

Duke City Bridge Club
Bylaws

December 14, 2017

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Duke City Bridge Club

Bylaws

Article I. Name

This non-profit organization is incorporated in the State of New Mexico under the name “DUKE CITY BRIDGE CLUB”. The organization (hereinafter “DCBC” or “the Club” is franchised by the American Contract Bridge League (“ACBL”) as ACBL Club Number 103333 and is affiliated with ACBL Unit #374.

Article II. Principal Office

The principal office of the Club is 8616 Northeastern Blvd., NE, Albuquerque, New Mexico, 87112.

Article III. Purposes

The purposes of this organization are:

- a. to provide a place and the opportunity for playing duplicate bridge under the rules of the American Contract Bridge League;
- b. to preserve and to stimulate interest in the art of playing competitive contract bridge;
- c. to offer opportunities for learning duplicate bridge playing skills;
- d. to encourage the highest standards of conduct and ethics and enforce such standards during play; and
- e. to promote a pleasant atmosphere for the enjoyment of the game.

Article IV. Organization

Section 1. Club Management

The Board of Directors (“The Board”) shall manage the property and business of the Club.

- a. There shall be ten (10) members of the Board, elected as provided by Article IV, Section 3, of these Bylaws, with each member's term starting on the 1st of February. Board members terms are for two (2) years, staggered so that five (5) are elected each year.
- b. At the January Board meeting, after the results of the election are known, the incoming Board shall elect from among its members the President, the Vice-President, and the Secretary, each to serve for one (1) year, beginning February 1st. To be eligible to serve as president, the candidate must have served on the Board of Directors for one year. The President is restricted to three (3) successive terms in office but may again serve after being out of office for two (2) years. The members of the incoming Board will, immediately after the election of its officers, establish such committees and individual assignments as they deem necessary.
- c. In consultation with, and with the majority consent of the Board, the President shall each year appoint a Treasurer and Club Manager (as required by the ACBL). These positions may be filled by persons who are not members of the Board.
- d. At the pleasure of the Board, the immediate past-President may serve as a non-voting adviser to the Board.
- e. Club Members may attend Board meetings except when matters of zero tolerance or ethics are discussed and reviewed. Club Members may also have a voice at Board meetings with prior agreement of the President based upon the appropriateness of the topic and existing time constraints.

Section 2. Eligibility for the Board

- a. To be a nominee for the Board, one must be a DCBC Member as provided in Article V, Section 1, for at least one full year.
- b. Board members are restricted to three (3) consecutive terms, provided that the member may again serve after not being on the Board for one (1) year.

- c. In the event of a vacancy, the Board shall appoint a replacement as provided in Article IV, Section 5.

Section 3. Election of Board Members

- a. At the regular Board meeting in October, a Nominating Committee, as described in Article IV, Section 9a, will start the process of gathering the slate of nominees for the Board.
- b. The slate of nominees proposed by the Nominating Committee shall be announced at the November Board Meeting and shall be posted at the Club at least two (2) weeks before the Annual Membership Meeting. The slate shall be presented at the December Annual Membership Meeting, when additional nominations may be made from the floor.
- c. The Secretary shall prepare the ballots. Election of Board members shall be held by secret ballot, balloting to commence the first Monday after the Annual Membership Meeting and to cease on the first Friday in January.

Section 4. Removal of Board Members from Office

- a. **Cause.** Any member of the Board of Directors may be removed from office, or lesser action taken, if he or she knowingly:
 - 1. Fails or refuses to comply with an appropriate decision or directive of the Board;
 - 2. Fails to fulfill in a substantive way his or her responsibilities as a Board member;
 - 3. Acts in an improper manner so as to discredit the Office, Board, or the ACBL;
 - 4. Does not appropriately comply in a substantive way with applicable Bylaws and policies;
 - 5. Fails to attend three (3) consecutive monthly meetings.
- b. **Procedure.** Action may be initiated by a 75% majority of the Board or a 75% vote of the minimum quorum of at least fifty (50) members of the Club. Detailed charges shall be presented in writing to the Board member in question. An attempt shall be made to resolve the matter informally with the Board member. If the matter is not satisfactorily resolved, the Board member against whom removal charges are brought shall be notified in writing of the charges, at least ten (10) days prior to the Board meeting at which the matter will be heard. The Board member so charged shall be given an opportunity to be heard before the Board of Directors, and present witnesses if desired. The action taken by the Board of Directors shall

be conclusive and final.

