

**BYLAWS OF THE BRIDGE CLUB OF HOUSTON
AMENDED JUNE 28, 2025**

ARTICLE I

NAME, PURPOSES, MISSION AND OBJECTIVES OF BRIDGE CLUB OF HOUSTON

- Section 1: This organization is incorporated in the state of Texas as the Bridge Club of Houston, Incorporated (hereinafter BCOH).
- Section 2: The specific purposes of BCOH are stated in the Articles of Incorporation, which are incorporated as part of these Bylaws and prevail over the Bylaws in the event of inconsistency.
- Section 3: BCOH is a non-profit organization, managed by its members, and open to the general public. Our mission is to provide opportunities for individuals of all ages and skill levels to learn and play the game of contract bridge in an organized and friendly environment.
- Section 4: The nature of the activities to be conducted or the purposes of BCOH are to engage in any lawful act or activity permitted under the Texas Non-Profit Corporation Act (“the Corporation Act”) which is charitable, religious, educational and/or scientific in nature, entitling BCOH to exemption from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended and in force from time to time (the “Code”).

More particularly, the organization’s objectives are to:

- a) Provide an educational program to teach duplicate bridge, offering classes, programs, educational materials and mentoring in beginning, intermediate, and advanced duplicate bridge;
- b) Conduct duplicate bridge games;
- c) Cooperate with and assist the American Contract Bridge League (“ACBL”) in promoting and conducting duplicate bridge tournaments;
- d) Sponsor, promote and preserve the game of duplicate bridge in conformity with the standards of ethical play, in accordance with ACBL regulations, and at a minimal cost to each player;
- e) Encourage the highest standards of conduct and ethics by its members and enforce such standards; and

f) Cooperate in the ACBL's charity programs, and sponsor and conduct charity events with the object of realizing funds to be devoted to worthy humanitarian causes.

Section 5: BCOH shall be located at 4688 Louetta Road, Spring TX 77388 or such other place as the Board of Directors may designate.

ARTICLE II MEMBERSHIP

Section 1: Any person may become a member of BCOH upon payment of the annual dues, complying with such other requisites as the Board of Directors may from time to time adopt, and being accepted as a member in such manner as the Board of Directors may specify. Provided that, if a new requisite to become a member is passed by the Board, any three (3) members of the Board may require that the new requisite be ratified by the membership before becoming effective. Such new requisite shall be included in the notice of the next membership meeting, automatically added to the agenda of that meeting, and shall not take effect until approved by a majority vote at the meeting.

Section 2: Unless the Board of Directors resolves otherwise with respect to particular games or categories of games, membership shall not be required for participation in bridge games or other events at BCOH.

Section 3: Membership shall bind the member to compliance with these Bylaws and the Articles of Incorporation.

Section 4: Except as may be otherwise provided herein, each member shall enjoy and possess all rights of membership equally with all other members.

Section 5: A member may resign from membership at any time by written notice to the Secretary or other person designated by Board of Directors, but dues are not refundable unless a refund is authorized by the Board of Directors.

Section 6: A member remains in good standing unless:

- The member has resigned;
- The member's dues are unpaid for the current year; or
- The member has been disciplined by the ACBL, by Unit 174 of the ACBL, or by BCOH.

- Section 7: A member in good standing shall not be eligible for any office of BCOH until thirty (30) days following acceptance as a member.
- Section 8: A member not in good standing may not participate in any members-only activities.

ARTICLE III NOTICES TO THE MEMBERSHIP

- Section 1: A member wishing to receive notices of membership meetings and other matters of interest to the members shall provide a valid e-mail address to the Secretary or other person designated by the Board of Directors. The member also shall be responsible for providing notice of changes in the e-mail address. The Secretary shall maintain a list of the e-mail address for purposes of providing notice.
- Section 2: A member who lacks an e-mail address or is disabled from using e-mail may inform the Secretary, and the Secretary shall attempt to make reasonable accommodations for providing notices to that member by other means.
- Section 3: Notice to the membership may be accomplished by: (1) Sending the matter requiring notice to the membership by means of the e-mail list; AND (2) Posting the matter requiring notice on the BCOH website. The Board of Directors may arrange for posting such notices in a “members only” portion of the website accessible only by password.

