

BYLAWS
Of The
CONCORD BRIDGE CLUB

CBC BYLAW

ARTICLE I	Name/ Purposes/ Offices
ARTICLE II	American Contract Bridge League
ARTICLE III	Club Jurisdiction
ARTICLE IV	Membership
ARTICLE V	Membership Meetings
ARTICLE VI	Board of Directors
ARTICLE VII	Officers
ARTICLE VIII	Committees
ARTICLE IX	Amendment of the Bylaws
ARTICLE X	Indemnification
ARTICLE XI	Miscellaneous
ARTICLE XII	Dissolution of Corporation

BYLAWS
Of The
CONCORD BRIDGE CLUB

CBC BYLAW

ARTICLE I

Name/ Purposes/Office Location

Section 1.1 Name; The name of this organization shall be the Concord Bridge Club and referred to in these bylaws as "CBC" or "Club".

Section 1.2 Incorporation, The CBC is incorporated as a nonprofit corporation under applicable federal laws and in compliance with IRS section 501(c) (3) as well as applicable North Carolina State nonprofit organization laws. The CBC will be governed in accordance with all applicable federal and state laws that apply to nonprofit organizations.

Section 1.3 Purposes of the Organization (proposed)

- To preserve and promote the best interests of, and to stimulate interest in, the game of duplicate contract bridge and any modifications thereof
- To cooperate with and assist the American Contract Bridge League (ACBL) in the conduct of contract bridge activities
- To offer ACBL sanctioned duplicate contract bridge games in a friendly, social atmosphere where all players are respected and encouraged to develop their bridge playing skills
- To encourage and promote the growth of the game of duplicate contract bridge
- To encourage the highest standards of conduct and ethics by its members and to enforce such standards
- To provide educational activities designed to increase the bridge skill level of its members
- To cooperate with the ACBL's charity program and to sponsor and conduct charity events.
- To conduct other activities as may be in keeping with its principal purposes

Section 1.4 Registered Office and Registered Agent, The registered office of the corporation shall be located in the State of North Carolina at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law. The current registered agent and registered office are:

(Note: Bylaws Committee recommends retaining a local Law Office as the Registered Agent and Registered Office.

Article II

BYLAWS
Of The
CONCORD BRIDGE CLUB

CBC BYLAW

American Contract Bridge League

The Club is a separate legal entity that operates under a charter from the American Contract Bridge League (ACBL) and exists for the conduct of ACBL sanctioned duplicate bridge activities. As such, the Club shall conduct its bridge related activities in a manner consistent with the rules, regulations, policies, procedures and bylaws of the ACBL.

Article III

Jurisdiction

The geographical area in which the **CBC** shall have jurisdiction is such area as is presently or may in the future be assigned to it by the Board of the CBC. The Club recognizes that the ACBL is an integral part of the Club activities and as such has final and undisputed authority over sanctioned bridge activities. However, the Club conducts other activities within the State of North Carolina as depicted in Article I in which the ACBL has no jurisdiction and/or authority. These activities are controlled by applicable State and Federal laws.

ARTICLE IV

Membership

Section 4.1 Members. The CBC has adopted a racially nondiscriminatory policy that applies to all members, students, donors and programs. With respect to the ACBL, any person who resides within the geographical area in which this corporation has jurisdiction may become a voting member of the Club; provided they meet the voting membership requirements as set forth in these bylaws. A voting member need not be a member of the ACBL to become a member of the CBC. In order to become a voting member of the Club, individuals must have attended at least **four Club sponsored events in the last six months prior to the Annual Meeting.**

Section 4.2 Rights and Obligations. In accordance with the procedures established by the CBC Board of Directors, the members of the Club shall have voting rights and any other legal rights or privileges in connection with the governance of the CBC. All participants in CBC activities shall be required to abide by, and to conduct themselves in a manner consistent with the bylaws, regulations, policies, code of conduct and official standards established by the CBC Board of Directors.

Section 4.3 Termination of Membership. A member shall remain a member of the CBC until he/she changes their residency to a place outside the jurisdiction of the CBC resigned or is voted out by the CBC Board of Directors for standards of conduct and/or ethics that in the board's sole discretion are contrary to the accomplishment of the purpose(s) of the Club as indicated in Article I.