Section 5. Replacement of Board Members

Vacancies on the Board shall be filled by a majority vote of remaining Board members. To the extent possible, replacements shall be made from the list of nominees from the last Board elections. Each person so appointed shall serve the unexpired term of the Board member replaced.

Section 6. Duties and Responsibilities of Board Members and Officers

a. Board of Directors. The Directors shall:

1. Attend all Board and Membership meetings;
2. Establish fees to be paid by Members and playing guests.
3. Represent the best interests of the Club Membership when voting on business before the Board;
4. Serve as Committee Chairperson if appointed by the President; and
5. Perform other appropriate duties as requested by the President or Board.

b. Officers

1. President. The President shall:

- a. Preside at all Board and Membership meetings;
- b. Call special meetings;
- c. Appoint all Committee Chairpersons;
- d. Maintain strict adherence to the Bylaws and Club rules;
- e. Carry out all orders and resolutions of the Board; and
- f. Serve as *ex-officio* member of all committees.

2. Vice-President. The Vice-President shall:

- a. Assist the President in his or her duties;
- b. Act as President in the absence of the President, exercising the powers and duties of that office; and
- c. Oversee all standing committees.

3. Secretary. The Secretary shall:

- a. Record and post the minutes of all Board, Annual, and Special Membership

Meetings.

- b. Maintain records of all Board and Membership meetings;
 - c. Notify the Club Members of Annual and Special Membership meetings; and
 - d. Prepare and distribute ballots as needed.
4. **Treasurer.** The Treasurer shall be a member of the Club and may or may not be a member of the Board, The Treasurer shall be appointed by the President per Article IV, Section Ic, and serve at the pleasure of the Board. The Treasurer shall be responsible for:
- a. maintaining records of all financial transactions of the Club;
 - b. the set-up and maintenance of bank accounts and, if necessary, a Safety Deposit Box for the Club;
 - c. the timely payment of all debts owed by the Club;
 - d. making deposits of receipts and reconcile deposits with game records and bank receipts;
 - e. reconciling of monthly bank statement with financial records;
 - f. providing monthly financial reports to the Board of Directors at its regular meetings;
 - g. insuring that all appropriate tax documentation is completed and filed in a timely fashion and pay Federal, State and Local taxes; and
 - h. the appointment of an assistant treasurer with the advice and consent of the Board.

Section 7. Powers of the Board of Directors

In addition to the powers and authorities expressly conferred upon it by these Bylaws, the Board may exercise all such powers of the Club and do all such lawful acts and things as are not prohibited by statute or the Articles of Incorporation, or are directed or required by these Bylaws to be exercised by others.

Section 8. Standing Committees

The President shall appoint Chairpersons for the following standing committees. The chairpersons may ask as many additional Club members to join their committee as deemed appropriate to fulfill their responsibilities.

- a. **Building Management Committee.** This committee is responsible for the operation and