ARTICLE IV DUES

- Section 1: The annual dues shall be set by the Board of Directors. Dues are payable in advance of the date of the annual meeting of the members. Investors (members on the Investors List maintained at BCOH) are exempt from payment of dues.
- Section 2: The Board of Directors shall have no power to levy any special assessments.
- Section 3: Any person who becomes a member mid-year shall pay dues for the entire year without proration.

ARTICLE V
MEMBERSHIP MEETINGS

- Section 1: The annual meeting of the members and election of Directors shall be held during the month of January at BCOH or such other location as the Board of Directors may specify at a time fixed by the Board. Not less than 20-days notice of the meeting shall be provided by the Secretary to all members. Notice of the meeting shall include an agenda containing: (1) the names of the candidates nominated by the Nominating Committee and any other candidates nominated in accordance with Article VI, Section 4; (2) any items required by these Bylaws to be on the agenda; (3) any proposed Bylaw amendments as required by Article VIII; and (4) any other items requested by four (4) or more members of the Board of Directors. Publication of the agenda shall not preclude consideration of other matters during the meeting. Within two days after sending out notice of a membership meeting, the Secretary shall create a list of members eligible to vote and make the list available at BCOH to any member who wishes to inspect it.
- Section 2: Special meetings of the membership may be called by the President of BCOH at any time upon notice of not less than twenty (20) days to all members. The President shall be required to call a special meeting of the membership upon written request submitted to the Secretary and signed by not less than twenty-five (25) percent of the membership in good standing. The notice of any special meeting shall contain an agenda of matters to be taken up at such meeting. Within two days after sending out notice of a membership meeting, the Secretary shall create a list of members eligible to vote and make the list available at BCOH to any member who wishes to inspect it.
- Section 3: A quorum for the transaction of business at any annual or special membership meeting shall be twenty (20) percent of the total membership in good standing at the date of sending notice of such meeting.

ARTICLE VI
BOARD OF DIRECTORS

- Section 1: The affairs of BCOH shall be managed by a Board of Directors, all of whom must be members in good standing.
- Section 2: The Board shall be made up of nine (9) Directors, each elected for a term of three (3) years, with three (3) new Directors being elected annually. The term of the newly elected Directors shall begin at the beginning of the first Board of Directors'

meeting after the election, and shall expire at the time that his or her successor's term begins.

Section 3: The Board of Directors, within a reasonable time prior to the annual membership meeting, shall select a Nominating Committee composed of at least three (3) members. The Nominating Committee shall meet well prior to the e-mail notice of the annual meeting, and shall prepare a slate of Nominees. Incumbent elected Directors shall be automatically re-nominated for a second term of office if they so request. Said slate is to be placed in nomination at the annual meeting of the membership.

Section 4: Additional nominations for Directors may be made by the membership, but such nominations must be signed by at least ten (10) members in good standing and submitted in writing to the Secretary or other person designated by the Board of Directors on or before December 10 prior to the January membership meeting.

Section 5: The election shall be held at the annual membership meeting. Every member in good standing shall be entitled to one (1) vote for each Director to be elected. All ballots shall be secret. A member may exercise one or more votes. Declining to exercise a vote shall not invalidate any valid vote, but a member may not cast more than one vote for the same candidate. Write-in votes shall be allowed. Votes by proxy shall not be allowed. The Board of Directors shall adopt rules for absentee voting either in person at BCOH, by regular mail, by e-mail, or other electronic means.

Section 6: Election shall be by plurality of votes; that is, the three candidates with the highest number of votes are elected. The votes shall be counted and the results announced before the meeting is adjourned. In the event of a tie for third place, a runoff shall immediately be held by ballot.

Section 7: Any election protest or recount of the votes must be received in writing by the Secretary or other person designated by the Board of Directors within 72 hours of the tabulation of ballots.

Section 8: Any vacancy occurring on the Board of Directors shall be filled by the Board of Directors, and any person so appointed shall hold office during the unexpired term.

