

SALEM BRIDGE CLUB BOARD OF DIRECTORS

"Promote and maintain a pleasant game environment"

MINUTES OF REGULAR MEETING: February 25, 2020.

Call to Order, Attendance: At 10:00 a.m. on February 25, President Paul Graham called the meeting to order. **Present:** Paul, Dave Astle, Zina Galaka, Judy Lathrop, Susan Palmer, Jack Wetherson. **Absent:** Sharon Douglas (excused).
Also present: Joyce Judy, club manager.

Approval of Minutes. The minutes of the board's January 21 meeting were approved.

Treasurer's report. Judy Lathrop reported that the club gained **\$1,650.76** in January. January's table count was 144-1/2 vs. 161-1/2 in 2019. Our bank balance on 1/31/20 was **\$8,393.21**, up from \$7,741.14 on December, 31.

Club Manager's report. (Abridged.)

The dealing machine was shipped out for repair last week. (1/21/20 minutes.) We expect to have it back within a few days.

ACBL Live is up and running. All of our directors are using it. This program is mandatory for all clubs. Anyone can look up game scores using ACBL Live by going into ACBL's website and clicking on *ACBL Live*.

DAP (Director Assistance Program). We will continue using DAP along with *ACBL Live*.

Website training. Joyce has joined a *WordPress* group to help her improve her skills in website management.

OLD BUSINESS

- 1) **Getting in touch with old members** we haven't seen recently. This is Gayle's idea and she said she would furnish us with a list of people to contact. Joyce has been following up on this with her, but so far no list.
- 2) **Showing percentages on Bridgemates.** Judy has reviewed our former survey of members on this issue and found that a majority of members wanted the percentages shown. She also passed around a letter from an ACBL member, printed in the *ACBL Bulletin*, which supports retaining this feature on Bridgemates. Jack noted that all other clubs he and Nancy have visited in our area have removed this feature. Zina explained how she handles showing players the results at her table. **We agreed that before each game, the game director, or Joyce, should remind players to view the hand results QUIETLY.** For now, it will continue to be the club's policy (first adopted 1/21/14 and subsequently affirmed on 3/20/18) that percentages will continue to be shown on the Bridgemates for each hand played.

NEW BUSINESS

- 1) **Contracts for club manager and game directors.** Paul has prepared the current year's contracts for each SBC game director and the club manager. With the revision to SBC's bylaws, as approved at this meeting, the duties of the club manager, formerly set forth in Article VI, Section 5 of the bylaws have been transferred to the club's Policies and Procedures document, also approved today. The club manager's contract specifies that the duties of this position are the same as set forth in the club's Policies and Procedures in effect as of this date. Judy needs to have a copy of all of the contracts.

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- 2) **Support Capital Manor games.** The club needs to show more support for our evening games (Wednesdays and Saturdays) at Capital Manor. We agreed this should be done in two ways: announcements at our day games and a large notice on the club's bulletin board.
- 3) **Updating the club's award plaques.** We need to be sure that the club's award plaques (on the wall next to the west door of our playing area) are current. 2019 club award recipients: Good Sportsmanship, Cathy Urben; Club Asset, Kevin Kacmarynski.
- 4) Should **Unit 490 petition ACBL for a share of on-line game revenue?** Gayle Goodman-Wilkins feels strongly that on-line games sponsored by ACBL are adversely affecting turnout and hence, revenue, at club games. She thinks Unit 490 should petition ACBL to share some of this revenue with local clubs and units.
- 5) **Game director shortage.** Joyce would like us to have at least one more game director available to adequately cover our games. Bill Georgi, a new director, will be moving to the far north in two months. Joyce would like to board's permission to be a substitute director when needed. Board members would like her to explore other options--such as asking Bob Peery and Steve Drew if they are willing to direct more games. Since both of them live out of town, we can offer to reimburse their travel expenses.

