

**BYLAWS
OF
SALEM BRIDGE CLUB, INC.**

**ARTICLE I
Definition of terms**

The following terms, as used herein, shall mean:

- (1) "**The Corporation**": Salem Bridge Club.
- (2) "**Board**": Board of Directors, Salem Bridge Club.
- (3) "**Bulletin Board**": The corporation's bulletin board.
- (4) "**Members**": Members of the corporation as defined in Article III.
- (5) "**Membership**": All members of the corporation.
- (6) "**President**": President of the Board and of the corporation.
- (7) "**Treasurer**": Treasurer of the Board and of the corporation.
- (8) "**Secretary**": Secretary of the Board and of the corporation.

**ARTICLE II
Offices**

SECTION 1. Principal Office.

The principal office of the corporation shall be located at the Keizer-Salem Area Senior Center, 930 Plymouth Drive N.E., Keizer, Oregon, unless changed by action of the Board of Directors.

SECTION 2. Address of Registered Agent.

The address of the registered agent of the corporation shall be determined by the corporation.

**ARTICLE III
Mission and Objectives**

The mission of the corporation is to promote the game of duplicate bridge and to maintain a pleasant environment for the playing of duplicate bridge. The objectives of the corporation shall be as follows:

1. To conduct games of duplicate contract bridge under the auspices of the American Contract Bridge League (ACBL) for players of all levels of proficiency.
2. To cooperate with and assist ACBL and the Salem Unit of ACBL (Unit 490) in the promotion and execution of duplicate contract bridge tournaments.

3. To promote duplicate contract bridge and member participation in the activities sponsored by the corporation., Unit 490, and the ACBL.
4. To educate and develop the bridge-playing skills of its members.
5. To promote a code of bridge ethics and etiquette among its members.
6. To foster fellowship among its members by providing entertainment and social opportunities in conjunction with bridge games.

ARTICLE IV Members

SECTION 1. Membership.

- (a) A member is a person who is a member of Unit 490 and a paid-up member of ACBL.
- (b) Only members are eligible to hold office and to vote in elections.

SECTION 2. Dues.

The Board shall determine the amount of annual dues, if any, the corporation shall charge its members.

SECTION 3. Annual Meetings.

The annual meeting of the members shall be held on the third Friday of December of each year immediately preceding a regularly scheduled game or at such other time as the Board shall designate. The annual meeting shall be held at the principal office of the corporation, unless the Board designates a different place, and shall be for the purpose of electing directors for terms commencing on the first day of the ensuing year and for transacting such other business as may be brought before the membership. The Secretary shall cause a written notice of the annual meeting to be prominently displayed on the corporation's bulletin board for at least thirty (30) days before the annual meeting.

SECTION 4. Special Meetings.

Special meetings of the members may be called by the President or by a majority vote of the Board. Special meetings may also be called by a petition signed by one-fourth of the members. Special meetings shall be held at the principal office of the corporation, unless the Board designates a different place. Special meetings shall be held at a time designated by the Board, such time to coincide with a regularly scheduled bridge game sponsored by the corporation. Notice of special meetings shall be provided in the same manner as required for the annual meeting and shall include a brief statement of the objective or objectives of the special meeting.

SECTION 5. Quorum.

The members present at any annual or special meeting of the corporation shall constitute a quorum at the meeting.

SECTION 6. Voting.

(a) The Board may provide for written mail-in ballot voting on any matter brought before the membership for decision. Ballots shall be mailed to each member at least two weeks in advance of the meeting. The voting system employed shall ensure that balloting is limited to members and that each member's vote is confidential. Ballots may be returned by mail or in person at the meeting. No ballots received after the time set for the meeting shall be counted. Members are responsible for notifying the secretary of a change in their mailing address.

(b) At every meeting of the membership where no provision has been made for voting by mail, each member shall be entitled to vote in person only. Each member shall have one vote. Members shall not vote by proxy. A vote of a majority of the members present at the meeting shall be necessary for the adoption of any matter brought before the meeting.

ARTICLE V Board of Directors

SECTION 1. Number of Directors.

The affairs of the corporation shall be managed and conducted by the Board. Effective January 19, 2016, the Board shall consist of no more than seven (7) persons, all of whom must be members.

SECTION 2. Term of Office.

Each director shall hold office for a period of three (3) years. Each director may continue to hold office until his or her successor has been duly elected. Directors may be re-elected for an unlimited number of terms.

SECTION 3. Nominations for Directors.