Section 9: The Board of Directors shall hold monthly meetings which shall be open to any member in good standing, but the Board may discuss and determine matters that might cause embarrassment to particular persons in executive session. Non-

Board Members may speak only with permission from the President. Special meetings may be called by the President, or by any four (4) members of the Board. The Board shall adopt rules for providing notice of regular and special meetings which may include notice by e-mail.

Section 10: Any Director failing to attend four (4) of the regular monthly meetings during each elected year, for any cause, shall be considered for removal from office and Section 8 of Article VI may apply.

Section 11: A quorum of the Board of Directors shall consist of not less than five (5) Directors.

Section 12: In addition to those powers granted elsewhere in these Bylaws and the Laws of the State of Texas, the Board of Directors shall have the power: (1) To acquire, hold, administer, maintain, and dispose of the property of BCOH; (2) To hire and discharge employees, including Game Directors, an Auditor and a Club Manager; (3) To establish policies and procedures regarding what the employees are authorized to do, supervise their conduct, and fix their compensation; (4) To set schedules, determine entry fees, plan special events, and perform any and all other actions necessary or related to the operation of BCOH, but any or all of these functions may be delegated to a club manager; (5) To appoint such committees as the Board shall deem necessary or useful to BCOH; and (6) To censure, expel, suspend or otherwise discipline any member or any non-member participating in duplicate games or other events at BCOH for unethical conduct, violations of zero tolerance, or other disruptive conduct, such as inebriation.

Section 13: No member of the Board of Directors shall serve more than two consecutive full terms. A member who is appointed to fill a vacancy may serve for two consecutive terms after the partial term.

Section 14: The members of the Board of Directors shall not receive any compensation for their services as Directors. Nothing in this section shall be construed to preclude any director from serving BCOH in any other capacity and receiving compensation for such services.

ARTICLE VII OFFICERS

Section 1: The officers of BCOH shall consist of a President, a Vice-President, a Secretary and a Treasurer. The offices of Secretary and Treasurer may be held by one person.

- Section 2: The new Board of Directors defined in Article VI, Section 2, shall elect all officers at its first meeting following the annual membership meeting and election, and those elected shall hold office for one (1) year; or until their successors shall have been duly elected.
- Section 3: All officers must also be Directors, except the Secretary and Treasurer, who may or may not be Directors.
- Section 4: The President shall supervise and manage the affairs of BCOH, preside at all meetings of the membership and of the Board of Directors.
- Section 5: The Vice-President shall assist the President and perform such other duties as the Board of Directors may direct. In the absence or incapacity of the President, the Vice-President shall assume the duties of the President.
- Section 6: The Secretary shall: (1) attend all meetings of the Board of Directors and of the membership; (2) maintain minutes of all such meetings; (3) maintain a list of all members as provided in Article III, Section 1; (4) maintain any other records and correspondence belonging to BCOH; and (5) perform such other duties as the Board of Directors may direct.
- Section 7: The Treasurer shall: (1) have the care and custody of all funds or other property belonging to BCOH; (2) deposit all funds in the name of BCOH in such banks or other financial institutions as may be designated by the Board of Directors; (3) keep full and accurate accounts of receipts and disbursements in books belonging to BCOH; (4) disburse the funds of BCOH as may be directed by the Board of Directors, taking proper vouchers for such disbursements; and (5) render to the Directors, at all meetings or whenever they require it, an account of all transactions as Treasurer and of the financial condition of BCOH. If requested by the Board of Directors, the Treasurer shall be bonded in such sums, with such sureties, and on such conditions as shall be satisfactory to the Board. The cost of such bond shall be paid by BCOH. Any or all of these duties may be delegated to the club manager.
- Section 8: Impeachment: Any officer or Director may be removed from office for cause at any meeting of the Board of Directors, provided six (6) Directors present shall so vote. Any officer or Director against whom impeachment charges shall be brought shall be notified by email of such charges, at least ten (10) days prior to the meeting and shall be given an opportunity to be heard before the Board of

Directors, and to be represented by counsel. The action taken by the Board of Directors shall be conclusive and final.

