

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

Revised April 1991; Jan 1994; Nov. 1996; Apr 2000

ARTICLE I - NAME, PURPOSE, AND CALENDAR

1. Name

The name of the organization shall be the ROCHESTER AREA BRIDGE ASSOCIATION, a non-profit division of Unit 112 of the American Contract Bridge League, here in after referred to as "RABA".

RABA being one of the playing areas in District Four does hereby state that we concur with parliamentary practice and will be consistent in our operation so as to concur with the Constitution of our Unit and District. We will conduct all meetings using "Rules of Order" as described in Parliamentary law. No rule or resolution will be adopted that conflicts with the constitution, bylaws, or rules of order of the ACBL.

2. Purpose

The purpose of this organization shall be:

- a) To promote and encourage proper codes and standards among duplicate bridge players, clubs, and tournaments in the Rochester playing area.
- b) Together with UNIT 112 to operate and manage sectional bridge tournaments in the Rochester playing area (boundaries of which as defined by UNIT 112).
- c) To foster public recognition of duplicate bridge as a form of competitive recreation.
- d) To promote individual membership in the ACBL and participation in it's affiliated clubs and tournaments.

3. Calendar

The business year of RABA shall begin at the conclusion of the annual Rochester Fall Sectional tournament and end at the conclusion of the next calendar year's Rochester Fall Sectional tournament. Should there be no Fall tournament, the business year will end and commence on the anniversary of the most recent Fall Sectional tournament.

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

ARTICLE II - MEMBERSHIP

1. Privilege of Membership

All persons who are current members in good standing of the ACBL and reside in the playing area described by UNIT 112 Area #1 are automatically members of RABA. In addition, players who reside on the

periphery of Area #1, primarily play Bridge in the RABA club games, and support the RABA by-laws can, by way of a written request to both their UNIT-designated playing area and to RABA. join the RABA organization., and at the same time, also in writing, rescind their membership and voting privilege in their former designated area.

2. Voting Privilege

Each member as described above shall have one vote. Said vote 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 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.

3. Meetings of Members

An annual meeting of the membership must be held each year to announce the results of the election of directors and UNIT Representatives and for the transaction of all business pursuant to the terms of these By-Laws. The time and place of each meeting shall be determined by the Board of Directors and notice of such meeting shall be given to the membership at least thirty (30) days prior to the date of such meeting. Notice of such meeting shall be deemed to have been given by publication in the RABA Newsletter and/or UNIT 112 Newsletter or by any other feasible means. The Board of Directors or the Executive Committee may call special meetings at their discretion or upon written request of twenty-five (25) members of the organization to consider some specific matter. Notice of the time and place of the meeting shall be published in the same manner as the Annual Meeting. The lead-time for special meetings may be (14) days instead of (30) days.

4. Quorum

For meetings of the Board of Director's a majority of the elected directors would constitute a Quorum. For the annual meeting or any special meeting the presence, in person, by 25 members of RABA shall be deemed necessary to constitute a quorum for the transaction of all business.

Article III - Board of Directors and UNIT 112 Representatives

1. Function

The Board of Directors shall be responsible for all the business and affairs of RABA, in accordance with the Provisions of these By-Laws.

2. Members

A. Directors

The Board of Directors shall consist of a maximum of twelve (12) RABA members. The term of office shall be three (3) years, and all directors may run for reelection. The terms shall be staggered, in that the terms of four directors shall expire each year. The number of Directors and the length of term can be adjusted if necessary by the following process: (1) a vote by the existing board to raise or lower the number of directors (*not to exceed 12*), (but not for the purpose of removing any individual during their 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. If it to be raised, a formula needs to be in place to work in the additional members so as to conform to the term and the full number of board members. (See guidelines for suggested formula).

B. UNIT 112 Representatives

Pursuant to the provisions of the By-Laws of UNIT 112 three (3) 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.

The number to be elected each year will alternate between one (1) and 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 they hold any other 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.

3. Term of Office

Subject to the terms of Section 2, Article III of these By-Laws, each RABA director shall serve for a term of three years, and 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 (either Director or 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 Director or Unit Representative may be removed for cause (see *Article IV-3*) by a vote of two-thirds of the full Board of Directors.

4. Meetings

The first meeting of the Board of Directors shall be called within thirty (30) days after the Annual Meeting of the Membership. Thereafter, the President shall call at least three (3) additional meetings prior to the end of the business year. Notice of said meetings shall be given at least (7) days prior to the date of such meetings, by the Secretary, or if unable, by direction of the President. Additional meetings may be called by the President or by a majority of the directors, pursuant to the notice provisions of this Article.

5. Voting

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, or there are not enough Directors present to create a quorum, (*see Article II-4*) or when the vote is for amending the 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 By-Laws. (Refer to ARTICLE VI-2 for special rules regarding amendments)

6. Executive Committee

The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, and one Representative-Director to the UNIT. Such Representative-Director shall be elected by a majority vote of the Board of Directors at its first meeting after the Annual General Meeting. In the event that there is no Director who is also a UNIT Representative the Board can at its discretion elect a fifth member from the available RABA Directors.

The Executive Committee shall be empowered to act for the Board of Directors in the following situations:

- a) The approval of applications for tournament sanctions
- b) Other business of a regular and routine nature
- c) Business of an emergency nature requiring immediate action, where time is not available to convene a meeting of the full Board of Directors

d) Any other such business which has been referred by the Board of Directors.

