

**BY-LAWS**  
**of the**  
**TUCSON CHARITY BRIDGE CLUB, INC.**

**ARTICLE I**

**Name**

The Corporation shall be known as the Tucson Charity Bridge Club, Inc. (referred to herein as "the Club"). The American Contract Bridge League is referred to herein as "the ACBL." The words 'he' and 'him' shall be deemed to refer also to 'she' and 'her'.

**ARTICLE II**

**Purposes**

To the extent that the following fall within the scope of charitable or educational purposes authorized under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, the following are activities which the Club proposes to engage in:

(a) Offering opportunities for socialization of senior citizens through scheduled sessions of card playing, at low cost, in a controlled and friendly environment which adheres to the "Zero Tolerance Policy" of the American Contract Bridge League (the "ACBL"), prohibiting unacceptable behavior such as badgering and rudeness;

(b) Providing mental stimulation for senior citizens through competitive games and tournaments of duplicate bridge, in accordance with regulations and ethical standards promulgated by the ACBL;

(c) Providing classes of instruction in the game of duplicate bridge, and the regulations pertaining thereto, for beginners as well as intermediate players;

(d) Supporting a wide variety of section 501(c)(3) charities through the regular periodic donation of a substantial portion of the Club's net income;

(e) Acquainting members with charities that they may not have donated to before, through presentations by representatives of those charities, and offering them an opportunity to augment the charitable work of the Club by adding their own contributions.

## ARTICLE III

### Membership

A. Everyone is eligible for membership in the Club, and no one shall be denied membership on the basis of sex, race, religion, national origin, physical handicap or disability.

B. There shall be two classes of membership: Associate and Regular.

C. A person shall become an Associate Member by playing in any duplicate bridge session sponsored by the Club, including sessions incident to classes.

D. A person shall become a Regular Member by playing in twenty (20) sessions of duplicate bridge sponsored by the Club during the previous 12-month period, provided however, that persons who have already played in ten (10) sessions of duplicate bridge sponsored by the Club in the 12-month period prior to the adoption of this amended By-Law shall be grandfathered in for the remainder of the calendar year 2016.

E. Consent to membership shall be deemed implied from the act of playing in a session sponsored by the Club, but anyone may give notice to the Club disclaiming an intent to be a member. The Manager or Director at a session may take whatever action appears to him appropriate under ACBL regulations to deal with a breach of the rules of contract bridge, or a disruption to play caused by egregious slow play, intemperate language, refusal to accept directions, or other misconduct of a player. Action by the Director may include for that session imposing penalties, including suspending a player and his partner from that session and directing the offending player(s) to leave the premises. However, no member may be expelled or suspended from membership in the Club except pursuant to the following procedure:

1. A written notice shall be sent to the member by e-mail at least five (5) days before the expulsion or suspension takes effect;
2. An opportunity for the member to be heard by the Board, orally or in writing, is given before the effective date of the expulsion or suspension; and
3. The procedure is fair and reasonable taking into consideration all the relevant facts and circumstances.

F. The Club shall maintain an alphabetized computer list of Regular Members and their postal and e-mail addresses. The list shall be available for inspection and copying by Regular Members, for the purpose of communicating with other members concerning a meeting of the Club, but the person requesting inspection must affirm in writing that he will not make use of the list for any commercial purpose.

G. Membership in the Club does not make a person personally liable for the acts, debts, liabilities or obligations of the Club. A member shall have no vested property right resulting from any provision in the articles of incorporation, or By-Laws.

H. A partnership shall be ineligible to play in, or be ranked or earn master points, in any session of duplicate bridge sponsored by the Club, if a partner therein had more master points at the beginning of a calendar year than as follows: 2020—1,100 master points; 2021—1,200 master points; 2022—1,300 master points; 2023—1,400 master points; and 2024 and thereafter—1,499 master points.

## **ARTICLE IV**

### **Board of Directors**

A. All corporate powers shall be exercised by or under the authority of, and the affairs of the Club shall be managed under the direction of, the Board of Directors.

