

# **Bylaws of the Columbia Bridge Club, Inc. Columbia, SC**

## **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 77 Brighton Hill Road, Columbia, SC, 29223.

### Section 3: Seal

The seal of the corporation shall be circular and bear the words “Columbia Bridge Club, Inc, Columbia, South Carolina.”

## **Article II -- Objectives of the Corporation**

### Section 1: Purpose

The corporation (hereinafter referred to as “the Club”) shall operate as a non-profit bridge club under the sanction of the American Contract Bridge League (hereinafter referred to as ACBL).

### Section 2: Mission Statement

The Columbia Bridge Club, Incorporated, seeks to promote the game of bridge by providing instruction opportunities for all interested players and by providing a venue for competition for players of all levels.

### Section 3: Objectives

The objectives of the Club are

- a) To establish programs of instruction for the education of new players and to provide continuing education for the members of the Club and community.
- b) To promote and conduct bridge competition and related activities for the Club members, guests, and visitors.
- c) To encourage membership in the ACBL and to cooperate with and assist the ACBL in the promotion and operation of bridge tournaments and related activities.

## **Article III – Fiscal Year**

The fiscal year of the Club shall begin on the first day of June and terminate on the last day of May.

## **Article IV – Membership**

### Section 1: Eligibility

Any person with an interest in the game of bridge shall be eligible for membership provided that such person agrees to promote the objectives of the Club, accepts the provisions of the Bylaws, and is eligible to be an ACBL member. No person shall be denied membership because of race, color, national or ethnic origin, age, religion, disability, sex, sexual orientation, gender identity and expression, veteran status or any other characteristic protected under applicable federal or state laws.

## Section 2: Membership

Members of the Club shall consist of all persons who are members upon the adoption of these Bylaws and all eligible persons who thereafter apply for membership, effective upon payment of the annual membership dues. Membership is subject to the following:

- a) Membership privileges are suspended if annual dues are not paid in accordance with regulations established by the Board of Directors.
- b) A member whose conduct is determined to be injurious to the character or interests of the Club or who violates the Bylaws or established regulations of the Club, including ethical misconduct in accordance with ACBL regulations, may be expelled or suspended from the Club by action of the Board of Directors.

## Section 3: Privileges of Membership

- a) Members shall be allowed to participate in certain games designated by the Board of Directors for play without charge. Non-members may also be allowed to participate but may be assessed an entry fee.
- b) Members shall be eligible to cast a vote in any business brought before the general membership so long as he or she has participated in a minimum number of Club sponsored games during the preceding twelve (12) months as specified by the Board of Directors.

## Section 4: Dues

Annual membership dues shall be in such amounts and payable at such times as determined by the Board of Directors. Members shall not be imposed with a levy or any general assessment or annual charge other than the annual membership dues unless approved by a vote of two-thirds (2/3) of the voting eligible membership.

# **Article V – Membership Meetings**

## Section 1: Annual Meeting

There shall be an annual membership meeting which shall be held in conjunction with a regular Club game, but not at the same time as a monthly Club tournament or higher rated event. The annual Club meeting shall be held during the month of May no later than the third full week in the month at such time as specified by the Board of Directors. Notice of the annual meeting shall be provided to the general membership.

## Section 2: Special Meetings

Special meetings of the membership may be called at any time by the Board of Directors or by petition of one-fifth (1/5) of the voting eligible members. Notice of the time and place of any special meeting shall be provided at least ten (10) days prior to such meeting along with an agenda of the matters to be considered at such meeting. No other business shall be considered at such meetings other than that which is on the agenda. No meeting can be held for revision of the Bylaws unless a thirty (30) day advanced notice has been provided to all members.

## Section 3: Quorum

A quorum for the transaction of business at any annual meeting or special meeting shall consist of fifteen percent (15%) of the voting eligible members.

#### Section 4: Absentee Ballot

Voting by absentee ballot shall be in order for the slate of officers and the candidates for Board of Directors at the annual meeting. Voting by absentee ballot may be allowed for other special meetings by approval of the majority of the Board of Directors. Absentee ballots may be requested from the Club Secretary or the Secretary's designee. Absentee ballots must be returned in a sealed envelope with a signature affixed on the outside to the Secretary or the designee prior to the meeting. The absentee ballots shall be opened at the meeting and counted at the same time as the other ballots.

Absentee ballots shall not be counted towards the establishment of a quorum for purposes of conducting business.

### **Article VI – Board of Directors**

#### Section 1: Members of the Board of Directors

The affairs of the Club shall be managed and conducted by a Board of Directors (hereinafter referred to as the Board), which shall consist of the following individuals, each of whom must have been members of the Club for at least (12) months, with the exception of the President and Vice President, each of whom must have been members for at least thirty-six (36) months, and who are duly elected by the membership at the annual membership meeting. All members of the Board are required to be members of the ACBL. The Board shall be composed of the following members:

- (1) The President
- (2) The Vice President
- (3) The Secretary
- (4) The Past President
- (5) Six At-Large Members

#### Section 2: Terms of Office

- a) The President, Vice President, and Secretary shall be elected for a term of two years at the annual meeting. No member may be elected for the office of Vice President or President more than once in a six-year period. The Past President shall serve for a term of two years immediately following his or her term as President.
- b) Each year two (2) At-Large members of the Board shall be elected for three-year terms at the annual meeting.

