

**BY-LAWS OF THE
NEWPORT BRIDGE CLUB**

NAME AND AFFILIATION

1.1 Name

The name of this association shall be Newport Bridge Club (NBC).

1.2 Affiliation

NBC shall be part of Unit 572 of District 20 of the American Contract Bridge League (ACBL) or its successor. NBC and these by-laws shall be subject to ACBL rules and regulations.

PURPOSE

2.1 Purpose

NBC is organized to afford an opportunity for all persons to play contract bridge in a group associated with ACBL. NBC shall promote participation in Club games by members and non-members and shall encourage membership in ACBL.

PRINCIPAL OFFICE

3.1 Office

The principal office of NBC shall be the Club Manager's residence address. NBC may have such other offices as may be designated by the NBC Board.

MEMBERSHIP

4.1 Members

Members are those individuals who are members in good standing of ACBL and who (a) reside within the geographical area of NBC designated by Unit 572, or (b) have traditionally played at NBC.

4.2 Membership Application

Individuals become members of ACBL by completing a new member application and sending it along with the appropriate fee to NBC or directly to ACBL.

4.3 Voting

Each member shall be entitled to one vote in the business affairs of NBC. Proxies will not be recognized.

4.4 Withdrawal

Membership may terminate by failure to continue to meet the membership requirements of Section 4.1, voluntary withdrawal or otherwise as provided by ACBL regulations. Members may withdraw from NBC by written notice.

4.5 Dues

Annual membership dues of NBC, if any, shall be determined by vote of the members at the annual meeting or at any special meeting on recommendation of the Board. Dues may vary from year to year. If membership terminates during the year for any cause, no portion of the terminating member's dues shall be returned. Dues shall be paid within 30 days after receipt of notice thereof.

MEMBERSHIP MEETINGS

5.1 Annual Meetings

Annual meetings of members shall be held at the location where club games are routinely held, on the second Friday of July at 5:00 p.m. At this meeting the members shall:

- (a) Elect a President, Vice President, Secretary, and Treasurer;
- (b) Establish the amount of the year's annual dues, if any; and
- (c) Undertake such other business as shall properly come before the meeting.

No written notice of the annual meeting need be given if held at the time and place specified above; if otherwise, written notice shall be given to each member by mail at least twenty (20) days before the meeting.

5.2 Quorum

At an annual or special meeting, the presence in person of 10% of all members constitutes a quorum for the transaction of business.

5.3 Special Meetings

Special meetings of members may be called by the President, two or more Board members, or six (6) members by giving written notice by mail to each member appearing on NBC's membership roll at least 20 days before the meeting. Business transacted at the meeting shall be limited to the objects stated in the notice.

5.4 Club Games

Club bridge games are currently sanctioned by ACBL to be held weekly as follows:

- Tuesday evenings at 6:00 p.m. at Pacific Homes Beach Club, game limited to new players;
- Wednesday evenings at 6:30 p.m. at the Newport Senior Center; and

- Friday afternoons at 1:00 p.m. at the Newport Senior Center; or

Such games may be cancelled at the direction of the Board, and additional games may be sanctioned at other times and location as approved by the Board and Unit 572. Currently scheduled games are to be listed in the ACBL Directory of Sanctioned ACBL Clubs.

In cases of bad weather or conflict with a Holiday, club games may be cancelled by the Board or by vote of the members. Fees for participation in Club games shall be determined from time to time by the Board.

OFFICERS AND MANAGEMENT

6.1 Management

Management of NBC affairs shall be vested in a board consisting of the President, Past President, Vice President, Secretary, Treasurer and Club Manager. The Board shall appoint such other officers, including, but not limited to a Club Manager and Assistant Club Manager(s), as it deems advisable. Board members are entitled to one vote on Board matters, unless otherwise specifically restricted. The Board shall fix the powers, duties and compensation of all officers and agents not specifically provided herein. Board officers, managers, and others acting on behalf of the board in an elected or appointed capacity shall be selected from members of NBC.

6.2 Board Powers

The Board shall have power to do the following:

- (a) Levy, and collect dues and assessments for paying expenses and debts, conducting business, or carrying out NBC purposes.
- (b) Make rules and regulations for government and management of NBC affairs.
- (c) Appoint officers to serve for the remainder of an unexpired term until the next election of officers.
- (d) Take actions necessary to accomplish the purposes of NBC.

6.3 Resignation and Removal

Any Board member/officer may resign at any time by delivering a resignation, in writing, to the Board, and acceptance, unless required by the terms of the resignation, shall not be necessary to make the same effective. Any Board member/officer may be removed without cause by vote of a majority of the members present at any annual or special meeting.

