

BY-LAWS

THE ADOBE BRIDGE CLUB

Tucson, Arizona

ARTICLE 1

Names

This Association shall be known as the Adobe Bridge Club, referred to herein as the Adobe or the Club. The American Contract Bridge League is referred to herein as the ACBL.

ARTICLE II

Purpose

- A. To provide a non-profit corporation owned by the membership, open to everyone, where players can enjoy the game of duplicate bridge in a pleasant and friendly atmosphere.
- B. To sponsor, promote and preserve the game of duplicate bridge in conformity with the standards of ethical play as supported by ACBL, at a minimal cost to each player.
- C. To provide an educational program by encouraging members to learn duplicate bridge and by offering classes and educational materials in beginning, intermediate, and advanced duplicate bridge.
- D. To encourage the highest standards and ethics by all players, to actively promote such standards, and to accept responsibility for enforcing such standards.

ARTICLE III

Membership

- A. Everyone is eligible for membership and no one shall be denied membership because of race, creed, color or point of origin.
- B. The Club Membership Year shall be November 1 through October 31.
- C. Membership is obtained for the next Membership Year by playing in at least 20 sessions of bridge, at the Adobe, during the current Membership Year.

ARTICLE IV

Board of Directors

- A. The Board of Directors shall be comprised of nine (9) elected members and an appointed, non-voting, Non-Life Master Representative. Each year either four (4) or five (5) Adobe Bridge Club members, as the case may be, shall be elected to the Board of Directors for two

- (2) year terms. The Board may appoint a Parliamentarian, and the Past President may attend Board meetings in an advisory capacity.
- B. The Adobe Board shall govern and manage the Club.
- C. Only Adobe members are qualified to be elected or appointed to the Adobe Board.
- D. In addition to any powers granted by other provisions of these By-Laws, the Adobe Board shall have powers and duties including, but not limited to the following:
1. Hold meetings.
 2. Appoint from among the Board members, the following officers: President, Vice President, Secretary, and Treasurer, who shall serve for a one-year term. The Adobe Board shall elect these officers from the Board members at its first meeting following the election and the persons elected shall hold office for one (1) year or until their successors have been duly elected.
 3. Conduct all of the business of the Adobe, which includes but is not limited to:
 - a. reviewing monthly operations reports
 - b. auditing all receipts and disbursements of the Adobe and approving all non-budgeted expenditures in excess of \$300.00 (including non-budgeted charitable donations)
 - c. authorizing disbursement of Club funds
 - d. establishing the amounts charged for game fees
 - e. hiring employees, contractors and agents and establishing their compensation
 4. Acquire, hold, administer and maintain all physical properties and funds of the Adobe.
 5. Appoint and supervise a Club Manager, whose duties shall include, but not be limited to those required by the ACBL.
 6. Approve rental and lease agreements and other contracts.
 7. Establish long range goals and plans for the club.
 9. Establish and set guidelines and goals for committees; require and approve committee reports.
 11. Approve the suspension, expulsion, and reinstatement of Club members in accordance with ACBL policy.
 12. Remove for cause any Board Member and appoint a successor.
 13. Elect Club members to fill vacancies on the Board.
- C. Meetings. The Board shall meet at least once every sixty (60) days or at the discretion of the President, whichever is the earlier, with 48 hours' notice. A quorum for transaction of business shall consist of a majority of Board members.
- F. Failure to receive notice of a meeting. Should a Board Member fail to receive notice of a meeting, said member may invalidate the meeting by objecting in writing to its validity either prior to or after the time of the meeting; or said member may attend the meeting to object to

its validity; or said member may attend the meeting without objecting, thereby waiving objection to the meeting.

- G. Compensation. The officers and Members of the Adobe Board shall receive no compensation for their services as Board Members except for the Treasurer, whom the Board may choose to compensate as it deems appropriate.
- H. Resignation. Any Adobe Board member may resign at any time by giving written notice of such resignation to the Adobe Board.
- I. Vacancies. If the President is terminated or resigns, the Vice President shall succeed to the office for the unexpired term. The Adobe Board shall fill vacancies in all other elected offices for the unexpired term.
- J. Removal. Any Member of the Adobe Board may be removed for cause by a petition signed by at least eighty (80) members of the Club. Also, six (6) members of the Adobe Board may initiate the removal of a Board Member. The member in question is entitled to a hearing by the Board and to be represented by counsel. After the hearing, an affirmative vote of seven (7) Board Members shall be sufficient for permanent removal.
- K. Liability. The Club shall indemnify and hold harmless all Members of the Adobe Board. Members of the Adobe Board shall not be personally liable for the Club's debts, liabilities, or other obligations provided their actions are within the scope of their authority.
- L. Standards of Conduct. Officers and Board Members have the obligation to keep confidential any non-public information belonging to the Adobe and to avoid personal conflicts of interest.

ARTICLE V

Membership Meetings

- A. There shall be an annual meeting, in November, of the membership for the purpose of announcing candidates for the Adobe Board, and for other business as may be deemed appropriate.
- B. The Board shall fix the time and place of the annual meeting and post that information on the Adobe bulletin board at least twenty (20) days prior to the annual meeting.
- D. Upon ten (10) days' notice, special meetings of the members may be called at any time by the Adobe Board, by the President, or by a written petition signed by at least twenty-five (25) or more Club members, submitted to the Secretary. The notice will be posted on the Adobe bulletin board and shall contain an agenda of the matters to be taken up at such meeting. No other matters shall be considered.
- E. Meetings called by petition are required to be held within thirty (30) days.
- E. A quorum for the transaction of business at any annual meeting shall be sixteen (16) members.
- F. No proxies shall be permitted.

