

# BYLAWS

## Bridge Center of Greater Lansing, Inc.

16 March 1980

as amended 11/24/1980, 1/4/81, 4/25/82  
4/2/89, 6/2/91, 6/28/92, 6/5/94, 4/27/97, 4/21/2002, 6/12/11

### I. Board of Directors and Officers of the Corporation

(a) The Board of Directors shall consist of 7 members.

(b) The Directors shall be elected by vote of the stockholders (hereinafter referred to as members) for two year terms, except that, in order to create staggered terms, one half (4) of the members of the first Board shall be elected for one year terms.

(c) No person may serve as a Director of the corporation who is not either a member or a creditor of the corporation.

(d) No bond shall be required as a precondition to any person being elected or serving as a Director.

(e) All business coming before the Board shall be resolved in accordance with the votes of a majority of the Board, provided a quorum is present.

(f) A quorum shall consist of 5 Directors.

(g) Each member shall be entitled to cast one vote for each position on the Board to be filled.

(h) The Board shall meet at least twice annually, or on the call of the President, or on the call of any three Directors.

(i) Each Director shall be entitled to notice of all meetings of the Board. Notice may be provided by (1) telephone (two attempts) or in person 24 hours in advance of the time scheduled for the meeting, (2) first class mail sent 72 hours in advance, (3) third class mail sent 96 hours in advance, (4) posted notice on the business premises of the corporation seven days in advance of the time scheduled for the meeting, or (5) electronic means.

(j) The Board of Directors shall have the power to administer all business and affairs of the corporation, in compliance with these bylaws.

(k) Vacancies on the Board may be filled by the Board, except that any person so appointed to the Board shall stand election at the next regularly scheduled election of Directors, for any unexpired portion of the term to which appointed. Any member of the Board of Directors absent, without approval of a majority of the Board, from three consecutive (or four out of five) regular scheduled meetings of the Board shall be deemed to have resigned, and the position vacant.

(l) A Director may be subject to recall by signed petition of 15% of the membership. Upon receipt of such petition, the Board shall schedule a recall election within thirty days. Two-thirds majority is required for successful recall.

(m) Members of the Board of Directors, as de facto emissaries of our Club to the public, are to be held to the highest Bridge standards of deportment, propriety, and ethics. Inasmuch as the behavior at the Club of our elected officials necessarily reflects on the Membership as a whole, members of the Board of Directors shall conduct themselves in a decorous and conciliatory manner.

(n) There shall be a President, Vice-President, Secretary, and Treasurer of the Corporation.

(o) Other offices may be created by the Board of Directors.

(p) All officers shall be appointed, from among the membership, by the Board of Directors and shall serve terms of one year.

(q) Notwithstanding any other bylaw to the contrary, all officers shall serve at the pleasure of the Board of Directors, whether or not a one year term has been completed.

(r) The Treasurer shall maintain suitable financial records so that the corporation may comply with all applicable laws, including those relating to internal revenue and taxation, whether federal, state, or local, and perform such other duties as may be assigned or delegated by the Board of Directors.

(s) There shall be a secretary, whose duties shall include keeping the minutes of the meetings of the Board of Directors. The Secretary shall prepare the minutes for approval and provide copies thereof to members of the Board at least one week prior to the next scheduled meeting of the Board.

(t) If the number of Directors on the Board falls below 5, a special members meeting of the corporation shall be held within 30 days as scheduled by the remainder of the Board or by petition if necessary.

## II. Committees

(a) Nominating Committee:

The President shall appoint a Nominating Committee of at least three members. The names of this committee shall be promulgated three months prior to the annual meeting, and posted at the Bridge Center. The Nominating committee shall post the slate of nominees one month prior to the election.

(b) Membership Promotion Committee:

The President shall appoint a committee of at least five members to be chaired by the Vice President. The committee shall make recommendations to the Board for increasing the number of members and improving the climate of the Bridge Center.

(c) Financial Review Committee:

The President shall appoint a committee to review the Treasurer's Records at the end of the fiscal year and to report to the members.

## III. Members

(a) Any person may become a member by purchasing one (1) share of stock for not less than ten dollars (\$10.00).

(b) Each member shall be entitled to one (1) vote on all matters considered at member meetings. A vote may be cast in person or by absentee ballot.

(c) Membership certificates shall be issued.

