

THE HARRISBURG BRIDGE CLUB BYLAWS

Revised 12-10-2017

(Previously revised 12-10-95, 12-12-99, 12-12-04, 2-17-05, 12-12-10, 12-16-12)

*(Robert's Rules of Order, revised, shall be accepted as the governing authority
for all matters not specifically covered by these bylaws)*

ARTICLE I. MEMBERSHIP

Section 1. Membership in The Harrisburg Bridge Club (the "Club") shall be of three classifications: (a) Regular members, (b) Life Members and (c) Emeritus.

- (a) Regular Members shall be members who are interested in Contract Bridge under the rules of the American Contract Bridge League ("ACBL"). They shall pay such annual dues into the Treasury of Club as established by the Board of Governors. They shall have full voting privileges and shall be eligible to serve on any committee. After one full year as members they may be elected to office.
- (b) Life Members shall be those persons who have paid the fee for life membership established by the Board of Governors. They shall pay no annual dues but shall have all rights and privileges of Regular Members.
- (c) Emeritus members shall be those members who are granted life membership by the Board of Governors to honor them when they can no longer be active members due to health or mental status. Such members are recognized in this manner for their past service to the club.

Section 2. All members shall have all privileges of the club and shall obey all rules of the club as provided by these bylaws or amendments hereto. No one shall hold elective office or be a member of a standing or nominating committee without being a paid-up member of the club.

Any new application for membership in the Club shall be sponsored by two (2) paid up members and shall be approved by a two-thirds (2/3) majority of the Board of Governors voting.

ARTICLE II. MEETINGS OF CLUB MEMBERSHIP

Section 1. Place of Meetings: All meetings of the members shall be held at the registered office of the Club, within the Commonwealth of Pennsylvania, or at such other place as the Board of Governors may, from time to time, determine.

Section 2. Annual Meeting: The Annual Meeting of the members shall be held in the last quarter of each year at the call of the President.

- (a) Written notice of the meeting shall be delivered to each member of record at least thirty (30) days prior to the date named for the meeting.
- (b) The notice of the meeting shall contain the names of those people nominated by the

Nominating Committees for the Board of Governors and Officers.

Section 3. Special Meetings

- (a) Special Meetings of the members may be called at any time by the President or the Board of Governors.
- (b) At any time, upon written request of ten (10) percent of the members of the Club, it shall be the duty of the Secretary to call a Special Meeting of the members. The Secretary shall set the date within ten (10) days after receipt of the request. The meeting shall be held within sixty (60) days.
- (c) Business transacted at all Special Meetings shall be confined to the subjects stated in the call and matters germane thereto.

Section 4. Quorum: At a members' meeting, duly called, business shall not be conducted unless a quorum is present.

- (a) The presence of ten (10) percent of the members entitled to vote shall constitute a quorum for the Annual Meeting or for a Special Meeting.
- (b) If business cannot be conducted because a quorum is not present, those present may adjourn the meeting to such time and place as they may determine, not inconsistent with Section 7. In the case of the Annual Meeting, those who attended the second of such adjourned meeting, although less than a quorum as fixed herein, shall nevertheless constitute a quorum for the purpose of electing members of the Board of Governors.

Section 5. Voting: Every member of record shall have the right, at every member's meeting, to one (1) vote. Voting by proxy shall not be permitted.

Section 6. Election of Governors: In addition to those persons nominated by the Nominating Committees, nominations may be made as follows: By any three (3) members of the Club, provided that the nomination is in writing, contains the acceptance of the person nominated, and is submitted to the Secretary at least ten (10) days prior to the date set for election. Whenever there are more candidates than vacancies, elections for Governors shall be by ballot. Ties for the final Board positions shall be broken by a re-vote of the members present at the meeting to select from the tied candidates. Subsequent ties shall be broken by lot. The new Governors' terms shall begin immediately following the vote tabulation at the annual meeting.

Section 7. Adjournments: Adjournment or adjournments of an Annual or Special meeting may be taken, but any meeting at which Governors are to be elected shall be adjourned only from day to day until such Governors have been elected.

Section 8. Membership Record: The President shall appoint a Membership Chairman who shall keep at the club's office a Membership Record containing the name and address of each member. Upon request of a member, the records of membership shall be produced at any General or Special Meeting of the Club. If at any meeting the right of a person to vote is challenged, the presiding officer shall require such records to be produced as evidence of the right of a person challenged to vote, and all persons who appear by such records to be members may vote.

