

BY-LAWS

For

SOUTH BAY BRIDGE CLUB, INC.

**A social and recreational non-profit organization within Torrance-South Bay Unit 568
of the American Contract Bridge League (ACBL)**

Section I

Name and Objectives

A. Name:

- a. The name of the corporation shall be the South Bay Bridge Club, Inc. hereafter referred to as the "Club".

B. Objectives:

- a. To be operated as an incorporated social and recreational non-profit organization;
- b. To operate a bridge club for the exclusive use of its members, to conduct duplicate bridge games, and to provide a place to learn to play bridge;
- c. To preserve and promote the best interests of and to educate and stimulate interest in the art of playing competitive duplicate contract bridge and modifications thereof;
- d. To encourage the highest standards of conduct and ethics by all players at the Club and to enforce such standards;
- e. To cooperate and assist the American Contract Bridge League ("ACBL"), the Torrance-South Bay Unit #568 thereof, and the Association of Los Angeles County Bridge Unit ("ALACBU") with their duplicate contract bridge tournaments;
- f. To cooperate in the ACBL's charity program, and to sponsor and conduct other bridge-related charity events for its members;
- g. To conduct such activities related to the game of bridge as may be in keeping with the principal objectives stated herein.

Section II

Operation of the Club

A. Board of Directors

- a. The affairs of the Club shall be managed and administered by a volunteer Board of Directors (herein referred to individually as "Board Members" and collectively

as “the Board”) consisting of a minimum of 7 elected Board Members, who shall be elected by the voting members (as defined below) of the Club, with further qualifications determined by the Board. The Board shall be the sole arbiter of the qualifications for membership thereon;

- b. Unless restricted or limited elsewhere by these By-Laws, the Board shall have the broadest possible powers and shall have the right to exercise such powers in a reasonable manner for the benefit of the Club as the Board so determines, including without limitation the right to expand or reduce the number of Board Members;

Section III

Board of Directors

- A. The officers of the Board shall consist of a President, a Vice President, a Secretary, an Assistant Secretary, a Treasurer, an Assistant Treasurer and a Member-at-Large.
- B. Each newly elected Board, at its first formal meeting, shall determine which Board Member will fill each Officer position

Section IV

Duties of the Board Members

(1) President

(i) Qualifications:

- a. The President shall be an elected member of the Board. The President shall be a member of Torrance-South Bay Unit 568.

(ii) General Duties and Powers:

- a. The President shall be the primary officer with respect to the functions and activities of the Club, subject to any limitations, which may be imposed by the Board.
- b. The President shall preside over all board meetings.
- c. The President, with the advice and approval of the Board, shall establish and set the policies of the Club.
- d. The President shall direct all affairs of the Club, may appoint various committees and define the duties thereof, shall have the full and active charge of the business of the Club, and have such other powers and duties as shall from time to time be determined by the Board.

(2) Vice-President

(i) Qualifications:

- a. The Vice-President shall be an elected member of the Board. The Vice-President shall be a member of Torrance-South Bay Unit 568.

(ii) General Duties and Powers

- a. The Vice-President shall assume the duties and powers of the president should the president be unable to fulfill the obligations of the office.

(3) Secretary

(i) Qualifications

- a. The Secretary shall be an elected member of the Board. The Secretary shall be a member of Torrance-South Bay Unit 568.

(ii) General Duties and Powers

- a. The Secretary shall be the primary officer for maintaining corporate records
 - i. Articles of Incorporation
 - ii. By-Laws of the Corporation
 - iii. Manual of Policies and Procedures
 - iv. Minutes of board meetings
 - v. Membership Issues such as disciplinary actions

(4) Assistant Secretary

(i) Qualifications

- a. The Assistant Secretary shall be an elected member of the Board. The Assistant Secretary shall be a member of Torrance-South Bay Unit 568.

(ii) General Duties and Powers

- a. The Assistant Secretary shall assume the duties and powers of the Secretary should the Secretary be unable to fulfill the obligations of the office.
- b. The duty of the Assistant Secretary is to communicate to the membership actions taken at the board meetings
- c. Coordinate and document disciplinary hearings
- d. Communicate the outcome(s) of disciplinary actions to the Club management and general membership as appropriate.

(5) Treasurer

(i) Qualifications

- a. The Treasurer shall be an elected member of the Board. The Treasurer shall be a member of Torrance-South Bay Unit 568.