Four members of the Executive Committee shall constitute a quorum to conduct 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.

ARTICLE IV - OFFICERS

1. Officers

The officers of RABA shall be: President, Vice-President, Secretary, and Treasurer.

2. Eligibility

All officers must be members of RABA. The President, Vice-President, Secretary and Treasurer must, at the time of their election, be members of the RABA Board of Directors.

3. Removal

Any officer may be removed for illegal actions, failure to participate (excessive absenteeism), conduct in violation of the ACBL Rules for Conduct & Ethics, or repeated actions without authorization from RABA, by a two-thirds vote of the membership at any meeting of said body held in accordance with Articles II and III of these By-Laws.

4. Vacancies

The Board of Directors shall fill a vacancy in any office of the Board of Directors or UNIT Representative at its next meeting after the office becomes vacant. An office shall be considered vacant if the holder of said office dies, resigns, ceases to be a member of RABA, or is removed in accordance with section (3) above. Vacancies shall be filled for the duration of the then current term.

5. President

The President shall be the principal Executive Officer of RABA. He/She shall preside at all meetings of the membership of Board of Directors, if present. If absent for any reason, the Vice-President or any other officer designated by the President shall preside. The President, along with the Secretary or Treasurer, shall be responsible for the signing of contracts authorized by the Board of Directors. The President shall perform all other such duties as may be provided for in these By-Laws or as may be directed by the Board of Directors.

6. Vice-President

The Vice-President shall preside at meetings of the membership or Board of Directors in the absence of the President. The Vice-President shall assume all duties and responsibilities of the President in the event of his/her incapacity or inability or refusal to act as required by these By-Laws. Should the office of President become vacant, the Vice-President shall assume the office of acting President until such time as a new President is elected in accordance with Section 4 of this Article.

7. Secretary

The Secretary shall be responsible for publishing notices of all meetings of the membership and the Board of Directors. He/She shall write the minutes of all meetings of the membership and the Board of Directors and distribute a copy to each Director and UNIT Representative. He/she shall maintain custody of all records of RABA. Minutes and other records of activity and procedures shall be kept for seven (7) years; records of exceptional bridge accomplishments of the members shall be kept for fifty (50) years; histories of trophies and awards may be kept longer if desired. He/she shall be responsible, along with the President, for signing any contracts authorized by the Board of Directors. He/she shall perform those duties which are, in a general fashion, incident to the office of Secretary, and such others as the President or Board of Directors shall direct.

8. Treasurer

The Treasurer shall:

- be responsible for custody of all moneys, funds, securities and other financial instruments belonging to RABA.
- be responsible for the maintenance of all deposits in banks or other institutions into accounts, which shall be maintained in the name of RABA.
- keep a complete and itemized record of all receipts and disbursements for all accounts owned by RABA
- make such records available for inspection upon request of any member of the Board of Directors
- keep and furnish, when required, to the auditing committee all canceled checks, drafts, copies of all deposit slips, notes, invoices, receipts, (bills or cash), and all other papers related to the receipt or expenditure of RABA funds, or any indebtedness or monetary obligation of RABA

- responsible for the signing of all checks or other instruments for payment of moneys authorized by the President or Board of Directors
- perform any other duties which are incident to the office of Treasurer, or which shall be directed by the President or Board of Directors.

9. Committees

A: Titles:

To assist in the management of the activities of the Association the following committees may be created: Nominating Committee, Publication Committee, Tournament Committee, Awards & Trophy Committee, Audit Committee. In addition, the Board of Directors may create or dissolve any other such committees as deemed necessary.

B: General Provisions:

The President shall appoint a Chairperson from within the Board of Directors for each committee outlined in these By-Laws, 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.

10. Compensation

No officer shall be paid any compensation for the regular performance of his duties as described above. The Board of Directors may, however, compensate any officer or any other person for special services to RABA. The Board may direct reimbursement to any officer or other person for reasonable and necessary expenses incurred in the performance of their duties or incurred while performing RABA business, as determined by the Board.

11. Election

The officers shall be elected from among the Board members by a majority of all the directors at the first meeting of the Board after elections and the Annual Meeting of the Membership.

12. Assumption of Duties

The officers of RABA shall serve for a term of one year commencing at the first meeting as denoted in Paragraph 11 above, and continue for a term of one year, unless re-elected or until their successors are duly elected.

ARTICLE V - CONTRACTS AND FINANCES

1. 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.

2. Deposit of Funds

All moneys belonging to RABA shall be deposited in such banks or other depositories as shall be chosen by the Treasurer subject to the approval of the Board of Directors.

3. Audits

Audits of the financial affairs of RABA shall be held at least once each business year. An auditing committee appointed by the President in accordance with the terms of Article IV Section Nine (9) of these By-Laws shall conduct the audit.

ARTICLE VI - AMENDMENTS

1. 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.

2. 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 outline in ARTICLE II- Paragraph 3 of these By-Laws. 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 ARTICLE II - Paragraph 4 of these By-Laws, is present at either meeting, 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/rewritten: Sept. 1991 M. E. Gerner

Revised: Jan. 1994 M. E. G.

Revised: Nov. 1996 J.H.V.

Revised Jan. 2000 M.Gerner/ B. Toder

Final version 4/12/2000- M.E.G.

MS-WORD File name: by-laws.doc