At least sixty (60) days before the corporation's annual meeting, the President shall appoint a nominating committee consisting of three members of the corporation, one of whom shall be a member of the Board. This committee shall meet and shall prepare a slate of at least two members who will be nominated to stand for election to the Board at the annual meeting. The chair of the nominating committee shall notify the Secretary at least thirty-five (35) days in advance of the annual meeting of the persons selected by the nominating committee. The Secretary shall include the names of each nominee in the notice posted for the annual meeting. The President, or his or her designee, shall announce the names of the nominees at the annual meeting. Additional nominations may be made from the floor by any members present at the annual meeting.

SECTION 4. Elections.

(a) Directors shall be elected so that their terms of office are staggered. To accomplish this, the membership shall elect two or more members of the Board at each annual meeting. The membership may elect as many directors as necessary to bring the Board to its full complement of seven members. Any person elected to fill a vacancy shall hold office for the remainder of the replaced director's term.

(b) Each member present at the annual meeting shall be entitled to one vote for each director to be elected. If there are more candidates than positions to be filled, the vote must be taken by secret ballot. Otherwise, a voice vote may be taken.

SECTION 5. Vacancy.

If a vacancy for any cause occurs, the President may appoint a member to fill the vacancy. Said appointment is subject to ratification by the Board at its next regular meeting. The director so appointed shall hold office for the remainder of the replaced director's term. All other vacancies shall be filled pursuant to Section 4 of this article.

SECTION 6. Meetings

(a) The Board shall hold one meeting each month unless special circumstances dictate otherwise.

(b) Additional or special meetings may be called at the request of the President or upon the request of a majority of Board members.

SECTION 7. Quorum.

A majority of the members of the Board shall constitute a quorum necessary for transacting the corporation's business at each meeting of the Board.

SECTION 8. Voting.

Formal action of a majority of the directors present at a meeting at which a quorum is present shall constitute the action of the Board.

SECTION 9. Compensation.

(a) Directors shall receive no compensation for their services as members of the Board, except that players who, on regular basis, perform the function of finding partners for players desiring to play in the corporation's games may be entitled to a certain number of free plays per year as shall be determined by the board.

(b) Except for the Club Manager, no one appointed by the Board under Section 11(h) of this article shall receive monetary compensation for duties performed in that position. Game directors shall receive monetary compensation at a rate established by the Board.

SECTION 10. Removal.

A director may be removed from office by either of the following methods:

- (a) By a vote of two-thirds of the members present at a duly called meeting of the membership.
- (b) By the Board, upon three unexcused absences at regularly scheduled Board meetings within one year.

SECTION 11. Powers and Duties.

In addition to the powers granted by other provisions of these bylaws and by the laws of the State of Oregon, the Board shall have the following powers and duties:

- (a) To acquire, hold, administer, maintain, encumber, and dispose of all the property of the corporation.
- (b) To appropriate the funds of the corporation for the purposes set forth in these bylaws, provided, however, that the Board shall obtain approval of the general membership prior to expending more than \$2,000 on any single item other than rent, insurance, or emergency repairs.
- (c) To hire and discharge employees and private contractors, to supervise their conduct, and fix their compensation.
- (d) To appoint an independent auditor to audit all receipts and disbursements of the corporation at such times the board deems advisable.
- (e) To conduct, manage, supervise, and control all of the business of the corporation, including, but not limited to, the conduct of games and tournaments, the selection of all dates and locations for holding games and tournaments, and the making of all contracts connected therewith.
- (f) To plan for special events.
- (g) To appoint the game directors and establish their rate of compensation.
- (h) To create additional positions to assist in conducting the corporation's business. Additional positions created under this authority may include: club manager, membership chair, hospitality chair, and special project managers. For each position established and filled under this subsection, the Board shall provide the appointee with a written list of the duties of the position. One person may occupy more than one position created under this subsection.

ARTICLE VI OFFICERS

SECTION 1. Enumeration, Elections, Appointments.

- (a) The executive officers of the corporation, each whom must be a member of the Board, shall consist of a President, a Vice President, a Secretary, and a Treasurer.
- (b) The Board shall, at its first regular meeting of the calendar year, elect from its members the executive officers of the corporation.
- (c) Executive officers shall serve a term of one year.
- (d) The Club Manager and any additional positions created by the Board under Article IV, Section 11(h) may be appointed for such terms and with such duties in addition to those specified in Section 4 of this Article, as shall be determined by the Board.
- (e) In addition to the duties specified in Section 4 of this Article, the Board may assign additional duties to the executive officers of the corporation.

