

AMENDMENTS TO THE HBC BYLAWS

There are several proposed changes to the existing bylaws, which were last updated in 2019. The changes are needed to meet IRS requirements, in conjunction with our application to convert our status to a 501(c)(3) organization.

A summary of the changes follows:

1. **Article III** - a revised list of the objectives of the organization, to incorporate language in support of our proposed status as a 501(c)(3).
2. **Article IV** - includes an initial sentence referencing the Connecticut Revised Nonstock Corporation Act.
3. **Article VII** - includes an additional provision H regarding compensation.
4. **Article X**- added a sentence limiting changes to the bylaws, required for tax purposes.
5. **Article XV** - includes a revised statement of what would happen in the event of the club's dissolution, to incorporate language in support of our status as a 501(c)(3).
6. **Article XVI** - added a new article referencing indemnification of the BOT, changes to the Certificate of Incorporation, and the adoption of a new Compliance program.

THE HARTFORD BRIDGE CLUB BYLAWS (Draft revision 10/01/20)

Article I. Name

This organization is incorporated in the state of Connecticut as the Hartford Bridge Club, Incorporated (hereinafter HBC).

Article II. Mission of the Organization

HBC is a non-profit organization, managed by its members, and open to the general public. Our mission is to provide opportunities for individuals of all ages and skill levels to learn and play the game of contract bridge in an organized and friendly environment.

Article III. Objectives of the Organization

The nature of the activities to be conducted or the purposes of HBC are to engage in any lawful act or activity permitted under the Connecticut Revised Nonstock Corporation Act (the “Act”) which is charitable, religious, educational and/or scientific in nature, entitling HBC to exemption from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended and in force from time to time (the “Code”).

More particularly, the organization’s objectives are to:

- a) Provide an educational program to teach duplicate bridge, offering classes, programs, educational materials and mentoring in beginning, intermediate, and advanced duplicate bridge;
- b) Conduct duplicate bridge games;
- c) Cooperate with and assist the American Contract Bridge League (“ACBL”) in promoting and conducting duplicate bridge tournaments;
- d) Sponsor, promote and preserve the game of duplicate bridge in conformity with the standards of ethical play, in accordance with ACBL regulations, and at a minimal cost to each player;
- e) Encourage the highest standards of conduct and ethics by its members and enforce such standards; and
- f) Cooperate in the ACBL’s charity programs, and sponsor and conduct charity events with the object of realizing funds to be devoted to worthy humanitarian causes.

Article IV. Membership

As provided in §33-1055 of the Act, HBC shall be a membership corporation, and shall have one class of Regular Members (the “members”). Any person of good character is eligible for membership in the HBC.

- A. Application for membership shall be made in a form prescribed by the HBC and shall be made to the club secretary or the secretary’s agent.

B. Rights and privileges of membership.

- a) A member shall be considered in good standing if:
 - i) dues for the current year are paid, and
 - ii) the member is not suspended from either the ACBL or the HBC.
- b) Dues - The Board of Trustees (hereinafter BOT) shall fix the annual dues payable to the HBC by each member.
- c) Any member in arrears more than 60 days in payment of dues shall be suspended from membership.
- d) Members in good standing are entitled to participate in all activities of the HBC, subject to the rules and regulations thereof.
- e) Members in good standing shall be entitled to serve as officers of the HBC and as members of the BOT, subject to the restrictions hereinafter imposed.

Article V. Annual Membership Meetings

An annual meeting of members shall be held during the fall of each year at a location determined by the BOT. Notice of such meeting shall be posted at the HBC's playing facility and on the club website at least 30 days prior to the meeting. Any member in good standing shall be entitled to be heard and, if present, to vote on all matters raised at the meeting.

- A. The purpose of the meeting shall be to:
 - a) Elect officers
 - b) Elect trustees
 - c) Receive an annual financial report; and
 - d) Consider such business as may be properly brought before the meeting.
- B. Twenty percent (20%) of members in good standing shall constitute a quorum for both annual meetings and special meetings.

Article VI. Special Meetings

Special membership meetings may be called at any time by the BOT, by the president, or by a petition signed by at least 10% of the membership upon 10 days written or e-mail notice to all members. The notice shall contain an agenda of the matters to be considered. No other business shall be acted upon at such meetings.

Article VII. Board of Trustees

The government and business of the HBC shall be conducted by a BOT consisting of 10 members as follows:

- a) President
- b) Vice-President
- c) Treasurer
- d) Secretary
- e) Six Trustees

A. Nomination

- a) At least 60 days prior to the annual membership meeting, the president shall select a nominating committee consisting of three past presidents and 2 other members, at least one of whom must not be a life master. Said committee shall meet prior to the notice of the annual meeting and shall prepare a slate of four officers and two trustees.
- b) The slate shall be included in the notice of the annual membership meeting.
- c) The nominating committee shall place its slate of candidates in nomination before the membership at the annual meeting.
- d) Additional nominations may be made from the floor by members at the annual meeting.

