

BYLAWS

Rochester Duplicate Bridge Club

ARTICLE I - NAME

The name of this organization shall be called the Rochester Duplicate Bridge Club.

ARTICLE II – OBJECT

The Rochester Duplicate Bridge Club, affiliated with and operating under the jurisdiction of the American Contract Bridge League (ACBL), shall be a non-profit organization for the purpose of playing duplicate bridge, introducing beginner and intermediate players to duplicate bridge, providing instruction to further members' skills, conducting tournaments and other competitive events as permitted by the American Contract Bridge League, and encouraging and upholding high ethical standards of play.

ARTICLE III – CLUB MEMBERSHIP

A club member is any ACBL member or other person who is in good standing with the club.

Members of the club shall be required to abide by and to conduct themselves in a manner consistent with these Bylaws and the regulations, policies, code of conduct, and ethics standards established by this club and ACBL.

ARTICLE IV – BOARD OF DIRECTORS AND OFFICERS

Section 1. The governing body of this organization shall be a Board of Directors consisting of nine club members, referred to as the Board from this point on. The nine board members shall be elected at large. The primary club manager and the treasurer shall serve as ex-officio members of the board with no voting rights, unless duly elected. This Board shall have full powers in the operation and activities of the organization. These powers shall include but not be limited to:

- (1) Appointing the primary club director and game directors, primary club manager, primary data manager, webmaster, and the treasurer, on an annual basis; the treasurer is responsible for maintaining the financial records of the club.
- (2) Determining club policies
- (3) Setting fees
- (4) Approving the club schedule
- (5) Selecting the local charity to which the proceeds from the charity games will be given

- (6) Selecting committees as needed
- (7) Appointing judiciary committee members per Bylaws
- (8) Other duties normally associated with any board

Section 2. At a Board meeting in October or November, a Nominating Committee consisting of the President Elect and two non-board members shall be appointed by the Board. It shall be the duty of this committee to nominate candidates to fill seats of directors whose terms will expire at the end of the current year. The Nominating Committee shall also act as tellers to count ballots at the end of the designated election week. Consent of the nominee must be obtained before his or her name is submitted as a candidate by the Nominating Committee. Directors may serve two consecutive two-year terms. Upon completion of two consecutive terms, a board member/officer shall not be eligible for reelection for a period of two years.

Section 3. There shall be no term restrictions for the ex-officio positions of primary club manager and treasurer.

Section 4. The members of the Board shall be elected by the process outlined in the Election Guidelines Policy, as adopted by the Board, during the month of December. The designated election week will be announced at all game sessions for the two preceding weeks. Members of the Board will serve a two year term beginning on January first. Four or five of the Board plus any vacancies will be elected each year. After the report of the Nominating Committee is heard at each game session, there shall be an opportunity for nominations from the floor. In case of more nominees than positions to be filled, those receiving the highest number of votes shall be elected.

Section 5. The officers of this organization shall be a President, President Elect, and Recording Secretary. These officers shall be elected by the Board at the first Board meeting in January. Officers must be members of the Board. These officers shall perform the duties as listed in these bylaws and in the parliamentary authority adopted by the organization and any other duties as directed by the Board or the club membership. No Board member shall hold more than one office at a time. The office of President will be filled by the President Elect of the previous year. The new President Elect will be selected from the current Board members to fulfill the two year obligation of President Elect – President.

Section 6. A vacancy on the Board shall be deemed to exist in the event of the death, resignation, inability to perform, or removal, for absenteeism or misbehavior, of any director. Should there be a vacancy on the Board, the remaining members of the Board shall appoint a club member to serve until the next annual Board election at which time a club member shall be elected to fill the unexpired term, if any. Should there be a vacancy in any office, the Board shall elect a member of the Board to fill the unexpired term. In the unlikely event that a majority of the Board positions become vacant simultaneously, the vacant positions shall be filled in a general election by the membership within a period of time not to exceed two months.