SECTION 2. Removal.

All executive officers of the corporation shall be subject to removal at any time by a vote of the majority of the total number of members of the Board. Except for the Club Manager, persons occupying any position created by the Board under Article IV, Section 11(h) may be removed by the President. The Club Manager may be removed only by a vote of the majority of all members of the Board.

SECTION 3. Vacancies.

The Board may fill any executive officer vacancies.

SECTION 4. Duties of Officers.

(a) The President.

- (1) The President shall have the following duties:
 - A. To prepare an agenda for and preside at all meetings of the Board and of the membership.
 - B. After consultation with members of the Board, to determine the functions of all members of the Board other than those set forth herein.
 - C. To secure ACBL game sanctions for each year.
 - D. To calendar special events for the year.
 - E. To complete the monthly report to ACBL and submit it to the Treasurer for payment.
 - F. To arrange for a game director to be present at all games.
 - G. To call a meeting of the Board at least once a month.
 - H. To ensure liaison with Unit 490.

(2) Upon election, the new President shall notify the Oregon State Corporation Division's Business Registry of the new address of the corporation's registered agent.

(3) Upon creation by the Board of any position authorized under Article IV, Section 11(h) of these bylaws, the President may appoint a member to fill each position so created. The President may delegate the duties listed above under C, D, E, and F to the club manager.

(b) The Vice President shall assume the duties of the President at each meeting of the Board and of the membership when the President is not in attendance.

(c) The Treasurer shall have the following duties:

- (1) To supervise the collection of all moneys from bridge games sponsored by the corporation and arrange for the deposit of such funds and any other funds collected on behalf of the corporation in a bank or banks or accredited financial institution designated by the Board.
- (2) To manage the fiscal accounts of the corporation and maintain the accounting books of the corporation.
- (3) To promptly pay all bills owed by the corporation.
- (4) To prepare monthly and annual financial statements and post all financial statements in a conspicuous place on the bulletin board for at least thirty (30) days after their acceptance by the Board.

(d) The Secretary shall have the following duties:

- (1) To keep minutes of all meetings of the Board and post all approved minutes in a conspicuous place on the bulletin board for at least thirty (30) days after their approval by the Board.
- (2) To prepare a notice of the annual meeting and of each special meeting and post the notice in a conspicuous place on the (*corporation's*) bulletin board for at least thirty (30) days in advance of each such meeting.
- (3) To keep and maintain records of all Board meeting minutes for at least four years and maintain a current copy of the corporation's bylaws and make it available for inspection by any member of the corporation upon request.

SECTION 5. Duties of the Club Manager.

Upon appointment by the President under Article V, Section 11(h) of these bylaws, the Club Manager shall have the following duties:

1. To manage the game directors.
2. To prepare the monthly game calendar.
3. To purchase all bridge supplies.
4. To maintain and update all game equipment.
5. To maintain the club's storage cabinets.
6. To arrange for training of new game directors.
7. To conduct liaison with the Board, either by written report or by attending Board meetings.

Further, as authorized in Section 4(a)(1) of this article, the President may delegate any or all of the following duties to the Club Manager:

1. To secure ACBL game sanctions for each year.
2. To calendar special events for the year.
3. To prepare the monthly master point and table fees report to ACBL and submit it to the Treasurer for payment.
4. To arrange for a game director to be present at all games.

ARTICLE VII

Amendments to the Bylaws

SECTION 1. Action by the Board of Directors.

The bylaws may be amended by a vote of at least five members of the Board.

SECTION 2. Action by the Members.

Members may propose to modify or repeal these bylaws. To adopt new bylaws, members shall present a petition to a member of the Board requesting such action and signed by at least one-fourth of the members. If the Board does not adopt the proposal under the procedure set forth in Section 1 of this Article, it shall call a special meeting of the members, to be held within sixty (60) days of receipt of the petition. The Secretary shall incorporate the text of the proposed amendment(s) in the notice of the meeting to be posted prominently on the bulletin board. The concurrence of a majority of all members present and voting and constituting a quorum shall serve to approve any amendment.

ARTICLE VIII

All procedures not covered by these bylaws will be governed and interpreted by Roberts Rules of Oregon, Newly Revised. These bylaws are effective October 20, 2015

Paul A. Graham,
President, Salem Bridge Club

David J. Astle,
Secretary, Salem Bridge Club