

**BY-LAWS OF THE  
ROCHESTER AREA BRIDGE ASSOCIATION  
August 2020**

**ARTICLE I – CALENDAR**

The fiscal year of RABA shall begin on August 1 of each year and end on July 31 of the next year. The fiscal year and the business year are one and the same.

**ARTICLE II - VOTING BY MEMBERS**

An election shall occur annually to fill RABA Board and the Unit 112 Representative vacancies. This is to be completed by October 1 of each year.

The single vote of each member in good standing as described in the Constitution (Article II. B.1) may be cast in person or by mail in the form of an absentee ballot, which can be obtained from the Nominating Committee Chairperson. Proxy voting shall not be permitted. A majority of all votes cast shall be sufficient to elect representatives to the Board and UNIT 112 representative or to pass or fail on any matter, except as otherwise provided for in the Constitution or in these By-Laws.

Should there be a tie vote for the last remaining director to be elected, or, for UNIT representative, the tie shall be broken by, one or two secret ballots (ballot with only the tied individuals named-up to two secret ballots to attempt to break the tie.) of the then current sitting board minus the members who are on the current ballot. If the tie is not broken then the names of the tied individuals will be placed in a container and the President will extract one name thus ending the tie.

**ARTICLE III – ANNUAL MEETING**

The annual meeting of the membership will be “primarily to announce” \* the results of the election of directors and UNIT Representatives and for the transaction of all business pursuant to the terms of the Constitution and these By-Laws.

**ARTICLE IV - BOARD OF DIRECTORS AND UNIT 112 REPRESENTATIVES**

**A. Governance.**

The meetings will be governed by Roberts Rules of Order with flexibility.

**B. Number of Directors**

The number of Directors and the length of term can be reduced to no less than 6 if necessary by the following process: (1) a vote by the existing board to lower the number of directors, (but not for the purpose of removing any individual during his/her term), Should this vote have less than an 80% affirmative action, then part two must be invoked. (2) Acceptance by the membership at the annual meeting or any special meeting called for this or any other purpose. If the number is lowered, then there will be fewer positions on the ballot at the next election

**C. Unit 112 Representatives**

Pursuant to the provisions of the By-Laws of UNIT 112 four (4) RABA members will be elected to serve two-year terms as representatives to the UNIT Board. They will represent and act on behalf of RABA at all UNIT meetings and at least one representative will be required to report back to the RABA Board at the next RABA Board meeting following the UNIT meeting. A written report is recommended but not required.

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The number to be elected each year will be two (2). Candidates for this office and will be listed separately from directors on the ballot. Any RABA member who is in good standing with the ACBL is eligible to run whether he/she hold any other 2 RABA office. In the event that a representative is elected who is not concurrently a RABA Board member, that person will become a non-voting member of the RABA Board, and will be expected to attend all RABA Board meetings.

In accordance with the UNIT 112 By-Laws, each UNIT representative shall serve for a term of two years, or until a successor is duly elected. In the event of a mid-term vacancy of a Unit Representative for whatever reason, a majority of the remaining directors shall elect a successor to fill out the remainder of the term of such vacancy.

Any Unit Representative may be removed for cause by a vote of two-thirds of the full Board of Directors.

**D. Voting of Directors**

Each director including the President shall have one vote at the meetings of the Board of Directors. The President shall abstain from voting except in cases where there is a tie to be broken or made, or there are not enough Directors present to create a quorum, (see Article VI) or when the vote is for amending the Constitution or By-Laws. A majority of all votes cast shall be sufficient to elect, pass, or fail any motion before the Board except an amendment to the Constitution or By-Laws. (Refer to the Constitution, Article V for special rules regarding amendments to the Constitution and Article VII of these By-Laws.)

**E. Quorum**

The presence of a majority of the entire elected and in active standing Board of Directors shall be necessary to constitute a quorum.

A Director attending via telephonic or telecommunications means shall count toward a quorum.