ARTICLE III. GOVERNORS

Section 1. Number and Term of Office: The property and business of the Club shall be managed by a Board of Governors.

- (a) Voting members shall include the Vice President, Secretary, Treasurer, Club Manager, House Chairman, Membership Chairman, Conduct, Decorum and Ethics Chairman and the Governors elected by the membership of the Club or their replacement per Section 6. If the officers, including the President, are serving as Governors when elected to hold office, they shall not be replaced on the Board. The President votes only in the case of a tie.
- (b) Other committee chairmen, including the immediate past President, should attend the Board Meeting and shall have voice, but not vote.
- (c) At each Annual Meeting five (5) Governors shall be elected for a period of three (3) years, provided, however, that to be eligible for election a nominee shall have been a member of the Club for at least one (1) year. No elected Governor or one appointed to fill a Governor's vacancy shall be eligible to succeed himself. Board members must reside in the Commonwealth of Pennsylvania.

Section 2. Organizational Meeting: Immediately after the election of Governors, the newly elected Board shall meet for the purpose of organization and election of officers.

Section 3. Regular Meetings: Regular meetings of the Board of Governors shall be held once per quarter at the registered office of the Club or such other place within the Commonwealth of Pennsylvania as shall be determined by the President. Board members are to be notified ten (10) days before the meeting and provided with an agenda and a copy of the minutes of the previous board meeting.

Section 4. Special Meetings: Special Meetings of the Board may be called by the President on five (5) days' notice to each Governor, either personally, by electronic mail or by first class mail. On the written request of five (5) members of the Board of Governors, Special Meetings shall be called by the President or Secretary in like manner and on like notice.

Section 5. Quorum: A majority of the voting Governors in office shall be necessary to constitute a quorum for the transaction of business. Voting by proxy shall not be permitted.

Section 6. Vacancies: Vacancies in the Board of Governors shall be filled by a majority vote of the remaining members of the Board (unless vacating Governor becomes an officer). Each person so elected shall be a Governor or officer for the unexpired term. The Board Members shall nominate a replacement at the first (1st) scheduled Board Meeting following the creation of said vacancy. A simple majority vote is required by the Board. If the office of President is vacated and filled and the new president serves more than six months of an unexpired term, he may not serve for more than one additional term.

Section 7. Order of Business: The order of business at all meetings of the Board of Governors (at which a quorum is present) shall be substantially as follows, unless otherwise determined by the Board:

- (a) Roll Call.
- (b) Reading and approval of the minutes of the preceding meeting of the Board of Governors and reading of the minutes of any Executive Committee meeting.
- (c) Reports of Officers.
- (d) Committee Reports.
- (e) Unfinished Business.
- (f) New Business.

Section 8. Removal of Governors. The Board of Governors shall declare vacant the office of Governor if:

- (a) He refuses to accept such office in writing within five (5) days after notice of his election, or
- (b) Without cause, he fails to attend two (2) consecutive meetings of the Board of Governors.

Section 9. Powers of the Board of Governors:

- (a) In addition to the powers and authorities by these bylaws expressly conferred upon them, the Board of Governors 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 or done by others.
- (b) Without prejudice to the general powers conferred by Section 9 (a) and the Articles of Incorporation and Bylaws of the Club, it is expressly declared that the Board of Governors by a two-thirds (2/3) vote, shall have the following powers:
 - (1) To remove any member or officer of the Board of Governors from his position or suspend him from the club.
 - (2) From time to time to make and change rules and regulations, not inconsistent with these bylaws, for the management of the Club's business and affairs.
- (c) A vote of two-thirds (2/3) of the eligible voting members of the Board of Governors shall be required for the purchase of real property, or to sell, mortgage, lease away, or otherwise dispose of real property. Voting by proxy shall not be permitted.
- (d) An expenditure by a Board Member or Committee Chairman in excess of Two Hundred Dollars (\$200) shall be valid if:
 - (1) The expenditure is within the budgeted amount and authorized by the Treasurer, or
 - (2) The expenditure has been authorized by two-thirds (2/3) vote of the members of the Board of Governors or the Executive Committee at a Special Meeting.