B. “B. The Board of Directors shall consist of three (3) Regular Members. The terms of office of the three directors following the adoption of this provision shall be:

Ruth Houkom—two years ending in December 2024;  
Kathy Parker—two years ending in December 2024;  
Hurd Baruch—two year ending in December 2024.

Approval of this amendment by the Regular Members shall be deemed an election of the above individuals as directors, in lieu of election in December 2022 at the Annual Meeting of Members.”

C. The term of office of each director elected by the members shall be two (2) years.

D. In the event of a vacancy on the Board, the remaining directors may appoint a person to fill out the term of the ex-director.

E. A person who is an initial director, or who has been elected by the members, may only be removed for cause, as provided in Arizona law.

F. The Board shall hold a meeting at least once each calendar quarter, at the call of the President on forty-eight (48) hours notice, or of any two (2) directors if the President does not call a meeting. Meetings of all directors may be held telephonically, and the Board may also act by unanimous written consent, as provided for under Arizona law.

G. At their quarterly meeting, directors shall review a report of operations, including financial results and charitable contributions, for the previous quarter.

H. The directors shall establish policies for the choice of qualified Section 501c(3) charities which serve the people of Tucson to receive contributions out of revenues, and shall determine which nominations from the members should be put to a vote of the members.

I. The Board shall authorize all property leases and similar arrangements used to secure locations for the Club's sessions, classes and other events. The Board shall approve in advance any acquisition of personal property, or disbursement, in an amount in excess of \$1,000.

J. The Board shall approve the hiring of any employees, contractors or agents and specify their compensation.

K. The Board shall obtain and maintain in force liability insurance coverage for the Club in an amount of not less than \$1,000,000.

L. The Board shall establish the table fee per game, and the policy with regard to "free plays."

M. [Deleted]

N. The Board may appoint (and dissolve) committees from time to time as it deems appropriate, to deal with matters such as membership, education, publicity, hospitality and conduct of members. Committee members may include Regular Members who are neither directors nor officers.

O. The Board shall approve the suspension, expulsion and reinstatement of members in accordance with ACBL regulations, including for egregious slow play or noncompliance with the conditions of a contest.

P. Directors who have a conflict of interest with regard to any transaction with the Club shall reveal the conflict prior to entering into the transaction, and shall not play any part, directly or indirectly, in a vote of the directors on such matter.

Q. The general standards of conduct and responsibility of directors shall be those prescribed in Arizona law, and in the regulations (including ethical standards) of the ACBL.

R. Directors shall receive no compensation, except reimbursement for their expenses, for serving in that capacity.

## **ARTICLE V**

### **Membership Meetings & Election of Directors**

A. There shall be an annual meeting of the members in December, on a date fixed by resolution of the Board, at one of the locations in Tucson where the Club's sessions are held. The Secretary shall e-mail a notice of this meeting to all Regular Members (of record as of November 1<sup>st</sup>) who have given the Club their e-mail address, not less than twenty (20) days

prior to the annual meeting. At this meeting, Regular Members shall consider and act on any matter raised that is consistent with the notice requirements of Arizona law.

B. The Board of Directors may call a special meeting of members at any time, upon not less than ten (10) days notice given by the Secretary by e-mail to the Regular Members, describing the purpose or purposes of the meeting. In addition, at least 10% of the Regular Members may make a written demand for the holding of a special meeting for the purposes they describe, and such a meeting shall be held, in accordance with Arizona law, at one of the locations in Tucson where the Club's sessions are held.

C. All members are eligible to attend the annual meeting and special meetings, but only Regular Members shall be eligible to vote, one vote per member, on any matter brought before a meeting. A quorum for the transaction of business at any membership meeting shall be twenty (20) Regular Members.

D. With regard to the election by Regular Members of persons to succeed the initial directors:

1. Any Regular Member may run for the Board by submitting his name to the Secretary during the month of October. This right shall be a matter of notice on the Corporation's website.