B. Election

A positive majority of the members present, constituting a quorum, shall be required for the election of any officer or trustee.

C. Term

- a) The term of each officer shall be 1 year or until a successor shall be chosen and shall commence immediately after election.
- b) The term of each trustee shall be 3 years or until a successor shall be chosen and shall commence immediately after election. Two trustees shall be elected to 3-year terms at each annual membership meeting.

D. Vacancies

Any vacancy in the BOT may be filled by a majority vote of the BOT and the person so appointed shall hold office until the next annual membership meeting, at which time the membership shall elect a trustee to fill the unexpired term of the term held by the trustee originally elected. Any member who misses 3 consecutive meetings of the BOT shall be deemed to have resigned from the BOT unless said officer or trustee has provided explanation for the absence that is satisfactory to the members of the BOT.

E. Meetings

The BOT shall hold a minimum of 4 meetings per year.

F. Quorum

A quorum of the BOT for conducting business shall consist of 6 members of the BOT including at least 3 trustees.

G. Powers

In addition to the powers granted by other provisions of these bylaws, and pursuant to the objectives set forth in Article III, the BOT shall have the following powers:

- a) To acquire, hold, administer, maintain and dispose of all the property of the HBC.
- b) To authorize the expenditure of funds of the HBC for the purposes set forth in these bylaws.
- c) To approve the retention and discharge of independent contractors and to fix their compensation.
- d) To conduct annual audits by a person or persons approved by the BOT.
- e) To censure, suspend, or expel any member for a violation of the bylaws or of any rule, or for conduct that is prejudicial to the welfare, reputation, or best interests of the HBC.
- f) To approve committees to carry out all the powers herein granted to the BOT. All such committees shall be appointed by the president, subject to the approval of the BOT.

H. Compensation

The trustees shall not receive any compensation for their services as trustees. Nothing in this section shall be construed to preclude any trustee from serving HBC in any other capacity and receiving compensation for such services.

Article VIII. Duties of the Officers

- A. President. The president shall preside at all membership meetings and at all meetings of the BOT, shall subject to the approval of the BOT, appoint all committees, and shall exercise general supervision over the activities of the HBC. The president shall receive and file the reports of all officers and committees of the HBC, but may delegate this responsibility to another member of the BOT.
- B. Vice President. The vice president shall perform such duties as the BOT or president may prescribe. In the absence or incapacity of the president, the vice president shall assume the duties of the president.

- C. Secretary. The secretary shall record minutes of all membership meetings and meetings of the BOT. The approved minutes will be posted on the HBC bulletin board and on the HBC web site.
- D. Treasurer. The treasurer shall be responsible for all funds, securities, and properties of the HBC and shall oversee the deposit of all funds of the HBC in such financial institutions as the BOT may designate. The treasurer shall ensure that all appropriate tax documentation is completed and filed in a timely fashion and pay any applicable taxes, and the treasurer shall keep regular accounts and shall submit a financial report to the BOT at each meeting thereof. The treasurer shall also submit a financial report at the annual membership meeting. The treasurer shall make payments from the treasury upon vouchers certified and approved by the president or by any other person empowered by the BOT to incur obligations on behalf of the HBC. The treasurer's reports shall be posted on the HBC bulletin board and on the web site.

Article IX. Impeachment

Any officer or trustee may be removed for cause at any membership meeting provided two-thirds of those present, constituting a quorum, shall so vote. Any officer or trustee against whom impeachment charges shall be brought, shall be notified in writing of the charges at least 10 days prior to the meeting and shall be given an opportunity to be heard before the membership where said vote is to be taken.

Article X. Amendments to Bylaws

Amendments to these bylaws may be proposed:

- a) at any meeting of the BOT provided that 10-days' notice in writing has been given to the members of the BOT announcing the intention to amend the bylaws and submitting the text of the proposed amendment, or
- b) by means of a petition signed by at least 10% of the total membership and submitted to the secretary at least 60 days in advance of a membership meeting.

The secretary shall include the text of any proposed amendments in the notice of the next membership meeting. Provided a quorum has been met, a two-thirds majority of all members present shall be required to pass an amendment.

No change shall be made to these bylaws which will affect the exempt status of HBC under Section 501(c)(3) of the Code.

Article XI. Parliamentary Procedure

Roberts Rules of Order Revised shall be the governing authority for this organization in all matters not specifically covered by these bylaws. The order of business is as follows:

1. determination by the secretary that a quorum is present,
2. reading of the minutes of the previous meeting,
3. treasurer's report,
4. correspondence,
5. reports of officers/club manager,
6. reports of committees,
7. unfinished business,
8. old business,
9. new business, and
10. resolutions.