- maintenance of the DCBC physical facilities including the club house structure, the parking lot, property walls and fences as well as related operating equipment, including but not limited to the HVAC, electrical, and plumbing systems. This responsibility is subject to the approval of appropriate expenditures as contained in these Bylaws (Article VIII, Section 4). This committee shall also prepare and periodically update a reserve study to identify a schedule of estimated costs for capital expenditures.
- b. **TLC Committee.** This committee will attempt to identify all sick, bereaved, or incapacitated Members and initiate such actions on behalf of the Club as are deemed necessary. It shall also coordinate the Club's participation in charitable outreach and celebration of birthdays.
 - c. **Hospitality Committee.** This committee shall provide a limited and balanced approach to serving the membership refreshments during afternoon DCBC games. The committee will purchase any perishable and non-perishable supplies necessary. The committee will also plan and present food service for any special events scheduled by the DCBC board.
 - d. **Housekeeping Committee.** This committee will have supervisory responsibility for the hiring of cleaning personnel and assuring the cleanliness of all club properties. It also will have purchasing responsibilities include cleaning supplies, paper goods, and the like.
 - e. **Zero Tolerance Committee.** This committee will address matters involving conduct improprieties in the Club. The committee shall respond to written complaints submitted by the President of DCBC and will recommend sanctions (if any) to the DCBC Board using ACBL rules as a guide. Committee members who are unable to be impartial or have a conflict of interest with any case being discussed should be recused. Actions taken by this committee may be appealed to the DCBC President. The DCBC Board has the authority to sanction offending players with or without consideration by the Zero Tolerance Committee for all infractions occurring during DCBC games.
 - f. **Partnership, Membership and Outreach Committee.** This committee will develop and maintain a club partnership program that provides game partners, on request, for members and guests at Club games. Further, it shall be charged with stimulating public interest in Club

- participation and ACBL membership. In addition to recruiting and maintaining new Members, it will ensure that any concerns of the Membership at large are brought to the attention of the Board of Directors.
- g. **Finance Committee.** The Treasurer shall be the chairperson of this committee. This committee shall be responsible for establishing a one year financial plan or operating budget for the Club. In concert with Building Management Committee, it shall prepare a tentative five (5) year financial plan to guide longer range planning. All financial plans shall be based on expected income and expenses with some allowance for contingencies and emergencies. The committee shall also review documents such as, but not limited to, the Club's tax returns, audits, and other financial reports, as well as verifying the Treasurer's annual report.
 - h. **Education Committee.** This committee will be the focal point for all education related activities conducted within DCBC facilities. These include, but are not limited to, bridge classes for players of all ages, supervised playing sessions for beginning bridge players, as well as all other bridge tutorials conducted within Club properties. The DCBC Education Committee will coordinate its activities with the Unit #374 Education Committee.
 - i. **Game Materials Purchasing Committee.** This committee shall direct the purchase of all office supplies and game materials (playing cards, convention cards, score cards, bidding boxes and cards, *etc.*) from vendors who offer the best value to the Club.
 - j. **Club Management Committee.** The club manager is the chairperson of this committee and is responsible for scheduling all DCBC games at the Club, and for qualifying and overseeing all game directors. The club manager is also responsible for obtaining and maintaining game sanctions with the ACBL, and making all reports required by the ACBL.

Section 9 Other Committees

The President may create temporary Committees and appoint Chairpersons as necessary or appropriate for the operation of the Club. These committees may include but are not limited to the following:

- a. **Nominating Committee.** A Nominating Committee of not less than three (3) but not more than five (5) Club Members shall be named by the President and approved by the Board at the regular meeting held in October. This Committee shall propose eligible candidates to fill

Board vacancies occurring in the next year. No nominations shall be made for a specific office.

- b. **Finance Review Committee.** The president shall create a finance review committee in January to review the financial condition of the Club. The president will chair the committee and the Club Manager will also serve. The committee may invite additional persons to be a member of the committee (except the treasurer, assistant treasurer, and other persons who may have assisted with the bookkeeping during the year) as deemed necessary. The committee shall review the Club's tax preparation, general ledgers, financial reports, and the Treasurer's annual report. It may ask the treasurer to prepare additional reports for its deliberation as deemed necessary. The committee may at its own discretion, order an outside audit of the financial condition of the Club. The committee will submit its conclusions to the Board in writing, and publish the annual financial report for the membership. The committee will disband on the conclusion of its report to the Board.

Article V. Membership

Section 1. Eligibility

Anyone interested in playing duplicate bridge under the rules of the ACBL is eligible for Membership in the Club. Voting privileges are restricted to Members who have played at least twelve (12) DCBC games in the past twelve (12) months. Members and playing guests shall obey all the rules of the Club.

Section 2. Game Fees

The Board of Directors shall establish the fees to be paid by playing guests and Members.

Article VI. Meetings

Section 1. Place and Format of Meetings

- a. **Location.** All meetings shall be held at the principal place of operation, 8616 Northeastern Blvd., NE, or where the Board may determine.
- b. **Procedure.** Roberts Rules of Order Newly Revised shall guide all proceedings.

