

AMENDED BY-LAWS

BEVERLY HILLS BRIDGE CLUB

an organization within West Los Angeles Unit #562, ACBL

Section I Name and Objectives

- A. Name: The name of the Club shall be the BEVERLY HILLS BRIDGE CLUB (herein referred to as "the Club")
- B. Objectives:
1. The Club shall be operated as an unincorporated not-for-profit organization.
 2. 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;
 3. To encourage the highest standards of conduct and ethics by all players at the Club and to enforce such standards;
 4. To cooperate with and assist the American Contract Bridge League ("ACBL"), the West Los Angeles Unit #562 thereof, and the Association of Los Angeles County Bridge Unit ("ALACBU") in the establishment and the promotion of duplicate contract bridge tournaments;
 5. To cooperate in the ACBL's charity program, and to sponsor and conduct other charity events with the objective of realizing funds to be donated to worthy humanitarian causes;
 6. To conduct such other activities as may be in keeping with the principal objectives stated herein.
- C. Jurisdiction: The geographic area within which the Club shall have jurisdiction will be such area as is presently or may in the future be assigned to it by the Board of Directors of ALACBU, as approved by the ACBL. Presently, this area is the City of Beverly Hills and environs.

Section II Operation of the Club

- A. Board of Governors:
1. The affairs of the Club shall be managed and administered by a Board of Governors (herein referred to individually as "Governors" and collectively as "the Board") consisting of 7 elected Governors, who shall be elected by the Voting Members (as defined below) of the Club in conjunction with the Annual Membership Meeting. To be elected Governor, a candidate must receive at least 10 percent of the votes cast by Voting Members.
 2. 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 Governors on the Board.

Section III Administrators

The officers of the Board who shall consist of a President, a First Vice President, one or more Vice Presidents, a Secretary, and a Treasurer and such additional officers as may be designated by the Board from time to time shall manage the administration of the Club.

Section IV **President**

- A. **Qualifications:** The President shall be a member of the Board, shall be selected thereby, and shall preside over all meetings of the Board thereafter.
- B. **Duties and Powers:** 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. The President, with the advice and approval of the Board, shall establish and set the policies of the Club. The President shall direct all affairs of the Club, may appoint various committees and define the duties thereof, shall have 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.

Section V **Vice Presidents**

- A. **First Vice President:** The First Vice President shall be selected by the Board and shall assist the President in the performance of the duties and responsibilities of the President, and when necessary assume the duties and responsibilities of the President. The First Vice President shall be a member of the Board.
- B. **Vice Presidents:** The Vice Presidents shall have such powers and perform such duties as shall be assigned to them by the Board. Each Vice President shall be a member of the Board. In addition, the Vice Presidents shall, in order of their seniority, in the absence of both the President and the First Vice President, perform all of the duties and have all the powers of the aforesaid officers.

Section VI **Treasurer and Assistant Treasurers**

- A. **Treasurer:** The Treasurer shall maintain a complete set of books of account, showing every detail of the Club's receipts and disbursements, including without limitation the Club's investment accounts, if any; the amount of cash on hand, the amount of money owed by the Club or owing to it; and such other information as may be pertinent in the judgment of said Treasurer, or such as may be required by the Board. The Treasurer shall be a member of the Board.
- B. **Assistant Treasurers:** The Assistant Treasurers, in order of their seniority, shall have all the powers and duties of the Treasurer in the absence or inability to act of the Treasurer. They shall have such other powers and duties as may be assigned or delegated to them from time to time by the Board. An Assistant Treasurer need not be a member of the Board.

Section VII **Secretary and Assistant Secretaries**

- A. **Secretary:** The Secretary shall keep a record of the meetings and actions of the Board. The Secretary or a designee shall keep the blank membership certificates and supervise the records of membership. The Secretary shall serve all notices required by law or the rules of this Club. In case of the Secretary's absence or inability to act, the Secretary's duties may be performed by any person authorized by the Board, including, without limitation, an Assistant Secretary. The Secretary shall be a member of the Board.
- B. **Assistant Secretaries:** There may be one or more Assistant Secretaries appointed by the Board. They shall, in order of their seniority, in the absence of the Secretary, perform all of the duties and exercise all the powers of the Secretary and have such other powers and perform such other duties as may be

assigned to them by the Board. An Assistant Secretary need not be a member of the Board.