#### Section 3: Nomination and Election of Members of the Board of Directors

- a) Officers and At-Large members of the Board shall be elected by, and from, the voting eligible membership of the Club at the annual membership meeting in May
- b) Each fiscal year, prior to February 1, a Nominating Committee composed of between three (3) and five (5) persons shall be appointed by the President, with the approval of the Board, from among the voting eligible members of the Club. The names of the members of the Nominating Committee shall be made available to the membership at least sixty (60) days prior to the annual meeting. If a Nominating Committee member ceases to serve on the Committee, then the President shall appoint a replacement.
- c) The Nominating Committee shall select a slate of candidates to replace those Officers and Board members whose terms of office are expiring at the end of the current fiscal year.
- d) The slate of candidates shall be provided by the Nominating Committee to the members of the Club at least thirty (30) days prior to the annual meeting.
- e) Additional nominations may be made from the floor at the annual meeting.

- f) Voting shall be by secret written ballot and counted by the Secretary and at least one other Board member appointed by the President immediately after the general meeting. Those candidates for Board positions receiving the greatest number of votes shall be declared duly elected and shall assume office on the first day of the fiscal year following the election. Vacancies for At-Large members of the Board or of the office of Secretary occurring after the elections shall be filled by appointment of the President with the approval of the Board.
- g) If the office of Past President becomes vacant, then it shall remain vacant. If the office of President becomes vacant, then the Vice President shall assume the office of President and the office of Vice President shall become vacant. If the office of Vice President becomes vacant, a special election shall be called to fill the office of Vice President.

#### Section 4: Board Meetings

The Board shall meet at least six (6) times annually with regularly scheduled meetings held during every other month beginning with the first month of the fiscal year. Notice of such meetings shall be given at least ten (10) days prior to the meeting. Any Club member may attend a regular Board meeting but shall not participate in the meeting unless with the approval of the President or of the Board. Special meetings of the Board may be called at any time by the President or at the request of five (5) Board members. In such case, notification of the meeting shall be given to all Board members at least seven (7) days prior to the meeting. At-Large Members of the Board must attend a majority of the Board meetings during the fiscal year.

#### Section 5: Closed Sessions

Closed sessions of the Board may be called by the President in which case non-Board members may not attend. Any portion of a regularly scheduled or special meeting may be declared to be a closed session.

#### Section 6: Quorum

A quorum of the Board for the transaction of business shall consist of a majority of the Board members

#### Section 7: Powers and Duties of the Board

The Board shall control and manage all affairs, property, and financial transactions of the Club. All actions of the Board shall be by majority vote of the Board members present, unless a different voting percentage is specified for a particular action pursuant to these Bylaws.

Subject to the limitation of the laws of the ACBL and of the State of South Carolina, the Board shall have the 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.
- c) The employment and discharge of employees and the supervision of their conduct and services as well as establishing their compensation.
- d) The appropriation of funds of the Club for the purposes set forth by these Bylaws for the operation and maintenance of the Club.
- e) The expulsion of any Club member for cause in accordance with the procedure as described in Article IX.
- f) The impeachment and removal of any member of the Board in accordance with the procedure described in Article IX.
- g) The general control of manner in which the bridge games are conducted subject to the requirements of the ACBL and the laws of the State of South Carolina.
- h) The determination of the compensation, if any, for appointments made by the Board.

## **Article VII – Officers**

### **Section 1: President**

The President shall be elected for one (1) two-year term. At the conclusion of his or her term of office, the President shall become Past President and shall continue to serve as a member of the Board. The duties of the President shall include, but not be limited to,

- a) Presiding at all meetings of the Board.
- b) The appointment of committees, committee chairs, and other individuals as needed to conduct the activities of the Club.
- c) The accounting to the general membership of the Club and to the Board of the general management and direction of all activities at the Club. In this capacity he or she shall be the chief executive officer of the Club.
- d) The signing of such instruments as prescribed by the Board, these Bylaws, or those imposed upon the Club by law.
- e) The appointment of a Financial Review Committee to review the financial reports annually.

### **Section 2: The Vice President**

The Vice President shall be elected for one (1) two-year term and shall assume the office of President upon the conclusion of his or her term of office. The duties of the Vice President shall include, but not be limited to,

- a) Acting in the absence of the President.
- b) Serving as parliamentarian during Board meetings.

### **Section 3: The Secretary**

The Secretary shall be elected for one (1) two-year term. In cases of absence or disability, the President shall appoint a temporary replacement. The duties of the Secretary shall include, but not be limited to,

- a) Attending all Board meetings and recording minutes of the proceedings of such meetings.
- b) Submitting minutes of the meeting to all members of the Board for corrections and additions.
- c) Publishing minutes or a summary of actions taken at all Board meetings for the general membership within fifteen (15) days of any meeting.