- (e) The Board of Governors shall establish a Code of Disciplinary Regulations ("CDR"). The CDR should be with consistent with the Code of Disciplinary Regulations of the ACBL but need not be identical to it. The CDR shall be posted in the Club building and on the Club website. The Board of Governors may adopt amendments to the CDR, which amendments shall be communicated to the membership via e-mail, posting on the Club premises and posting on the Club website, and any such amendments will become effective 30 days after such proposed amendments are posted on the Club website. The Board of Governors shall have the power to affirm, modify or reverse any disciplinary actions imposed by the Conduct, Decorum and Ethics Committee.

ARTICLE IV. OFFICERS

Section 1. Election of Officers

- (a) In addition to those persons nominated by the Nominating Committee for an office, nominations may be made as follows: By any three (3) members of the Club, submitted to the Secretary and posted at least ten (10) days prior to the date set for election. The Secretary shall then notify all first and second year Board members and all nominees for the Board of these additions.
- (b) At the first meeting of the Board of Governors held after the Annual Meeting of the members, it shall be the duty of the Board of Governors to elect the officers of the Club, under provisions of these bylaws. The newly elected officers' terms shall begin on January 1st.
- (c) The officers of the Club shall be the President, Vice President, Treasurer and Secretary.
- (d) To be eligible for election to the office of the President or Vice President, a nominee shall have served on the Board of Governors for at least three (3) years prior to the start of his term as president or vice president. The President shall be allowed to succeed himself for one (1) additional term only.

Section 2. Term: The officers of the Club shall hold office for one (1) year beginning January 1st or until their successors are chosen and shall qualify. Any officer elected or appointed by the Board of Governors may be removed by a two-thirds (2/3) vote of the Board of Governors whenever, in their judgment, the best interest of the Club will be served thereby. No person may hold more than one office simultaneously.

Section 3. Powers and Duties: The powers and duties of the officers of the Club shall be as follows:

- (a) **President:** He shall be the Chief Executive Officer of the Board of Governors. He shall preside at all meetings of the Board of Governors and the Executive Committee. He shall see that all orders and resolutions of the Board of Governors concerning the business and affairs of the Board are carried into effect. He shall be an ex-officio member of all committees and shall have the general powers and duties of supervision and management usually vested in the Chief Executive Officer.

- (b) Vice-President: He shall act as President in the absence of the President and shall exercise all the powers and duties of that office.
- (c) Treasurer: He shall have custody of the funds and securities of the Club and shall keep full and accurate accounts of receipts and disbursements. He shall disburse the funds of the Club as he may be ordered by the Board of Governors and shall render, at the Annual Meeting, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Club. The accounts of the Treasurer shall be reviewed within thirty (30) days after the close of the calendar year and the Treasurer's report shall be on file in the Club House and available to members upon request. He shall be responsible for all tax forms required by the government. He shall appoint an Assistant Treasurer, subject to the approval of the President. The assistant treasurer shall be of general assistance to the Treasurer in performing the duties of his office and shall assume the duties of the Treasurer during the absence of that officer including voting at Board and Executive Committee meetings.
- (d) Secretary: He shall attend all meetings of the Board of Governors and the Executive Committee and act as clerk thereof. The Secretary shall record the minutes of all meetings of the Board of Governors and the Executive Committee. The Secretary shall read these minutes at subsequent meetings of the Board of Governors. He shall give notice to all members as required by these bylaws.

ARTICLE V. EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall consist of the President, Vice-President, Treasurer, Secretary, Club Manager, House Chairman, and one (1) member of the Board of Governors who shall be elected annually by said Board of Governors at their organizational meeting.

Section 2. Duties: It shall be the duty of the Executive Committee to act on all matters that, in their judgment, can be authorized without a full Board Meeting, but not to exceed an expenditure of \$3000.00

Section 3. Meetings: The Executive Committee shall meet at the call of the President, or in his absence, at the call of the Vice President.

ARTICLE VI. STANDING COMMITTEES

Section 1. Club Management Committee: The President shall appoint a Club Manager who may appoint additional members of the Club Management Committee to assist with the running of Club games. Games shall be conducted in accordance with the Rules and Regulations of the ACBL. The Club Manager shall determine the number and types of games to be held, masterpoint restrictions, and any other matters pertaining to the conduct of games at the Club. The Club Manager shall serve as a member of the Board of Governors and the Executive Committee.