Section VIII
Powers of the Board of Governors

- A. General Powers of Governors: The Governors, 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 Governors: No member of the Board of Governors 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 Governors: The term of each member of the Board (herein individually referred to as "Governor") shall be for two years. Presently it is required that there be four even-year Governors, whose terms expire in even-numbered years, and three odd-year Governors, whose terms shall expire in odd-numbered years. In the event of an expanded Board, one half of the total number of Governors shall be designated as even-year Governors whose terms expire in even-numbered years. The remaining number of Governors shall be designated as odd-year Governors whose terms expire in odd-numbered years. Should the total number of Governors be an odd number, then the number of even-number Governors shall be the greater half of said number of governors.
- D. Specific Powers of Governors: Without prejudice to the general powers hereinabove granted, the Governors shall have the following express powers:
1. To make and change regulations not inconsistent 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, agent and/or employee of the Club, prescribe their duties; fix their compensation if any, and in its discretion, from time to time, to devolve the powers and duties of any officer upon any other person for the time being;
 3. 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
 4. 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 any two of the following officers: President, First Vice President, Secretary or Treasurer, except that if the instrument is payable to the City of Beverly Hills or is for an amount of not more than one thousand dollars, it need be signed by only one of the aforespecified authorized officers.
- F. Compensation for Members of Board of Governors: Governors, Assistant Treasurers and Assistant Secretaries shall not receive any salary for their services, neither as monetary compensation or exemption from card fee payments.
- G. Quorum: A quorum of the Club's Board for the exercise of the actions, activities and business of the Club shall consist of five of the members of the Board then sitting.
- H. Vacancies: Any vacancy in the Board may be filled by the appointment of a new Governor 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 Governor.

- I. Meetings of the Board of Governors: 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.

Section IX
Impeachment

- A. Removal of a Member of the Board of Governors: Any member of the Board may be removed for cause at any meeting of the Board, provided that a quorum shall be present and the vote to remove is unanimous. Any member of the Board 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 s/he 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 Governor.

Section X
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.
- 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. By-Laws Committee
 2. Conduct and Ethics Committee
 3. Membership Committee
 4. 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. Tournament & Publicity Committee
 2. Promotion of Bridge Committee
 3. Club-Unit Relations Committee
 4. Activity and Hospitality Committee
 5. Budget Committee

Section XI
Membership

- A. Any player residing within ACBL's District 23, who is a member in good standing of the ACBL in accordance with ACBL regulations therefor, is eligible for membership, and no person shall be denied membership because of race, creed, color, age or sexual orientation.
- B. There shall be two levels of membership:

1. Voting Members: Attendance shall determine Voting membership of the Club for purposes of elections or other matters brought up for a vote at an Annual Meeting. Voting Members are those who, in the 12 months prior to the meeting, have played at the Club a minimum of 15 times.
 2. Non-voting Members: All other members of the Club.
- 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 and its Zero Tolerance policy, subject to the discipline regulations below.

Section XII **Membership Meetings**

- A. There shall be an annual meeting of the Voting Members, which shall be held on the first Saturday in February of each calendar year. Any voting member (as defined above) who is not otherwise barred from re-election by the term limits of these By-Laws, may stand for election to the Board of Governors, by signing up on the notice posted in the Club at least two (2) weeks before the mailing of the election ballots.
- B. The Board shall fix the time and place of the Annual Membership Meeting and shall give appropriate notice to the Voting Members of such meeting, which notice shall give the names of all persons seeking to be elected to the Board.
- C. The newly elected board shall be considered installed immediately after the results of the election are known.
- D. 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.
- E. Proxies shall be permitted at the Annual Membership Meeting and at any duly called special meeting for the Voting Members.

Section XIII **Discipline**

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

- A. The Manager, or any 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. A player subject to suspension may appeal the sanction as follows:
 1. A suspension assessed by a Director of the Game must be appealed before the Manager.
 2. A suspension assessed by the Manager must be appealed before the Conduct and Ethics Committee.
 3. A suspension will commence: a) immediately if it is not appealed, and b) as soon as the appeal is vacated and denied.
- 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 XIV Amendments

These By-Laws may be amended by affirmative vote of a majority of Voting Members during a Special Meeting, provided that the substance of the proposed amendments shall have been previously submitted in writing to all concerned.

Section XV Miscellaneous Provisions

- A. Principal Office: The principal office of the Club shall be established and maintained in the City of Beverly Hills, 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.
- E. Gifts: The Club may accept gifts, donations and/or contributions in any amount and any form, upon such terms and conditions as may be determined as acceptable by the Board.

Section XVI Adoption

The foregoing shall constitute the by-laws for the Beverly Hills Bridge Club as amended and unanimously approved by the Board of Governors of the Beverly Hills Bridge Club on January 2, 2016, and deemed effective immediately.