(ii) General Duties and Powers

- a. The Treasurer shall be the primary officer to ensure the financial record keeping and tax filings are current and as accurate as possible.

(6) Assistant Treasurer

(i) Qualifications

- a. The Assistant Treasurer shall be an elected member of the Board. The Assistant Treasurer shall be a member of Torrance-South Bay Unit 568.

(ii) General Duties and Powers

- a. The Assistant Treasurer shall help the Treasurer to perform any financial duties requested by the treasurer.
- b. The Assistant Treasurer shall be responsible for the administration and control of the sale of prepaid game books as well as administration and distribution of free plays.
- c. The Assistant Treasurer shall assume the duties and powers of the Treasurer should the Treasurer be unable to fulfill the obligations of the office.

(7) Member-at-Large

(i) Qualifications

- a. The Member-at-Large shall be an elected member of the Board. The Member-at-Large shall be a member of Torrance-South Bay Unit 568.

(ii) General Duties and Powers

- a. The primary responsibility of the Member-at-Large is to liaise between the Board of Directors and the committee chairpersons.

Section V

Powers of the Board of Directors

- A. **General Powers of Board Members:** The Board Members, acting in concert, shall be responsible for the operation and management of the activities and business of the Club; and, subject only to any restrictions imposed by law and/or by these By-Laws, shall exercise all the powers of the Club.
- B. **Non-Liability of the Board of Directors:** No member of the Board of Directors of the Club while acting in such capacity shall be personally liable for any of the debts, liabilities or other obligations of the Club.

- C. Term of Board Members: The term of each member of the Board (herein individually referred to as "Board Member") shall be for two years.
- D. Specific Powers of Board Members: Without prejudice to the general powers herein above granted, the Board Member shall have the following express powers:
1. To make and change regulations consistent with these By-Laws for the management of the Club's business and activities;
 2. To appoint and/or remove, at its pleasure, any officer, unpaid agent, committee member, define their duties and temporarily reassign the powers and duties of any officer to any other person.
 3. To appoint and/or remove, at its pleasure any paid agent, employee, or independent contractor of the Club, define and/or modify their duties, fix their compensation.
 4. To designate from time to time, the time and place of its meetings, or to authorize the President so to do; to appoint committee(s) on any subject within the powers, express or implied, of these by-laws, and to define the powers and duties of such committees; and
 5. To select and designate such bank or trust company as it may deem advisable, as official depository for the funds of the Club and to prescribe and order the manner in which such deposits shall be made and/or withdrawn.
- E. Checks, Drafts, Notes: All checks or other orders for the payment of money issued in the name of the Club for any purchase or debt of the Club shall be signed by the Treasurer or any other of the designated signees, provided their signature is on file with the appropriate bank.
- F. Compensation for Board Members: Board Members shall not receive any salary for their services as members of the Board. Nothing herein contained shall be construed to preclude any such Board Member from serving the Club in any other capacity and receiving compensation therefore.
- G. Quorum: A quorum of the Club's Board for the exercise of the actions, activities and business of the Club shall consist of four of the members of the Board then sitting.
- H. Vacancies: Any vacancy on the Board may be filled by the appointment of a new Board Member by action of the remaining members of the Board, and the person so appointed shall hold office for the balance of the unexpired term of the departed Board Member.

- I. Meetings of the Board of Directors: The Board shall meet on a regular basis but not less frequently than once per year. The Board shall hold such meetings at such times and places fixed by the Board, of which the Secretary shall advise the other members at least seven days in advance thereof. The Board may meet in person or by such electronic means as the President may elect.

Section VI **Impeachment**

- A. Removal of a Board Member: Any Board Member may be removed for cause at any meeting of the Board, provided that a quorum shall be present and a majority of those constituting the quorum shall so vote. Any Board Member against whom impeachment charges are brought shall be notified in writing by registered mail of the charges against such person at least ten days prior to the meeting at which such action is intended to take place and he/she shall be given an opportunity to be heard before the Board prior to the Board taking such action. Unexcused absence from two consecutive meetings of the Board may be cause for removal of a Board Member.