When a quorum is once present to organize a meeting, it may not be broken by the subsequent withdrawal of any Director. Upon the withdrawal of a director, the meeting may be formally adjourned or may continue with the consent of remaining members but business is restricted to non-financial matters.

**F. Executive Committee**

The Executive Committee will meet at request of the President. A minimum of 4 members of the Executive Committee are needed to conduct Executive Committee business. The Executive Committee shall be required to report all actions to the Board of Directors at the next regular Board meeting following an Executive Committee meeting.

**G. Authority**

The management of RABA shall be vested in its Board of Directors, which shall have charge, control and management of the policy, property, affairs, and funds of RABA. The authority and the responsibility of the Directors shall include, but shall not be limited to, the following:

- (a) Evaluation and ultimate supervision of the activities of RABA, including the control, conservation, and utilization of physical and financial assets;
- (b) Approval of agreements on behalf of the Corporation in furtherance of its purposes and powers;

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(c) Approval of an annual operating and capital expenditures budget prior to the start of each fiscal year.

**ARTICLE V - COMMITTEES**

The President shall appoint a Chairperson from within the Board of Directors for each committee outlined in the Constitution, and for any other Committees as may be established from time to time by the Board of Directors. The President shall, ex officio, be a member of each committee.

The Executive Committee of the Association may, at any time, remove and replace the Chairperson of any committee for such reasons as the Executive Committee deems to be in the best interest of the Association. Each committee Chairperson may, at any time, appoint from within the membership of RABA, and/or recommend to the

Executive Committee removal and replacement of any member of his/her committee for such reasons as the Chairperson deems to be in the best interest of the Association.

The Board of Directors may prescribe the powers and fix the responsibilities of each Committee of the Association. All committee actions shall always be subject to review and revision by the Board of Directors.

No Committee member shall receive any remuneration except reimbursement for reasonable expenses duly authorized and incurred in performing his/her duties.

**ARTICLE VI - CONTRACTS AND AUDITS**

**A. Authority of Contract**

The Board of Directors may authorize any officer of RABA, or any specific agent, to enter into any contracts, execute and deliver any legal instruments or issue any checks, drafts, or other evidences of indebtedness, as it may determine. Such authority may be granted for any general or specific purpose named by the Board. All such exercise of authority must be reported to the Board of Directors directly or via the President or Executive Committee prior to the conclusion of the meeting of the Board of Directors immediately following its occurrence.

**B. Audits** An auditing committee appointed by the President in accordance with the terms of Article IV, Section A, 2 of the Constitution and Article IV of these By-Laws shall conduct the audit.

**ARTICLE VII - AMENDMENTS TO THESE BY-LAWS**

**A. Proposal**

An amendment to these By-Laws may be proposed either by:

- a) A two-thirds vote of the Board of Directors
- b) A two-thirds vote of members attending a membership meeting, or
- c) Submission by any member of a written copy of the proposed amendment, supported by the signatures of at least 25 RABA members.

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**B. Adoption**

An 80% affirmative vote of the Board of Directors will be required (either in person or in writing) on any document that would change the RABA By-Laws. Should there be less than an 80% affirmative vote, then the vote will be taken to the General Membership in one of the two following formats:

- a) At the next annual meeting of the membership;
- b) At a special meeting called for the purpose of voting on said proposed change to these By-Laws.

NOTE: Both formats a & b will require advance notice to the membership as outlined in the Constitution Article II, Section C 1.b. and c. The notice must fully describe the proposed amendment to be voted on. Should it be necessary to implement either (A) or (B) above then, providing a Quorum, as defined in the Constitution Article II, Section C.3., a two-thirds affirmative vote of those present will be required to adopt any proposed amendment to these By-Laws. All items so passed shall take effect immediately unless otherwise designated in the terms of the amendment.

Revised Sept. 1991 MEGerner

Revised: Jan. 1994 MEG

Revised: Nov. 1996 J.H.V.

Revised April. 2000 MEGerner & BToder

Revised: July 2016 GGottermeier

Revised April 2020 JEPatton

Revised July 2020 JEPatton & KKnight