Amendment to North-South sign up procedure. In the light of lower attendance at our games, we should consider adjusting our policy for apportioning and seeding N-S seats, If approved, the current N-S seating policy will be amended as follows: (Bold underlined = new language; italics in parentheses = deleted language).

"NORTH-SOUTH (SIGN-UP) SEATING POLICY.

To facilitate the physical needs of our players, the game director will maintain a sign-up seating chart. **North-south seating** (*It*) will be available on a first-come basis with the exception of four seats for members who have difficulty moving. (*and three seats*) **Also, whenever possible, some seats will be reserved** for "C" stratum players to balance the field. When the player's physical condition improves, they shall inform the director that they no longer need a reserved N-S seat. The sign-up sheet will be the same for each game.

Players needing a temporary N-S seat should notify the director at least one hour before playing time either by telephoning the club or the director at home.

If a player has a complaint about this procedure, they will present it to the director. If, after discussing the complaint with the director, the player and/or the director can bring the complaint to the Board of Directors."

MOTION: ZG/SP. ***"Adopt the amended N-S seating policy set forth above."*** The motion passed unanimously.

Bylaw Revision. It is proposed that we revise the club's bylaws as set forth below. Proposed additions are set forth below in **bold red**. Proposed deletions are in (*red italics*) within parentheses. Other than some minor changes, the revisions will: (1) permit electronic voting by board members in certain situations, (2) clarify the board's authority to establish table fees, (3) reduce the minimum number of regular board meetings per year from twelve to ten, (4) require the board president to arrange for the preparation of contracts for all independent contractors of the club, (5) remove the duties of the club manager from the bylaws.

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Proposed revised bylaws:

**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)* **IV**.
- (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.
- (9) "Director." Member of the corporation's Board of Directors.**

**ARTICLE IV
Members**

(SECTION 2. Dues.

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

SECTION 2. (3) Annual Meeting *(No other change.)*

SECTION 3. (4) Special Meetings *(No other change.)*

SECTION 4. (5) Quorum *(No other change.)*

SECTION 5. (6) Voting *(No other change.)*

**ARTICLE V
Board of Directors**

SECTION 6. Meetings

(a) The Board shall hold *(one)* **at least ten** meetings *(each month)* **per year** unless special circumstances dictate otherwise.

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. **If an urgent matter occurs which requires formal action by the Board which cannot wait until the next regular meeting of the Board, board members may vote electronically. A statement of the matter and the Board's decision shall be recorded in the minutes of the next regular board meeting.**

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SECTION 11. Powers and Duties.

(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*), **establishing the fee per player at each game**, the selection of all dates and locations for holding games (*and tournaments*), and the making of all contracts connected therewith.

**ARTICLE VI
OFFICERS**

SECTION 1. Enumeration, Elections, Appointments.

(d) The club manager and any additional positions created by the Board under Article (IV) **V** 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.

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. **Unless special circumstances dictate otherwise**, to call a meeting of the Board at least once a month.
- H. To ensure liaison with Unit 490.
- I. To arrange for the preparation of annual contracts for all private contractors.**

(3) Upon creation by the Board of any position authorized under Article (IV) **V**, 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.

(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.

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- 4- To prepare monthly and annual financial statements **including table counts** 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.
- 5- **To provide advice to the Board on the club's finances and recommend appropriate action when deemed necessary or desirable.**
- 6- **To keep and maintain the financial records of the corporation for at least four years.**

(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)(3) 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 VIII

All procedures not covered by these bylaws will be governed and interpreted by Roberts Rules of Oregon, Newly Revised. These bylaws are effective as of **February 25, 2020.**

Bylaws of Salem Bridge Club, Inc., revised February 25, 2020.

MOTION: ZG/SP. **"Adopt the revision of the corporation's bylaws as set forth above."** The motion passed unanimously. The revised bylaws were signed by Paul A. Graham, President, and David J. Astle, Secretary.

Adjournment. The meeting was adjourned at 10:50 a.m. The next regular meeting of the board will be held on Tuesday, March 17, 2020 at 10 a.m.

David Astle
Secretary