Article XII. Committees

The president may, subject to the approval of the BOT, appoint the following committees and those committees will be constituted and will perform the functions described below:

- A. Executive Committee. The executive committee shall consist of the HBC officers and shall, in matters requiring immediate attention, exercise all powers of the BOT between meetings thereof.
- B. Publicity Committee. The publicity committee shall be responsible for arranging for publicity for the HBC.
- C. Policy Committee. The policy committee shall periodically review the HBC bylaws and policies and recommend changes to the BOT.
- D. Facilities Committee. The club manager and the president shall be ex officio members of the Facilities Committee. The committee shall be responsible for the following:
 - a) negotiating all leases,
 - b) overseeing all vendors and suppliers including utilities and insurance covering the HBC,
 - c) dealing with the landlord over problems at the facility,
 - d) evaluating and acting on suggestions to improve the appearance or utility of the facility,
 - e) planning for the orderly replacements of tables, chairs, computers, and other limited-life assets of the HBC, and
 - f) preparation and periodic update of a study to identify estimated costs for capital expenditures.
- E. Planning Committee. Perform long range planning necessary to attain the goals of the HBC and perform any other planning requested by the president.

- F. Education Committee. This committee shall be the focal point for all education related activities conducted by the HBC. These include, but are not limited to, bridge classes for players of all ages, supervised playing sessions for beginning bridge players, as well as all other bridge tutorials conducted by the HBC.
- G. Finance Committee. The finance committee shall be responsible for the following:
 - a) budgeting and financial planning,
 - b) overseeing all financial reviews,
 - c) working with the treasurer to make certain that the treasurer has access to the information and tools necessary to perform the treasurer's job properly.
- H. Events Committee. The events committee shall be responsible for planning special games and events held at the HBC.

Article XIII. Disciplinary Authority

The HBC manager or game director(s) may censure or reprimand any member or nonmember and may eject such person from the premises with cause for the session during which an incident occurs. Neither, however, can suspend or permanently bar a person from the club. If the club manager and the game director think the incident requires further action, they will prepare an "incident report" and submit it to the BOT for further action.

Article XIV. Nondiscrimination

Neither the HBC, its officers, trustees, managers, game directors, nor anyone representing the HBC in any capacity shall discriminate against anyone because of race, color, creed, religion, sex, age, ancestry, ethnicity, sexual orientation, or disability.

Article XV. Voluntary Dissolution

1. HBC is non-profit. HBC shall not authorize or issue shares of stock or pay dividends. HBC shall not make distributions of its income or assets to its trustees, officers, or to any individual as such; provided, however, that HBC may reasonably compensate or reimburse its officers, trustees or any other person for services performed or expenses incurred for or on behalf of HBC.
2. HBC may be dissolved at any time by the affirmative vote of the members and two thirds of the BOT at any meetings called to consider such dissolution for which proper notice has been given. In the event HBC is dissolved, the assets remaining after payment of all liabilities shall be distributed in the amounts and proportions determined by the vote of two thirds of the BOT to charitable, religious, educational, and/or scientific organizations exempt from taxation under Section 501(c)(3) of the Code, or to the federal government or to a state or local government for a public purpose. Any remaining assets not so disposed of by the BOT shall be disposed of by the court having jurisdiction over charitable corporations in the state in which the principal office of HBC is then located, exclusively for exempt purposes, or to such

organization or organizations which are organized and operated for such purposes as the court shall determine.

Article XVI. Other Provisions

1. **Indemnification and Advances.** HBC shall be bound by and comply with the provisions of Section 33-1118 of the Act pertaining to mandatory indemnification of directors, and will exercise the authority to indemnify officers and agents granted by Section 33-1122. HBC shall indemnify its trustees, officers and agents to the fullest extent permitted by law. In this regard, the BOT may advance funds for the purpose of paying legal expenses in the defense of any claims for which indemnification may be available to the fullest extent permitted by law. HBC may purchase and maintain insurance, to provide greater indemnification than that permitted by the Act, on behalf of any individual who is or was a trustee, officer, agent, member or other representative of HBC to the extent set forth in the policy of insurance.
2. **Amendment of Certificate of Incorporation.** The Certificate of Incorporation may be amended at any time by the affirmative vote of two thirds of the BOT at a meeting for which notice of the amendment has been given. No change shall be made in the Certificate of Incorporation which will affect the exempt status of HBC under Section 501(c)(3) of the Code.
3. **Compliance Program.** HBC shall adopt and at all times maintain as “policy” a Compliance Program/Code of Ethics which shall include a Conflict of Interest policy. The Compliance Program shall articulate HBC’s policies concerning high ethical practices in the conduct of all of its affairs. The Compliance program shall be adopted, maintained, and revised from time to time by the BOT, and a copy of the Compliance Program shall be kept in the permanent records of HBC.