Article V

BYLAWS
Of The
CONCORD BRIDGE CLUB

CBC BYLAW

Membership Meetings

Section 5.1 Annual Meeting. From the time that these Bylaws are approved by the Board, the Annual Meeting of the CBC shall be held in the last quarter of each calendar year at such time and place as may be fixed by the President (or the board). The agenda of the Annual Meeting shall include presentation of annual reports and transaction of such other business as may properly come before the meeting. Failure to hold an annual meeting shall not create a forfeiture or dissolution of the CBC or invalidate any action taken by the Board of Directors or Officers of the Club. If for some reason the annual meeting is not conducted within six (6) months of the required timeframe, all board members will be replaced during a special election.

Section 5.2 Special Meetings. Special meetings of the membership of the CBC unit may be called by the President or by the Board of Directors. A special meeting shall be called by the President on petition by not less than 25% of the members entitled to vote. The sole exception to this provision is the requirements set forth in Sec 5.1 of these bylaws.

Section 5.3 Place of Meeting. All membership meetings of the Club will be held within the geographical limits **outlined in Article III.**

Section 5.4 Notice of Meetings. Notice, written, printed or by electronic transmission, stating the place, day and hour of the meeting and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 days nor more than 45 days before the date of the meeting, or at the direction of the President (and/or majority of the Board of Directors) to the last known **electronic** address **or email** of each member entitled to vote. In the event that these timelines of meeting notification conflict with the State regulations that govern notification, the State guidelines will take precedence.

Section 5.5 Quorum. Ten voting members in good standing of CBC shall constitute a quorum at any meeting of the membership. This includes the board members.

Section 5.6 Proxy Voting. No proxy voting shall be permitted.

Article VI

Board of Directors

Section 6.1 Powers and Duties. The management of all business, property, interests and other affairs of the CBC shall be vested in its Board of Directors. Among the powers conferred to the Board are the power to impose sanctions, the authority to delegate non-policy making authority to members who are not Directors and in general, to take such action as is necessary from time to time to further and implement the purposes and aims of the CBC as set forth in Article I. The Board of Directors is the sole judge of its membership.

BYLAWS
Of The
CONCORD BRIDGE CLUB

Section 6.2 Directors' Fiduciary Duties and Standards of Conduct. Each director is subject to a duty of loyalty to the corporation and a duty of care in the performance of his/her duties as a director. Nonprofit board members operate under well established principles of both Federal and State law and regulations. The Board is responsible for knowing and complying with all of these applicable laws. Besides compliance with the above mentioned laws, board members must meet certain standards of conduct in carrying out their responsibilities. **Moreover, each Director is expected:**

- To take an active interest and attend all meetings of the Board
- To serve on committees as requested by the President of the Board
- To support the Club games and encourage membership in the ACBL
- To encourage all members to adhere to the policies, rules, regulations and ethics as outlined by the ACBL and the Club, and
- To actively further the purposes of the Unit set forth in Article 1

Section 6.3 Nominations and Election of Directors. At a time reasonably in advance of each annual meeting of the CBC, the President shall appoint a nominating committee. The nominating committee shall determine and present to the members a list of **qualified** nominees for election as Directors to fill the positions of those whose terms expire at the end of the year. **Qualified includes being a Member in good standing of ACBL Unit 153.** The members shall, by affirmative vote as required by the provisions of Section 5.5 of these bylaws, elect the requisite number of Directors from the list of nominees.

Section 6.4 Number. The Board of Directors shall consist of **(5)** members. The Directors must be voting members of the CBC. ~~and be in good standing with the Club.~~

Section 6.5 Term of Office. **Beginning January 1, 2027** Directors shall be elected for **three (3)** year terms. The maximum number of consecutive terms is two (2) for any Director. The terms are to commence on January 1st of the year following the election. Election of Directors will be in alternate years; For example, two (2) directors during 2015 and assuming office on 01/01/2016 and **(2)** Directors during 2016 and assuming office on 01/01/2017. The election of officers will continue in this manner. All Board members shall hold office until their successors are elected and qualified or until their sooner death, resignation or removal. The initial officers will constitute the Board until the first elections are held as indicated above.

Section 6.6 Regular and Special Meetings. The Board shall establish a schedule for regular meetings in compliance with State law applicable to nonprofit organizations. Regular meetings shall be held, with proper notice, not less frequently than once per year. Special meetings of the Board may be called by the President or the Board. For a Board member to request a Special Meeting, it requires the written request of three (3) or more Board members. Members of the Board may participate in a meeting by means of a conference telephone or

BYLAWS
Of The
CONCORD BRIDGE CLUB

CBC BYLAW

other communications device by which all members participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.