ARTICLE VI

Election of Board Members

Prior to October 1, the President shall appoint an Election Committee consisting of 3 members, no more than one of whom shall be an Adobe Board member. None may run for election in the current cycle.

A. Nominations.

1. Any person qualifying as a Club member in the coming Membership Year may run for the Board by submitting his/her name to the Election Committee during the month of October.
2. At least twenty-five (25) days prior to the annual meeting, the Election Committee shall submit to the Secretary a list of candidates who have agreed to run for the Board.
3. The Secretary shall post this list on the Adobe bulletin board not less than twenty (20) days prior to the annual meeting.

B. Election.

1. The election shall be conducted by secret ballot. The Election Committee shall be responsible for compiling a membership list for the coming Membership Year, and for having ballots printed. Names on the ballot shall appear in alphabetical order, with incumbents designated, and the number of vacancies stated.
2. Each candidate may present in one hundred (100) words or less a campaign statement, which shall be posted on the Adobe bulletin board and be made available during the election.
3. Voting shall commence on the first Sunday in December and end the following Saturday. Each member shall sign to signify receipt of a ballot. Marked ballots shall be secured by the Election Committee.
4. At the close of the election, the Election Committee shall have the votes counted. Election results will be posted on the Adobe bulletin board.
5. Marked ballots shall be saved for one month and then disposed of by the Election Committee.
6. In the event there is a tie for the election of Board Members, the President, assisted by the Secretary shall by lot, in the presence of the members attending the board meeting, determine the Board member or members elected.

C. Vacancies: Any vacancy on the Board shall be filled by a majority vote of the Adobe Board and the person so appointed shall hold office during the unexpired term. A Board Member is considered to have vacated his/her office three (3) consecutive board meetings are missed without valid cause as determined by the Adobe Board.

ARTICLE VII

Duties of the Officers of the Adobe

A. Duties of the Officers include but are not limited to:

The **President** as the chief executive officer of the club and its official representative shall:

1. Call all regular and special meetings.
2. Preside at meetings of the members and of the Adobe Board. The President does not vote except to break a tie, to remove a Board member from office, or to elect officers.
3. Enforce the execution of actions voted by the Adobe Board.
4. Appoint special committees with approval of the Adobe Board.
5. Serve as an ex-officio (non-voting) member of all committees, except the nominating committee.
6. Be empowered to sign checks on the club's bank account.
7. Sign all contracts and any other obligations on behalf of the Club as directed by the Adobe Board.
8. Perform such other duties as directed by the Adobe Board.
9. Obtain approval of the Board before taking any action that would be binding on the Club.
10. Prepare an annual report and render a summary of this report at the annual Members' meeting.
11. Review the Treasurer's annual report.

The **Vice-President** shall preside at meetings in the absence of the President and shall carry out all duties of the President in the President's absence.

The **Secretary** is the Adobe recording officer. The Secretary shall:

1. Take and keep the minutes of all meetings of the Members and the Adobe Board in a permanent form.
2. Within ten (10) days of each meeting furnish a copy of the minutes to the Board members and the Club Manager.
3. After the minutes have been approved at the next Board meeting, they shall be posted on the Adobe bulletin board.
4. Be the custodian of all records and papers of the Adobe, except those that pertain to special committees.
5. Be responsible for sending cards, flowers, or whatever might be deemed appropriate to members.
6. Receive and file all written reports.
7. Handle Adobe correspondence.
8. Deliver the records of the Adobe to the elected successor.

The **Treasurer** is entrusted with custody of the Adobe's funds. The Treasurer shall:

1. Pay all bills and sign checks within the budget established by the Adobe Board.
2. Oversee the bookkeeping and preparation of monthly budget reports.

3. Insure that all tax returns are filed.
4. Prepare an annual report for presentation to the Board.
5. Assist in the preparation of the budget and make financial information available to Adobe Board members.
6. Deliver the books of the Adobe to the elected successor.

ARTICLE VIII

Committees

- A. The President, with the approval of the Adobe Board, shall appoint members to the Standing Committees and Special Committees. No committee shall incur any expense without the prior consent of the Adobe Board.
- B. The Standing Committees shall be:
 1. Education. The Education Committee shall plan, organize and direct the Club's educational programs. These include classes, seminars and other activities that provide for the educational interests of the members and public at large.
 2. Membership and Publicity. The Membership committee shall be charged with keeping the current membership interested in and enthusiastic about playing at the Adobe. It shall also actively pursue and encourage participation by bridge players in the Tucson area. The committee shall arrange newspaper and other media coverage to publicize the Club's events.
 3. Hospitality. This committee shall be responsible for the arrangements of all special events.
 4. Conduct and Ethics. Violations of Adobe or ACBL policies and regulations shall be addressed by this committee. Any actions taken by this committee may be appealed to the Adobe Board.
- C. Special Committees shall be created and dissolved as necessary by the President with approval of the Adobe Board.

ARTICLE IX

Amendments

Amendments to the By-Laws may be proposed via a petition signed by at least thirty-six (36) members and submitted by the Secretary at least fifteen (15) days in advance of the annual meeting or any special meetings called for the purpose, or via a petition signed by at least five (5) members of the Adobe Board. It shall be the duty of the Secretary to incorporate the text of the proposed amendment in the notice of the meeting. The concurrence of two-thirds of all members present and voting shall be required to pass any amendment.

ARTICLE X

Parliamentary Procedure

The rules contained in the current edition of Robert's Rules of Order shall be used to conduct meetings of the Adobe Board, Committees, and the membership as applicable, if they do not conflict with the By-Laws or the laws of the State of Arizona or ACBL regulations.

ARTICLE XI

Dissolution

Upon dissolution and liquidation of The Adobe, the Board shall, after paying or making provision for the payment of all liabilities of The Adobe, give any remaining assets to the education fund of Unit 356 of the ACBL.