary, Treasurer, Club Manager and Directors by secret ballot at the annual membership meeting.

a. The only Members eligible to be placed on the ballot are :

1) The Members selected by the Nominating Committee.

2) Members whose names were submitted in writing to the Nominating Committee Chairman at least one (1) month prior to the Annual Meeting. The submittal must be signed by five (5) other Members.

3) Those who have completed one (1) full year of membership.

b. No nominations may be made from the floor at the Annual Meeting.

c. Elected Officers and Directors shall take office immediately

2. Treasurer’s Report – The Treasurer has the duty to prepare and present at each Annual Meeting an annual report on the financial status of the Club. This report shall include:

a. A Profit and Loss Statement for the past fiscal year.

b. A report on the game activity for the past fiscal year.

c. A report of any exceptional (over \$1000.00) expenses for the past fiscal year

G. Special Membership Meetings

1. Called by Board – Special meetings of the Members may be called at any time by the President, or any member of the Board.

2. Called by Members – At any time, upon written request of at least twenty (20) Members, it shall be the duty of the Secretary to call a meeting of the membership to be held at such time as the Secretary may fix, not more than thirty (30) days after receipt of the request. If the Secretary should neglect or refuse to issue such a call, any person making the request may do so.

3. Business transacted at all special meetings shall be confined to the stated purpose of the meeting.

Section 3: Board of Directors Meetings

A. Quorum – A Board meeting duly called shall not be organized for the transaction of business unless a quorum is present. A quorum requires six (6) of the eleven (11) Board Members to be present. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting until such time and place as they may determine.

B. Meetings – There are three types of Board meetings:

1. Organizational Meeting – After election of Board Members, the newly elected Board may meet for the purpose of organization or otherwise:

a. Immediately following their election, or

b. At such time and place as shall be fixed by consent of a majority of Board Members.

2. Regular Board Meeting – Regular meetings of the Board shall be held at least once every three months. A simple majority vote of the Board shall determine the time and place of any meetings.

3. Special Board Meeting – Special meetings of the Board may be called by the President on five (5) days personal notice to each Board member. Special meetings of the Board may also be called by the President or the Secretary in like manner, and on like notice on the written request of two (2) Board members.

C. Order of Business – The order of business at all meetings of the Board, at which a quorum is present, shall be substantially as follows unless otherwise determined by the Board:

1. Roll call.
2. Reading of the minutes of the preceding meeting of the Board.
3. Reports of Officers.
4. Committee reports.
5. Unfinished business.
6. New Business.

D. Board Action without a Meeting – If a majority of the Board members shall consent to any action to be taken by the Club, such action shall be a valid corporate action as though it had been authorized at a meeting of the Board.

E. Removal of Board Members from Office

1. The Board may declare vacant the office of a Board member if, within five (5) days' notice of election, the Board member refuses to accept office, either in writing or by failure to attend a meeting of the Board.
2. The Board may vote to remove a Board Member from office if that Board Member has three (3) unexcused absences from Board Meetings within the year. Absences are excused by the President or his designee.

F. Replacement of Board Members – Vacancies in the Board shall be filled by a majority vote of remaining Board Members even though less than a quorum. Each person so elected shall serve until the next Annual Meeting when the Club Members shall elect a successor.

Article VII Expulsion of Members and Guests

Section 1: The Board shall have the authority to expel any member or guest from the Club for reasons deemed sufficient by a two-thirds (2/3) majority of the Board. All charges preferred must be in writing and must have previously been addressed by the Conduct and Ethics Committee. Members shall be permitted to appear before the Board and offer evidence in their defense.

Article VIII Books & Records

Section 1: Depository of Funds – The operating funds of the Club shall be maintained in the Club's name at a depository approved by the

Board. This depository shall be authorized to disburse funds on the signature of the Treasurer or Club Coordinator. Reserve funds shall be invested in a separate account, approved by the Board.

Section 2: Records – The Secretary shall maintain, at the Club’s office, records of the proceedings of all Board and Membership Meetings. Also maintained shall be a membership record in alphabetical order and appropriate records of Club finances. Every Member shall have the right to examine, in person or by authorized agent at any time for reasonable purpose, the financial, membership and proceedings records of the Club.

Section 3: Fiscal Year – The fiscal year of the Club shall commence on the 1st day of September and end on the 31st day of August each year.

Section 4: Budget – Expenditures in excess of the approved annual budget, must be approved by the Board as specified in Article IV Section 5.

Article IX Indemnification

The Club shall indemnify each of its Board Members against all reasonable expenses incurred in the defense of any litigation to which the Member may have been a party because he or she served as a Board Member. The Board Member shall have no right to reimbursement, however in relation to matters in which he or she was judged liable for negligence or misconduct or was derelict in the performance of his or her duties. The right to indemnity for expenses shall apply also to suits, which are compromised or settled, if approved by the Court having jurisdiction. The right to indemnification shall be in addition to, and not exclusive of, all other rights to which the Board Member may be entitled.

Article X Dissolution

This Club shall be dissolved and its affairs concluded by a majority vote of the Members present at a duly organized Membership Meeting. In the event of dissolution, the remaining assets of the Club shall be distributed to a charitable trust or non-profit organization as approved by majority vote of the Members at the Dissolution meeting.

Article XI Amendments

Section 1: A proposed amendment to these Bylaws must be submitted in writing to the President for inclusion on the agenda for the next Board Meeting. After approval by majority vote by the Board of Directors, the proposed changes will be presented to the general membership for approval. An affirmative vote by a 2/3 majority of the general membership, at a duly organized membership meeting, is required to amend these Bylaws.