Section 2. House Committee: The President shall appoint a House Chairman who may appoint additional members of the House Committee to supervise and maintain the Club House facilities. He shall act as liaison with the Club Steward and is responsible for rental agreements. The chairman of this committee shall serve as a member of the Board of Governors and the Executive

Committee.

Section 3. The President shall appoint Nominating Committee Chairmen to propose candidates for election to the Board of Governors and for President, Vice President, Secretary and Treasurer. The committee appointed to propose candidates for election as Governors shall consist of the retiring members of the Board of Governors. The committee appointed to propose candidates for election as officers shall consist of the members of the Board of Governors who are serving their second year. These two (2) committees shall be separate and distinct entities.

Section 4. Conduct, Decorum and Ethics Committee: The President shall appoint a Conduct, Decorum and Ethics Chairman. The Chairman shall establish a committee of at least four (4) additional members to resolve complaints brought to it pursuant to the CDR established by the Board pursuant to Article III, Section 9(e) of these Bylaws, and to impose sanctions in accordance with the CDR.

ARTICLE VII. OTHER COMMITTEES

The President shall appoint such other committees deemed necessary for the proper functioning of the Club. The Chairmen of these committees should be chosen from members of the Board of Governors except where special expertise is required.

ARTICLE VIII. BOOKS AND RECORDS

Section 1. Depository of Funds: The general fund of the Club shall be kept in an account maintained in the name of the Club at such depository as the Governors shall, from time to time, select. The said depository shall be authorized to pay out funds on deposit on the signature of the Treasurer or Assistant Treasurer and the countersignature of the President or Vice President.

Section 2. Records: The Club shall keep, at the office of the club, records of the proceedings of the members and of the Governors and of the Executive Committee, and also a membership register giving the names of the members, in alphabetic order, and an appropriate and complete record of its finances. Every member shall have the right to examine, in person or by agent or attorney, at any reasonable time or times, for any reasonable purpose, the books of account, the membership register, and the records of the proceedings of the members and Governors and the Executive Committee.

Section 3. Fiscal Year: The fiscal year of the Club shall commence on the 1st day of January and end on the 31st day of December.

Section 4. Budget: The Treasurer shall prepare and present to the Board of Governors a suggested annual balanced budget of total income and total expenses necessary for all normal operating expenses, amortization of mortgage and bonds, interest, taxes, heat, light, depreciation, etc. Expenditures in excess of the annual budgeted amount shall be approved by the Board of Governors or the Executive Committee as specified in ARTICLE III, Section 9(d).

Section 5. Bylaws: A copy of the current bylaws shall be given to all officers and governors at the beginning of their term. In addition, a copy of the current bylaws shall be on display at the club at all times.

ARTICLE IX. INDEMNIFICATION

The Club shall indemnify each of its Governors and officers against all reasonable expenses actually and necessarily incurred by him in connection with the defense of any litigation to which the individual may have been a party because he is or was a Governor or officer of the Club. The individual shall have no right to reimbursement, however, in relation to matters as to which he has been adjudged liable for negligence or misconduct in the performance of his duties or was derelict in the performance of his duties. The right to indemnity for expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement.

The right to indemnification shall be in addition to, and not exclusive of, all other rights to which such Governor or officer may be entitled.

ARTICLE X. NONDISCRIMINATION

The Club shall not discriminate on the basis of race, color, religious creed, ancestry, sex, sexual orientation, gender identity or expression, age or national origin. Masculine pronouns used in these Bylaws shall be construed as gender neutral.

ARTICLE XI. AMENDMENTS

Section 1. A proposed amendment to these Bylaws shall be submitted in writing to the Secretary for inclusion in the notice of the next meeting of the Board of Governors. The Board shall consider the proposed amendments for recommendation to the general membership for final action.

Section 2. The Secretary shall include with the notice of any Annual or Special Meeting of the membership of the Club any proposed amendment that has been considered by the Board of Governors and advise members of the Board's recommendation. Of the members voting at such meetings, the vote required for passage of the proposed amendment shall be:

- (a) A majority, if the Board of Governors has recommended adoption, or
- (b) Two-thirds (2/3), if the Board of Governors has recommended against adoption.

Section 3. Unless a different effective date is included in the proposed amendment, all amendments to these Bylaws shall be effective upon adoption