Section 2. Membership Meetings

- a. **Notice.** A written notice shall be posted at the Club at least ten (10) days prior to any scheduled Membership Meeting. Verbal announcements of such meetings shall be made at regular games.
- b. **Quorum.** A Membership Meeting duly called shall not be organized for the transaction of business unless a quorum is present.
 1. The presence, in person, of fifty(50) Voting Members shall constitute a quorum.
 2. If a meeting cannot be organized because a quorum is not present, those present shall adjourn the meeting until such time and place as they may determine.
- c. **Voting.** Only motions properly presented according to Robert's Rules of Order shall be subject to a vote by the Membership. Each Voting Member, as provided by Article V, Section 1, shall have the right at every Membership Meeting to one vote. A simple majority of those members present and voting shall constitute passage of the motion.
- d. **Meeting Agenda.** Voting at any Membership Meeting shall be restricted to items contained in the agenda posted before the meeting.

Section 3. Annual Membership Meeting

An Annual Membership Meeting shall be held in December of each year. A quorum shall be required for the transaction of business.

Section 4. Special Membership Meetings

- a. **Called By Board.** Special Membership Meetings may be called at any time by a majority vote of the Board.
- b. **Called by Members.** At any time, upon written request of at least twenty (20) Members, it shall be the duty of the Secretary to call a meeting of the Membership to be held at such time as the Secretary may fix, however not more than thirty (30) days after receipt of the request. If the Secretary should neglect or refuse to issue such a call, any person making the request may do so.
- c. **Agenda.** Business transacted at all Special Membership Meetings shall be confined to the stated purpose of the meeting.

Section 5. Board of Directors Meetings

- a. **Quorum.** A Board meeting duly called shall not be organized for the transaction of business unless a quorum is present. A quorum requires a majority of Board members to be present. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting until such time and place as they may determine.
- b. **Meetings.** There are two types of Board meetings:
 1. **Regular Board Meeting.** Regular meetings of the Board shall be held at least once every month. A simple majority vote of the Board shall determine the time and place of any meetings.
 2. **Special Board Meeting.** Special meetings of the Board may be called by the President or upon the written request of two (2) Board members with five (5) days personal notice to each Board member.
- c. **Order of Business.** The order of business at all meetings of the Board at which a quorum is present shall be substantially as follows unless otherwise determined by the Board:
 1. Determination by the Secretary that a quorum is present.
 2. Review of the agenda presented by the President.
 3. Review minutes of the previous meeting of the Board
 4. Reports of Officers.
 5. Committee reports
 6. Unfinished business.
 7. New Business.
- d. **Voting.** Only motions properly presented according to Robert's Rules of Order shall be subject to a vote of the Board. Each elected member of the Board of Directors shall have one vote, and a simple majority of those members present and voting shall constitute passage of the motion. In the case of a tie vote, the motion fails.
- e. **Board Action without a Meeting.** If two-thirds (2/3) of the Board members shall consent in writing (including email) to any action to be taken by the Board, such action shall be a valid corporate action as though it had been authorized at a meeting of the Board.
- f. **Publication.** The approved minutes of the Board meetings and the approved Treasurer's

Report shall be posted in a conspicuous place in the Clubhouse, and when practical, on the Club's web page.

Article VII. Expulsion of Members and Guests

The Board shall have the authority to expel any Member or guest from the Club for reasons deemed sufficient by a two-thirds (2/3) majority of the Board. All charges preferred must be in writing and must have previously been addressed by the Zero Tolerance Committee. Members shall be permitted to appear before the Board and offer evidence in their defense.

Article VIII. Books & Records

Section 1. Depository of Funds

- a. All Club funds, operating and reserve, shall be deposited in institution(s) which are insured by either the Federal Deposit Insurance Corporation (FDIC) or the National Credit Union Association (NCUA).
- b. The operating funds shall be disbursed on the signature of the Treasurer or Officer(s) as authorized by the Board.
- c. Reserve funds shall be maintained in account(s) separate from the Club's operating funds. A reasonable portion of reserves may be placed in insured instruments such as, but not limited to, Certificates of Deposit.