Section 7. Board members shall attend at least two thirds of the scheduled board meetings.

ARTICLE V – DUTIES OF OFFICERS

Section 1. The president shall:

- (1) Preside at all meetings of the organization;
- (2) Set the date for the first meeting at which time the Board elects officers for that year;
- (3) Serve as a liaison between the Board, primary club manager, primary data manager, and primary game director;
- (4) Appoint committees as needed;
- (5) Notify members about meetings of the organization and of the Board;
- (6) Perform all other duties usually pertaining to this office as well as those assigned by the Board or club membership;
- (7) Deliver all records and other property of the organization to his or her successor at the end of that fiscal year.

Section 2. The President Elect shall:

- (1) Perform the duties of the president in the event of the absence or disability of the president;
- (2) Perform all other duties usually pertaining to this office as well as those assigned by the Board or club membership;
- (3) Assume the office of President when his or her term expires;
- (4) Deliver all records and other property of the organization to his or her successor at the end of that term in office.
- (5) Act as chairperson of the Nominating Committee.

Section 3. The Recording Secretary shall:

- (1) Keep minutes of all business meetings of the organization and Board;
- (2) Maintain a notebook containing all official information of the club;
- (3) Perform all other duties usually pertaining to this office as well as those assigned by the Board or club membership;
- (4) Deliver all records and other property of the organization to his or her successor at the end of that term in office;
- (5) Keep a record of Bylaws.

ARTICLE VI – MEETINGS

Section 1. The annual membership meeting of the club shall be held during a designated week in December as determined by the Board. The purpose of the annual membership meeting shall be for electing members of the Board and any other business that may arise. Notice of this meeting shall be given orally at all game sessions during the two weeks immediately preceding the designated meeting week.

Section 2. Special meetings of the membership may be called at any time by the President and must be called within ten days after receipt of a petition signed by ten club members. Notice of such a meeting shall be given in a manner to be determined by the Board.

Section 3. The Board shall meet regularly throughout the year upon the call of the President.

Section 4. Special meetings of the Board must be called within ten days after receipt of a petition signed by four Board members or at the request of the Club Manager. Notice of such meeting must be given to all members of the Board either in writing, by telephone, or by email .

Section 5. A quorum at a club membership meeting shall consist of those present in person.

Section 6. A quorum at a Board meeting shall be a majority. No proxies shall be allowed at Board meetings.

ARTICLE VII – JUDICIARY COMMITTEE

When needed, the Board shall appoint a judiciary committee consisting of seven club members, including the primary club director, the primary club manager and one member of the board. The committee will review written complaints forwarded by a member, director, or member of the Board and report their recommendations for disciplinary action, if deemed necessary, to the Board. The committee shall function according to the policy adopted by the Board of Directors.

ARTICLE VIII – AUTHORITIES

Section 1. All games sponsored by the Rochester Duplicate Bridge Club shall be conducted in accordance with the latest code of laws adopted by the American Contract Bridge League.

Section 2. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the organization may adopt.

ARTICLE IX – AMENDMENT OF BYLAWS

These bylaws may be amended at any club membership meeting by a two-thirds vote of those present in person provided that the amendment has been submitted in writing or electronically sent to members, and orally announced at all game sessions during the two weeks immediately preceding the designated meeting week in which the proposed

amendment is to be acted upon. If any proposed amendment is changed at any of the game sessions at which it is to be voted upon, notice must again be given as specified in this article prior to the final vote.

ARTICLE X – INTERNAL FINANCIAL REVIEW

At the end of each fiscal year, which shall be January 1 to December 31, an internal financial review shall be performed. A review committee of three people, one of whom is not a Board member, shall be appointed by the Board. The individuals appointed should have some knowledge of best practices of bookkeeping. The findings of the financial review committee shall be reported to the full Board no later than the last calendar day in February.

Revised May 29, 2021

Revised May 20, 2016

Revised October 25, 2013

Adopted April 15, 2010