(d) Members shall pay annual dues. Annual dues for the coming year shall be set by the members at the annual meeting.

(e) Failure to pay annual dues shall result in the cancellation of membership and the loss of member rights as set forth in these Bylaws. A former member, whose membership was cancelled, shall have their membership and all member rights reinstated upon the payment of dues.

## IV. Annual Members Meeting

(a) An annual meeting of all members shall be held on the a convenient Saturday or Sunday between April 15 and June 15.

(b) The agenda for the annual meeting of members shall be determined by the Board of Directors. Any member may add an item to the agenda by submitting the item in writing to the Board.

(c) Notice of the annual meeting shall be given to all members one month in advance, by posting a notice thereof on the business premises of the corporation.

(d) All authority resides in the members of the corporation. These bylaws may only be amended by the three part process of proposal, deliberation, and voting.

(i) An amendment is proposed by a majority of the Board, or a majority of those attending any member meeting, or by petition signed by at least 25 members.

(ii) A meeting of the members will be scheduled for consideration and open discussion of any bylaw amendment proposed in (i). At least 10 days before a special meeting scheduled, there shall be posted on the business premises of the corporation, notice of the meeting with the text of any proposed bylaw amendment. At this meeting, the proposed bylaw may be revised as to form or content or a substitute adopted, but it may not be amended or replaced so as to extend to new subject matter areas. Upon majority approval, the amendment shall be placed before the members for a vote.

(iii) Voting on an amendment approved in (ii) shall be at the Annual Meeting. At least 30 days before the meeting, notice shall be mailed to every member of the meeting with the text of any proposed bylaw amendment and an absentee ballot. An amendment shall be deemed adopted if approved by two-thirds of those voting, but in no case with fewer votes in support than 20% of the members. Absentee ballots may be delivered by hand or by post to the Bridge Center.

(iv) In an emergency, a proposed bylaw amendment (other than one which applies to the bylaw amendment process) may be temporarily adopted with petition from 20% of the members and unanimous concurrence of the Board of Directors until the procedures in (ii) and (iii) can be followed, but in no case for more than ninety days.

(e) By petition to the Board of Directors signed by any twenty-five (25) different individual members, a special meeting of members may be called at any time. Upon presentation of such a petition and verification of the signatures and their sufficiency, the Board of Directors shall call a meeting of the members to be held within ten (10) days of service of the petition. Notice of the meeting shall be posted as soon as practicable on the business premises of the corporation.

(f) Special meetings of members may also be called at any time by the Board of Directors on its own initiative. Notice shall be provided as set forth in subparagraph IV.(c) of this bylaw.

## V. Member Rights

Each member has the following rights:

(a) To notice of all member meetings, annual or special;

(b) To inspect the books of the corporation, upon forty-eight (48) hours notice to the Treasurer, at the business premises of the corporation, or any other place mutually agreeable;

(c) To inspect the minutes of the meetings of the Board of Directors upon forty-eight (48) hours notice to the Secretary of the Board, at the business premises of the corporation or any other place mutually agreeable;

(d) To attend meetings of the Board of Directors. To effectuate this right, any member who files in writing his desire to be informed of the time and place of all meetings of the Board of Directors and pays a service charge of three (3) dollars annually shall be entitled to the same notice of meetings of the Board of Directors as if that member were a Director, in accordance with bylaw I.(i).

(e) [to] An annual report on the affairs of the corporation;

(f) [to] Receive any publication promulgated by the corporation;

(g) Notwithstanding bylaw V.(d), the Board of Directors, by majority vote of those in attendance, may meet in closed session for the purpose of considering, deliberating, or voting upon: (1) Disciplinary matters, including ethics, conduct, and deportment, or (2) Personnel actions, including hiring and firing. The Board of Directors may, at any time, by majority vote of those in attendance, exclude from a meeting of the Board any person who is not a member, for any reason or no reason. The Board may also, by direction of a majority of those in attendance, eject any person, including a member, from a meeting in cases of disruption of the orderly conduct of business coming before the Board.

#### VI. Fiscal Authority

(a) Any capital expenditure that exceeds the “capital expenditure limitation” shall require membership approval. The “capital expenditure limitation” shall be set by the members at the annual meeting

(b) Upon dissolution of the Corporation, the Board shall distribute corporation assets to appropriate nonprofit organizations.