Section 2. Records

- a. The Treasurer shall maintain the financial transactions of the Club with a dual entry, audit tracking bookkeeping system, such as Quick Books.
- b. The Secretary shall maintain records of the proceedings of all Board and Membership Meetings.
- b. Every Member shall have the right to examine, in person or by authorized agent at any reasonable time for reasonable purpose, the financial, membership, and proceedings records of the Club.

Section 3. Fiscal Year

The fiscal year shall be determined by policy set by the Board.

Section 4. Budget and Expenditures

- a. Regular operating expenditures reviewed and approved in the normal budget process such as, but not limited to, recurring tax payments, utility payments, *etc*, may be paid by the Treasurer or an Elected Officer, without further approval.
- b. Committee chairpersons may make such purchases as are necessary to perform the function of their committee, subject to the limits of their annual budget. Committee chairpersons may not exceed their annual budget without approval of the Board of Directors.
- c. Expenditures not meeting the requirements of Article VIII. Section 4 a and b shall be subject to the following limitations:
 1. Expenditures not previously budgeted must be approved in advance by the Board of directors, with input from the Treasurer.
 2. Prior to any expenditure of twenty thousand dollars (\$20,000) or more, the expenditure must be approved by the Board of Directors, approved by the Board of Trustees, and approved by a majority of the members of the Club who are present at a Membership Meeting as provided by these Bylaws.

Article IX. Policies

Without prejudice to the general powers conferred by Article IV, Section 7 of these ByLaws, and the Articles of Incorporation of the Club, the Board of Directors shall create a set of Policies for the efficient management of the Club. The Board of Directors may alter or amend those policies from time to time by a 2/3 majority vote of the directors.

Article X. Dissolution

This Club shall be dissolved and its affairs concluded by a majority vote of the Members present at a duly organized Membership Meeting. In the event of dissolution, the remaining assets of the Club shall be distributed to a charitable trust or non-profit organization as approved by a majority vote of the Members at the Dissolution Meeting.

Article XI. Board of Trustees

Section 1. Composition of the Board

- a. There will be a permanent Board of Trustees consisting of four (4) regular members, none of whom are members of the Board of Directors. Regular members must have been members of the Club for at least ten (10) years with the most recent five (5) years being continuous.
- b. The President of the Board of Directors shall serve as *ex officio* member of the board of Trustees and serve as its presiding officer. The President of the Board of Directors shall have no voting rights as a trustee, except in the case of a tie vote of the regular members.

Section 2. Replacement of a Trustee

In the event that a Trustee is no longer eligible to serve or is incapable of serving as a member of the Board of Trustees, the remaining members of the Board of Trustees shall submit the name of a replacement to the Board of Directors. The Board of Directors has the right of veto. If the nominee is vetoed, the Trustees shall submit additional names for approval until a suitable replacement is found.

Section 3. Duties of the Board of Trustees

- a. To offer advice to the Board of Directors when asked.
- b. To give advice to the Board of Directors when the Board of Trustees thinks that would be helpful for the well being of the Club.
- c. Approval of the Board of Trustees is required for:
 1. all expenditures over \$20,000;
 2. the assumption of debt by the Club (including but not limited to credit cards); and
 3. proposed changes in the Bylaws before those proposed changes are presented to the membership.

Section 4. Convening a Meeting of Trustees

- a. The President of the Board of Directors shall convene the Board of Trustees at any time its opinion or approval is desirable or required.
- b. Any two or more regular members of the Board of Trustees may call a meeting of the Board at any time. The President of the Board of Directors shall chair the meeting.

Article XII. Amendments

A proposed amendment to these Bylaws must be submitted in writing to the President for inclusion on the agenda of the next Board Meeting. After approval by majority vote by the Board of Directors and the Board of Trustees, the proposed changes must be presented to the Membership for approval. An affirmative vote by a majority of the Voting Membership present at a duly organized Membership Meeting is required to amend these Bylaws.

Article XIII. Effective Date

The effective date of these Bylaws is December 14, 2017