6.4 Meetings

The Board may hold its meetings, with or without notice, upon call of the President or a majority of Board members. Any action which might be taken at a meeting of the Board may be taken without a meeting if done in writing signed by all Board members. At all Board meetings, a quorum sufficient for the transaction of business shall consist of a majority of the Board members.

6.5 Appointment of Club Manager

An annual meeting of the President, Past President, Vice President, Secretary, and Treasurer shall be held following the annual meeting of the members to appoint a Club Manager for the ensuing year and to conduct such other business as shall properly come before the officers and Club Manager as the Board of NBC.

6.6 Officers

The President, Vice President, Secretary, and Treasurer shall be elected at the annual meeting of members and shall be members of NBC. No two such offices may be held by the same person, except for the offices of Secretary and Treasurer. The officers shall take office immediately upon their election and shall serve for one year terms and until their successors are duly elected, unless sooner removed. Officers are eligible for re-election.

6.7 President

The President shall be the chief executive officer and, subject to control of the Board, shall have general supervision, direction and control of the affairs of NBC. The President shall preside at meetings of the members and Board and shall see that all orders and resolutions of the Board are carried into effect. The President shall have the general powers and duties usually vested in the office of the President of a corporation. The President shall appoint all committees unless otherwise ordered by the Board. The President shall sign all contracts entered into by NBC unless some other person be designated or authorized by the Board.

6.8 Vice President

The Vice President shall, in the absence or disability of the President, perform all the duties of the President, and in so acting shall have all the powers of the President. The Vice President shall act as Club Representative to Unit 572, or may delegate another NBC member to serve as Club Representative in his/her place.

6.9 Secretary

The Secretary of NBC shall have the following duties:

- (a) To give meeting notice, if required, and attend all meetings of the Board and members.
- (b) To record all votes and prepare minutes of all meetings of the members and Board and keep a book containing the records of said proceedings.
- (c) To keep lists containing the names and addresses of all members.
- (d) To keep records as to any agents retained by NBC and to take charge of and supervise the performance by them of their duties.
- (e) To conduct correspondence and to carry into execution all orders, votes and resolutions not otherwise committed.
- (f) At the expiration of the Secretary's term to deliver to the successor all books and other

property of NBC.

- (g) To perform such other duties as may from time to time be prescribed by the Board or the President, under whose supervision the Secretary/Treasurer shall act.

6.10 Treasurer

- (a) To have care and custody of NBC funds and disburse the funds as may be ordered from time to time by the Board.
- (b) To supervise the keeping of full and accurate accounts of receipts and disbursements in books belonging to NBC and deposit all monies and other valuable effects of NBC in banks approved by the Board.
- (c) To make reports of the transactions and conditions of NBC at the annual meetings or when called upon by the President.
- (d) To establish machinery for sending notice of assessments and delinquency and collection of dues and fees.
- (e) At the expiration of the Treasurer's term to deliver to the successor all books, money and other property of NBC.
- (f) To perform such other duties as may from time to time be prescribed by the Board or the President, under whose supervision the Treasurer shall act.

6.11 Club Manager

NBC's Club Manager shall be in full charge of the Club's games and arrange for the conduct of the same uniformly with policies determined by the Board. The Club Manager, subject to general supervision and control by the President and Board, shall have the following duties:

- (a) To arrange time, locations, materials and Directors for NBC games, charity games and other related events.
- (b) To make such reports as are desired by the Board.
- (c) To attend membership meetings and make such reports as are requested by the President or members.

MISCELLANEOUS

7.1 Records

All minutes of meetings and membership lists shall be open to inspection by any member. Such inspection may be made in person and the right to inspection includes the right to copy and make extracts of all such documents.

7.2 Contracts

All checks and other commercial paper and all contracts necessary or proper to be executed by NBC may be signed by such officer or person as the Board shall from time to time authorize for that purpose.

7.3 Audit

The Treasurer's reports and records will be audited annually by an individual appointed by the President. This individual shall be a non-member of the Board of NBC.

7.4 Dissolution

NBC may be dissolved by vote of a majority of its voting members. All remaining funds and properties of NBC shall revert to Unit 572.

7.5 Non-partners

Nothing herein shall constitute members of NBC as partners for any purpose. No member, officer, agent, Board member, Club Manager or employee shall be liable for the acts or failure to act of any other such person, nor shall any such person be liable for another person's acts or failure to act under these Bylaws.

7.6 Amendment

These Bylaws may from time to time be amended, revoked or repealed, in whole or in part, by vote of a majority of the Board or fifty-one (51%) or more percent of the voting members present at an annual or special meeting.

These by-laws are adopted by the Board of Directors at a meeting held on _____, and supersede any and all by-laws which may have been previously adopted by NBC.

Guy Monroe, President

Rose Ebel, Treasurer

Barbara Murphy, Vice President

Jay Schriener, Past President

Gail Schriener, Secretary

Lee Fouts, Club Manager