2. In the event that as of November 1<sup>st</sup> there is no contest for the election of directors, because there are not more candidates than directorships to be filled, the Board of Directors may determine that the formality of an election is unnecessary and declare the candidates elected. In the event that there is a contest for election of directors, the Secretary shall e-mail a list of candidates to all Regular Members (of record as of November 1<sup>st</sup>) who have given the Club their e-mail address, in the first week of November. The election of directors shall be conducted by secret ballot and the Secretary shall be responsible for having ballots printed. Names on the ballot shall appear in alphabetical order, with incumbents designated, and the number of vacancies stated.

3. Each candidate may furnish to the Secretary a campaign statement, of no more than one hundred (100) words. The Secretary shall e-mail such campaign statements to all Regular Members as soon as practicable after receipt thereof.

4. Ballots authenticated by the Secretary shall be available, and voting shall occur, at each session held by the Club during the second and third weeks of November. Each Regular Member who requests a ballot, shall sign a receipt therefor. Proxy voting is not permitted. Marked ballots shall be secured by the Secretary.

5. At the close of the election, the Secretary shall have the votes counted. Election results shall be e-mailed to Regular Members by the Secretary. In the event there is a tie for the election of Board Members, the President, assisted by the Secretary shall by lot,

in the presence of the members attending the Board meeting, determine the Board member or members elected.

6. Marked ballots shall be saved for one month and then disposed of by the Secretary.

## ARTICLE VI

### Officers

A. The Board shall appoint the following Officers, to serve one year terms, subject, however, to removal with or without cause by the Board: President, Secretary, and Treasurer. The Board may also appoint one or more Vice Presidents, specifying the scope of their responsibilities in the resolution naming them.

B. The President shall be the Chief Executive Officer of the Club, and shall, under the direction of the Board, have overall responsibility for the conduct of the Club's affairs. The President shall:

1. subject to the approval of the Board, appoint a Manager, who may receive compensation, to manage the sessions held by the Club at each separate location;
2. execute on behalf of the Club all contracts approved by the Board;
3. be authorized to sign checks drawn on the Club's bank account;
4. execute and file all filings required to obtain and maintain the Club's tax exemption with the I.R.S.;
5. execute and file with the Arizona Corporation Commission all certificates or other documents necessary or appropriate with regard to the Club's corporate status;
6. preside over meetings of the Board; and
7. present a report to members at their annual meeting in December.

C. The Secretary shall perform the customary duties of a corporate secretary, such as maintaining a list of Regular Members, and sending out notices of meetings, and keeping minutes of the Board and member meetings.

D. The Treasurer shall:

1. be entrusted with the Club's funds, taking custody of the receipts of the Club's sessions, and promptly depositing them in the Club's bank account;
2. be authorized to sign checks drawn on the Club's bank account;
3. be responsible for seeing to it that the Club's bills are paid in accordance with directions from the Board;
4. oversee the preparation of monthly, quarterly and annual financial statements, as well as budget reports requested by the Board;

5. ensure that all necessary tax returns are filed with the I.R.S. and make any required State tax filing.

E. Each officer shall, when he leaves office, turn over to his successor all records of the Club which he had been responsible for.

F. The general standards for officers shall be those prescribed in Arizona law, and the regulations (including ethical standards) of the ACBL.

G. Officers shall receive no compensation, except reimbursement of expenses, for serving in that capacity.

## **ARTICLE VII**

### **Indemnification**

The Club shall indemnify and hold harmless all directors and officers to the maximum extent permitted by Arizona law.

## **ARTICLE VIII**

### **Amendments**

The Club's articles of incorporation may only be amended by proposal of the Board approved by the Regular Members as provided under Arizona law. The Club's By-Laws may be amended by the Board during 2012, acting alone, or thereafter, in accordance with Arizona law, either (a) by the Board with the approval of a majority of the Regular Members who vote at a meeting of members, or (b) without the approval of the Board, by the vote of two-thirds (2/3rds) of all the Regular Members of the Club at a meeting of members.

## **ARTICLE IX**

### **Dissolution**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the United States Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine, with preference given to the education fund of Unit 356 of the ACBL if it so qualifies.