Section 6.7 Notice. Notice, written or printed, of any regular or special meeting stating the place, day, and hour of the meeting shall be **emailed/texted** no fewer than 10 days nor more than 45 days prior to the date of the Board meeting. Notice may be provided by e-mail to voting members who so consent, and the notice is in compliance with state statutes.

Section 6.8 Notice of Waiver. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of business the meeting is not lawfully called or convened. A waiver of notice signed by the Director or Directors, whether before or within 10 days after the time stated for the meeting, shall be equivalent to the giving of notice.

Section 6.9 Participation in Meeting by Conference Telephone or other electronic communications device. Members of the Board may participate in a meeting through the use of conference telephone **or other communications equipment**.

Section 6.10 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 6.11 Vacancies. All vacancies in the Board of Directors, whether caused by resignation, death, or otherwise may be filled by the affirmative vote of the majority of the remaining directors. A Director elected to fill any vacancy shall hold office for the unexpired term of his predecessor and until a successor is elected and qualified. This appointment does not count as a term and therefore the appointee may still be elected for two consecutive terms.

Section 6.12 Removal. A Director may be removed for cause at any meeting of the Board of Directors provided two-thirds of those present shall so vote. The Director subject to removal for cause shall be notified in writing of the grounds for such removal. Such notice shall be delivered by certified mail. The grounds for removal must be submitted with notice of said meeting and said Director shall have a reasonable opportunity at said meeting to object to and argue his/her removal with representation by counsel of his choosing and expense.

BYLAWS
Of The
CONCORD BRIDGE CLUB

CBC BYLAW

Section 6.13 Resignation. Any Director may resign at any time by delivering notice to the other Board members, or by giving oral or written notice at a meeting of the Board of Directors. A director's resignation will take effect upon delivery of such notice unless the Board approves an extension and consented to by the person resigning. Acceptance of a Director's resignation will not be necessary to make it effective.

Section 6.14 Voting by Proxy. Voting by proxy is not permitted.

Article VII

Officers

Section 7.1 Designations. The officers of the Corporation shall be elected by the Board of Directors. ~~for a term of two years unless removed sooner by the Board.~~ The officers ~~minimally~~ will consist of a President, a Vice President, a Secretary, a Treasurer and the Club Manager (an ex-officio member). Total of 5 voting Board Members. ~~Officers shall hold office until their successors are elected.~~ In the event that the Board has a vacant position, normal activities can be continued to be approved by a majority of the remaining Board Members. Board Members must be members in good standing of ACBL Unit 153.

Section 7.2 President The President shall preside at all meetings of the Board of Directors, shall have general supervision of the affairs of the Corporation and shall perform such other duties as are incident to the office, or are properly required of the President by the Board of Directors. The President may not serve for more than, two (2) consecutive years. In addition, the President must have been a Board Member for the year prior to their election as President.

Section 7.3 Vice President During the absence or disability of the President, the Vice President shall be authorized to exercise all of the functions of the President. If the President is unable to perform his/her duties for longer than a four month period, the Vice President will become the President. The Board will then elect a new Vice President. Like the President, the Vice President must have been a Board Member for the year prior to being elected.

Section 7.4 Treasurer The Treasurer shall have custody of all monies and securities of the Corporation and shall keep regular books of account. The Treasurer shall disburse the funds of the Corporation in payment of just demands against the Corporation or as may be ordered by the Board of Directors, and shall render to the Board from time to time as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the Corporation.

Section 7.5 Secretary The Secretary shall issue notices for special meetings, shall keep minutes of all meetings, shall have charge of all corporate records, and shall

BYLAWS
Of The
CONCORD BRIDGE CLUB

CBC BYLAW

make such reports and perform such other duties as properly required of the Secretary by the Board of Directors

Section 7.6 Club Manager. The Club Manager is appointed by the Board for a one year term, and may serve multiple terms at the pleasure of the Board. He/she is the liaison between the CBC and the ACBL. His/her primary duty is to create and manage ACBL Sanctioned duplicate bridge games for the CBC as directed by the Board. As ex-officio, the Club Manager is a full voting member of the Board.