## **Article VIII – Appointments**

The following positions will be appointed by the President, with Board approval, at the first Board meeting of the fiscal year. Each appointment will have a one (1) year term, concluding at the first Board meeting of the next fiscal year. In the case of disability or absence, the President shall make a temporary replacement. In the case of a vacancy, a replacement will be appointed by the President, with Board approval, for the remaining term.

### **Section 1: Club Manager**

The duties of the Club Manager shall include, but not be limited to,

- a) Attending Board meetings and reporting all Club activities conducted by him or her on behalf of the Club.
- b) Preparing and submitting all applications for dates and sanctions for Club games to the ACBL and to other parties as required.
- c) Maintaining a record of all winners of Club sponsored games and events.
- d) Furnishing the ACBL and its subdivisions with necessary data on memberships.
- e) Handling correspondence with the ACBL on Club matters.

- f) Preparing and maintaining a current inventory and status of club properties and equipment.
- g) Executing all contracts, agreements, and other legal documents as approved by these Bylaws and by the Board.
- h) Maintaining and updating a membership roster containing addresses, telephone numbers, email address, and other pertinent data of the members of the Club.

#### Section 2: The Head Director

The duties of the Head Director shall include, but not be limited to,

- a) Assignment of game directors for all games held at the Club.
- b) Providing for the continued training of game directors.
- c) General supervision of the game directors.

#### Section 3: The Treasurer

The duties of the Treasurer shall include, but not be limited to,

- a) Attending Board meetings and reporting on the financial status of the Club.
- b) Collecting all funds, with supporting vouchers, due to the club from all sources, and depositing those funds to the account of the Club.
- c) Establishing appropriate accounting procedures and maintaining an up-to-date record of all Club finances. Such accounting procedures shall include reasonable categories of income and expense items.
- d) Preparing for publication a bimonthly statement of all receipts and expenditures, showing reasonably detailed categories of income and expense items.
- e) Paying all legal claims against the Club which are supported by valid vouchers or invoices.

#### Section 4: Sectional Tournament Coordinator

The duties of the Sectional Tournament Coordinator include, but not be limited to,

- a) Overseeing of all sectional tournaments sponsored by the Club.
- b) Appointing Sectional Tournament Committee members, as needed.
- c) Reporting to the Board on the status of all sectional tournaments.

#### Section 5: Education Coordinator

The duties of the Education Coordinator include, but not be limited to,

- a) Securing Board authorization for all educational programs and scheduling of all such educational programs.
- b) General supervision of the conduct of all educational programs of the Club and report to the Board on the status of such educational programs.

### **Article IX – Disciplinary Actions and Procedures**

#### Section 1: Conduct and Ethics Committee

- a) The Conduct and Ethics Committee shall be composed of either three (3) or five (5) Club members appointed by the President with Board approval. Appointments shall be made at the first Board meeting of the fiscal year for terms of one (1) year, concluding at the first Board meeting of the next fiscal year. Vacancies occurring during the year, whether from resignation or members recusing themselves, shall be filled by appointment of the President, with Board approval. One member of the committee shall act as Chair of the Committee.

- b) The purpose of the Conduct and Ethics Committee is to investigate and provide a fair hearing for any charges or complaints of misconduct or ethics violations. The ACBL Code of Disciplinary Regulations (CDR) shall be used as a guideline for the hearing of such charges or complaints and for recommended sanctions to be imposed.
- c) Any member found by the Conduct and Ethics Committee to be responsible of a conduct or ethics violation will be subject to a reprimand, probation, and/or suspension as determined by the Conduct and Ethics Committee. Additionally, the Conduct and Ethics Committee will report the complaint and its findings to the appropriate ACBL body.

#### Section 2: Expulsion of Club Members

Should the Conduct and Ethics Committee determine that a member is responsible of a violation serious enough to warrant expulsion from the Club, the Conduct and Ethics Committee will present this to the Board during a closed session at the next Board meeting. The Board may then choose to expel the member from the Club with the concurrence of a two-thirds (2/3) majority of Board members present.

#### Section 3: Impeachment and Removal of Club Officers and Board Members

Impeachment or removal procedures may be brought against any Officer or member of the Board for cause at any meeting of the Board provided two-thirds (2/3) of those present constituting a quorum shall so vote. Any Officer or member of the Board against whom impeachment procedures are initiated shall be notified 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. An affirmative vote of three-fourths (3/4) of the remaining Board of Directors shall be required for the removal of an Officer or Board member. The action taken by the Board shall be final.

### **Article X – Bylaws**

#### Section 1: Amendments

A request to amend or revise these Bylaws 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; or upon petition signed by at least two-thirds (2/3) of the members of the Board of Directors. Notice will be given to the general membership at least thirty (30) days in advance of the meeting to vote on the Bylaws revision and/or amendment. A majority of two-third (2/3) of the voting eligible members present shall be required to revise and/or amend these Bylaws.

#### Section 2: Interpretation

The Board of Directors, by majority vote, shall decide all questions of interpretation of the Bylaws.

#### Section 3: Notes

Note 1: On May 9, 2016, the members in attendance at the annual membership meeting (called in accordance with Bylaw requirements) approved an update and general revision of the Bylaws as herein documented.