Section VII **Committees**

- A. General Power of Committees: The powers of the Board may be exercised by committees designated by the Board on any subject within the scope and powers of the Board. The Board shall have the discretion to add to or dissolve such committees.
- B. Standing Committees: There shall be the following Standing Committees which shall keep regular minutes of its proceedings and report the same to the full Board as required:
1. Conduct and Ethics Committee
 2. Membership Committee
 3. Nomination and Elections Committee. No person running for reelection to the Board shall serve on this committee in a year of his or her candidacy.
- C. Other Committees. The duties of the following committees shall be administered by the Board acting as a group:

1. Game Administration Committee
2. Communication Committee
3. Hospitality Committee
4. Compensation Committee
5. Education Committee
6. Facilities Committee
7. Information Technology Committee

Section VIII

Membership

- A. Any bridge player is eligible for membership if he/she meets the following requirements:
1. The person is a member in good standing of the ACBL.
 2. The person is a member of ACBL Unit 568.
 3. The person has played bridge at the Club at least once during the current or prior calendar year.
 4. The person has paid dues, if any, as determined by the Club.
- B. No person shall be denied membership because of race, creed, color, age or sexual orientation.
- C. Any member of the Club can be suspended from play or expelled from membership in the Club in accordance with regulations established by these by-laws, provided that such regulations are not in conflict with regulations of the ACBL.
- D. Any member may resign membership in the Club at any time upon delivery in writing to the Secretary of the Club. The effective date of such resignation shall be immediate unless specified differently by the member in the written notice of resignation.

Section IX

Elections

- A. Any voting member of the Club may qualify for the ballot for election to the Board by giving written notice to the existing Board at least two (2) weeks prior to the distribution of election ballots.
- B. The Board shall communicate the results of the election to the membership in the most efficient manner.

- C. Special meetings for the voting members to consider specific subject matters may be called at any time by the Board, or by the President, or by petition signed by at least 25% of the voting members. Notice of the time and place of any such special meeting shall be given by mail to all concerned at least ten days before such meeting. The notice of any such special meeting shall contain an agenda of the matters to be taken up at such meeting. No other business shall be acted upon at such special meeting.

Section X

Discipline

A player may be suspended from the Club for improper conduct or a breach of ethics.

- A. The Manager or any Club Director(s) of any game has the authority to immediately censure, suspend, and/or expel any player for a period of thirty days or less.
- B. The Conduct and Ethics Committee shall investigate, review and determine all recommendations for suspension of a player for any period of time up to one year, which determination shall be announced within forty-five days of the incident(s) giving rise to such suspension.
- C. All recommendations for suspension for any period of time in excess of one year shall be first investigated and reviewed by the Conduct and Ethics Committee, which shall then make its recommendations in writing to the full Board. A quorum of the Board shall make the final determination of such suspension and announce its decision within sixty days of the incident(s) giving rise to such suspension.

Section XI

Amendments of By-Laws

- A. These By-Laws may be amended by the Board by affirmative vote of a majority of the Board Members at any regularly scheduled meeting, and/or by the voting members by affirmative vote of a majority of such voting members, provided that the substance of the proposed amendments shall have been previously submitted in writing to all concerned. The results of any such actions taken by the voting members shall be subject to ratification by the Board prior to becoming effective.

Section XII
Miscellaneous Provisions

- A. Principal Office: The principal office of the Club shall be established and maintained in the City of Lomita, CA, County of Los Angeles, State of California.
- B. Fiscal Year: The fiscal year of the Club shall be the calendar year.
- C. Notice and Waiver of Notices: Whenever notice is required to be given by these By-Laws, written notice is not intended unless expressly so stated; and any such written notice so required shall be deemed to be sufficient if given by depositing the same with appropriate postage in a post office box, addressed to the person entitled thereto at his or her last known address, and such notice shall be deemed to have been given on the date of such mailing. Email notification shall be deemed an equivalent of regular mail notification. Any such written notice required to be given under these by-laws may be waived by the person entitled thereto.
- D. Assent to Action: Any action of a majority of the Board, although not at a regularly called meeting, and provided that the record thereof is subsequently assented to in writing by a majority of the members of the Board, shall be deemed as valid and effective in all respects as if passed by the Board at a duly convened meeting.

Section XIII
Dissolution and Nonprofit Status

- A. The Club is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to its members. No part of the Club's net earnings may inure to the benefit of any of its members or Board Members in any manner. It is organized solely to provide a club at which its members may meet to play bridge or learn bridge.
- B. On the dissolution or winding up of the corporation, all assets of the Club, after payment of debts and liabilities, shall be distributed to nonprofit or charitable organizations according to the laws of the State of California.

Section XIV

Adoption

- A. The foregoing shall constitute the By-Laws for the South Bay Bridge Club upon adoption thereof by a majority of the Board then sitting, which adoption may be deemed effective retroactively to a date designated by the Board.