Section 7.7 Delegation. If any officer of the Corporation is absent or unable to act and no other person is authorized to act in such officer's place by provisions of these bylaws; the Board of Directors may, from time to time, delegate the powers or duties of such officer to any other officer, director or other person(s) it may select.

Section 7.8 Removal. The Board of Directors at its sole discretion may remove any officer for cause under the process outlined in Section 6.12 of these bylaws.

Section 7.9 Vacancies. In any case any office shall become vacant by reason of death, resignation, removal or otherwise, the directors then in office may appoint a successor or successors for the unexpired term.

Section 7.10 Compensation and Reimbursement of Officers. The officers of the Club shall serve without compensation but may be authorized to receive reimbursement of expenditures made on behalf of the Club.

Section 7.11 Resignation of Officers. see Section 6.13 of these bylaws.

ARTICLE VIII

Committees

Section 8.1 Establishment. The President with the approval of the Board of Directors, shall have the power to create and appoint the members of such standing and special committees as he may deem necessary or appropriate, designate the chairs thereof and assign functions thereto. The members of the committee(s) need not be members of the Board of Directors. The committee may or may not be delegated governing powers. The authority level of the committee will be established by the Board when the committee is formed.

Section 8.2 Executive Committee. The Board may designate, from among its directors, an Executive Committee. This committee shall have powers as provided by resolution of the Board of Directors except as prohibited by nonprofit law. Rules governing meetings of the executive committee shall be established by the Board of Directors, or in the absence thereof, by the committee itself.

BYLAWS
Of The
CONCORD BRIDGE CLUB

CBC BYLAW

Section 8.3 Other Committees. Other committees shall be established at the discretion of the President. Each committee may adopt rules for its meetings which are not inconsistent with these bylaws.

Section 8.4 Term of Office. Each member of a committee shall serve for one (1) year and until a successor is appointed or the committee is sooner dissolved.

Article IX

Amendment of the Bylaws

These bylaws may be amended, altered or repealed and new laws may be adopted by a vote of 2/3 of the voting members present at any meeting of the members at which a quorum is present, and the meeting has met the required notification period. Any and all changes to the bylaws must be included in the meeting announcement.

Article X

Indemnification

The Club shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, Director, or **contractor** of the Club against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement penalties, reasonably incurred by or imposed upon such person in conjunction with any threatened, pending or completed action, suit, or proceeding in which he or she may become involved by reason of his/her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he/she shall have been finally adjudicated in any proceeding not to have in good faith in the reasonable belief that such action was in the best interests of the Club; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. No amendment or appeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or appeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract the Club and the indemnified officers, and contractors. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, Director or **contractor** under this Article shall apply to such officer, Director or **contractor** with respect to those acts or omissions which occurred at any prior to such amendment or appeal.

BYLAWS
Of The
CONCORD BRIDGE CLUB

CBC BYLAWS

Article XI

Miscellaneous

Section 11.1 Publication. The official publications of the Club as well as all advertising materials that that promote the Club must be approved in writing by the Board prior to its publication. **Exceptions to Section 11.1 are the monthly Newsletter and routine promotional announcements.**

Section 11.2 Inoperative Portion. If any of the Bylaws shall be invalid or inoperative, then to the extend reasonable and possible, the remainder shall be valid and operative, and effect shall be given to the intent that portion held invalid or inoperative manifests.

Section 11.3 Interpretation. Whenever the context indicates, the masculine gender shall encompass the female and the singular shall encompass the plural or vice versa. The headings are solely for the purpose of organization, convenience and clarity. They do not define, limit or describe the scope of these bylaws or the intent in any of the provisions.

Section 11.4 Books and Records. The Club shall keep correct and complete books and records of accounts and shall keep minutes of all proceedings of its Board of Directors and membership meetings.

Section 11.5 Fiscal Year. The fiscal year for the Corporation shall run from Jan 1st through Dec 31st of each calendar year.

Section 11.6 Loans. The Center will not make any loans to any director or officer. Any director or officer who assists or participates in the making of any such loan shall be liable to the Center for the amount of such loan until the repayment thereof.

ARTICLE XII

Dissolution of Corporation

The Corporation can be dissolved by a majority vote of its members. At the time that the Corporation ceases to exist, all monies in the treasury will be donated to the ACBL Educational Fund. Should that Fund no longer exist, the monies will be donated to a nationally recognized charitable organization chosen by the outgoing Board of Directors.