ARTICLE VIII
AMENDMENTS TO THE BYLAWS

Section 1: Amendments to these Bylaws may be proposed by (1) a petition signed by at least six (6) Members of the Board of Directors; or (2) by a petition signed by at least ten (10) percent of the members in good standing. Any such petition must be submitted to the Secretary on or before December 1 prior to the January membership meeting or may be submitted to the Secretary at any time if accompanied by a request for a special meeting complying with Article V, Section 2. The Secretary shall incorporate the text of the proposed amendment in the notice of such meeting. The full text of the proposed amendment shall be made available at BCOH to any member in good standing who wishes to read it. The concurrence of two-thirds (2/3rds) of all members in good standing present and voting shall be required to pass any amendment.

ARTICLE IX
RULES OF ORDER

Section 1: Robert's RULES OF ORDER, Revised, shall be accepted as the governing authority for procedure of BCOH in all matters not specifically covered by these Bylaws.

ARTICLE X
VOLUNTARY DISSOLUTION

Section 1: BCOH is non-profit. BCOH shall not authorize or issue shares of stock or pay dividends. BCOH shall not make distributions of its income or assets to its board members, officers, or to any individual as such; provided, however, that BCOH may reasonably compensate or reimburse its officers, board members or any other person for services performed or expenses incurred for or on behalf of BCOH.

Section 2: BCOH may be dissolved at any time by the affirmative vote of the members and two thirds of the Board of Directors at any meetings called to consider such dissolution for which proper notice has been given. In the event BCOH is

dissolved, the assets remaining after payment of all liabilities shall be distributed in the amounts and proportions determined by the vote of two thirds of the BCOH to charitable, religious, educational, and/or scientific organizations exempt from taxation under Section 501(c)(3) of the Code, or to the federal government or to a state or local government for a public purpose. Any remaining assets not so disposed of by the Board of Directors shall be disposed of by the court having jurisdiction over charitable corporations in the state in which the principal office of BCOH is then located, exclusively for exempt purposes, or to such organization or organizations which are organized and operated for such purposes as the court shall determine.

ARTICLE XI OTHER PROVISIONS

- Section 1: BCOH shall indemnify its board members, officers and agents to the fullest extent permitted by law. In this regard, the Board of Directors may advance funds for the purpose of paying legal expenses in the defense of any claims for which indemnification may be available to the fullest extent permitted by law. BCOH may purchase and maintain insurance, to provide greater indemnification than that permitted by the “Corporation Act”, on behalf of any individual who is or was a trustee, officer, agent, member or other representative of BCOH to the extent set forth in the policy of insurance.
- Section 2: The Articles of Incorporation may be amended at any time by the affirmative vote of two thirds of the Board of Directors at a meeting for which notice of the amendment has been given. No change shall be made in the Articles of Incorporation which will affect the exempt status of BCOH under Section 501(c)(3) of the Code.
- Section 3: BCOH shall adopt and at all times maintain as “policy” a Compliance Program/Code of Ethics which shall include a Conflict of Interest policy. The Compliance Program shall articulate BCOH’s policies concerning high ethical practices in the conduct of all of its affairs. The Compliance program shall be adopted, maintained, and revised from time to time by the Board of Directors, and a copy of the Compliance Program shall be kept in the permanent records of BCOH.

AMENDMENTS ADOPTED IN JUNE 2025

Article I

This Article was expanded to establish the name, purposes, mission and objectives

Amended	<p>Section 1: This organization is incorporated in the state of Texas as the Bridge Club of Houston, Incorporated (hereinafter BCOH).</p> <p>Section 2: The specific purposes of BCOH are stated in the Articles of Incorporation, which are incorporated as part of these Bylaws and prevail over the Bylaws in the event of inconsistency.</p> <p>Section 3: BCOH is a non-profit organization, managed by its members, and open to the general public. Our mission is to provide opportunities for individuals of all ages and skill levels to learn and play the game of contract bridge in an organized and friendly environment.</p> <p>Section 4: The nature of the activities to be conducted or the purposes of BCOH are to engage in any lawful act or activity permitted under the Texas Non-Profit Corporation Act (“the Corporation Act”) which is charitable, religious, educational and/or scientific in nature, entitling BCOH to exemption from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended and in force from time to time (the “Code”).</p> <p>More particularly, the organization’s objectives are to:</p> <ul style="list-style-type: none">a) Provide an educational program to teach duplicate bridge, offering classes, programs, educational materials and mentoring in beginning, intermediate, and advanced duplicate bridge;b) Conduct duplicate bridge games;c) Cooperate with and assist the American Contract Bridge League (“ACBL”) in promoting and conducting duplicate bridge tournaments;d) Sponsor, promote and preserve the game of duplicate bridge in conformity with the standards of ethical play, in accordance with ACBL regulations, and at a minimal cost to each player;e) Encourage the highest standards of conduct and ethics by its members and enforce such standards; andf) Cooperate in the ACBL’s charity programs, and sponsor and conduct charity events with the object of realizing funds to be devoted to worthy humanitarian causes.
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Article VI – BOARD OF DIRECTORS

Previous	Section 12: ... the Board of Directors shall have the power: ... (2) To hire and discharge employees, including Game Directors, an Auditor and a Club Manager, who shall not be a member of the board; ...
Amended	Section 12: ... the Board of Directors shall have the power: ... (2) To hire and discharge employees, including Game Directors, an Auditor and a Club Manager; ... <i>This allows the Club Manager to be a member of the board</i>
Amended (new)	Section 14: The members of the Board of Directors shall not receive any compensation for their services as Directors. Nothing in this section shall be construed to preclude any director from serving BCOH in any other capacity and receiving compensation for such services.

ARTICLE VII - OFFICERS

Previous	Section 1: <i>References one or more Vice Presidents</i>
Amended	Section 1: <i>Removed references to more than one Vice President</i>

ARTICLE X – VOLUNTARY DISSOLUTION - ALL NEW

Amended	<p>Section 1: BCOH is non-profit. BCOH shall not authorize or issue shares of stock or pay dividends. BCOH shall not make distributions of its income or assets to its board members, officers, or to any individual as such; provided, however, that BCOH may reasonably compensate or reimburse its officers, board members or any other person for services performed or expenses incurred for or on behalf of BCOH.</p> <p>Section 2: BCOH may be dissolved at any time by the affirmative vote of the members and two thirds of the Board of Directors at any meetings called to consider such dissolution for which proper notice has been given. In the event BCOH is dissolved, the assets remaining after payment of all liabilities shall be distributed in the amounts and proportions determined by the vote of two thirds of the BCOH to charitable, religious, educational, and/or scientific organizations exempt from taxation under Section 501(c)(3) of the Code, or to the federal government or to a state or local government for a public purpose. Any remaining assets not so disposed of by the Board of Directors shall be disposed of by the court having jurisdiction over charitable corporations in the state in which the principal office of BCOH is then located,</p>
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	exclusively for exempt purposes, or to such organization or organizations which are organized and operated for such purposes as the court shall determine.
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ARTICLE XI – OTHER PROVISIONS – ALL NEW

Amended	<p>Section 1: BCOH shall indemnify its board members, officers and agents to the fullest extent permitted by law. In this regard, the Board of Directors may advance funds for the purpose of paying legal expenses in the defense of any claims for which indemnification may be available to the fullest extent permitted by law. BCOH may purchase and maintain insurance, to provide greater indemnification than that permitted by the “Corporation Act”, on behalf of any individual who is or was a trustee, officer, agent, member or other representative of BCOH to the extent set forth in the policy of insurance.</p> <p>Section 2: The Articles of Incorporation may be amended at any time by the affirmative vote of two thirds of the Board of Directors at a meeting for which notice of the amendment has been given. No change shall be made in the Articles of Incorporation which will affect the exempt status of BCOH under Section 501(c)(3) of the Code.</p> <p>Section 3: BCOH shall adopt and at all times maintain as “policy” a Compliance Program/Code of Ethics which shall include a Conflict-of-Interest policy. The Compliance Program shall articulate BCOH’s policies concerning high ethical practices in the conduct of all of its affairs. The Compliance program shall be adopted, maintained, and revised from time to time by the Board of Directors, and a copy of the Compliance Program shall be kept in the permanent records of BCOH.</p>
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