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**Rhode Island Bridge  
Association-Unit 145, Inc.**

**District 25**

**Bylaws**

**Bylaws as approved at the Annual Meeting Gala on October 26, 2013**

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**Article I – Name**

Section 1. The name of the organization shall be Rhode Island Bridge Association-Unit 145, Inc. (hereinafter called RIBA).

Section 2. A. RIBA is a member unit of the New England Bridge Conference, District 25, of the American Contract Bridge League, Inc. (hereinafter called the ACBL).

B. RIBA recognizes the ACBL as the parent organization and District 25 as the regional authority.

C. RIBA exists under the sanction of the ACBL, and functions within the constitution, bylaws and regulations of the ACBL, District 25, and nonprofit laws of the state of Rhode Island.

**Article II – Objectives**

The objectives of RIBA shall be:

1. To preserve and promote the best interests of competitive contract bridge or any modifications thereof.
2. To prescribe rules of eligibility for participation in tournaments under its auspices.
3. To cooperate with and assist the ACBL in the promotion and conduct of contract bridge tournaments.
4. To consider and pass upon reports of dishonest, unethical or improper conduct of participants in tournaments under its jurisdiction.
5. To conduct, license or sanction contract bridge tournaments at which championship titles other than club titles shall be determined; to formulate, interpret and enforce rules for the conduct of such tournaments, under its auspices within the geographic limits of the State of Rhode Island.
6. To act as governing authority over all contract bridge duplicate tournaments under its jurisdiction and to regulate and assign dates therefore to avoid conflicts insofar as possible.

7. To conduct such other activities as may be in keeping with its principal objectives.

### **Article III – Membership**

Section 1. A member shall be considered in good standing if the member's dues for the current year are paid and the member has not been suspended from membership in the ACBL.

Section 2. In addition to the privileges already granted by ACBL, members in good standing shall have the following privileges:

- A. To be heard and to vote in person at all annual and special meetings of RIBA.
- B. To be eligible for election or appointment to the Board of Directors or to any office or committee of the ACBL consistent with the provisions of these Bylaws.
- C. To appeal a decision of the Tournament Director to the Tournament Committee appointed for that particular event.

### **Article IV – Membership Meetings**

Section 1. The Annual Meeting of the Unit

- The meeting shall be held at such time and place as may from time to time be fixed by the Board of Directors.
- The place of the meeting shall be within the geographic jurisdiction assigned for RIBA by ACBL.
- The agenda of the meeting shall include presentation of annual reports and transaction of such other business as may properly come before the meeting, and will normally include election of executive officers and election of new board members.
- Failure to hold an annual meeting shall not work a forfeiture of dissolution of RIBA or invalidate any action taken by the Board of Directors or Officers of the Unit.

- Section 2. Special meetings of the membership may be called at any time by the President, by a majority of the Board of Directors, or by written request of twenty (20) percent of the members of RIBA.
- Section 3. Notice, written, printed or by electronic transmission, stating the place, day and hour of the annual meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, by or at the direction of the President, Secretary or officers or persons calling the meeting, to each member entitled to vote at such meeting.
- Section 4. A quorum for the transaction of business at any annual or special membership meeting shall consist of twenty-five (25) members in good standing. Votes by proxy will not be accepted.
- Section 5. Any special meeting must be held within sixty (60) days of the date a request has been received by an officer or director of RIBA. The President or the Board of Directors shall set the time and place. Special meetings must be held in the assigned geographical jurisdiction of RIBA and issues open for discussion at said meetings are limited to the purpose(s) mentioned in the special meeting notice.

**Article V – Nominations of Executive Officers and Elections**

- Section 1. At a time reasonably in advance of each annual meeting of the Unit, the President, with the approval of the board, shall appoint a Nominating Committee. The Nominating Committee shall determine and present to the members a list of nominees for election of Executive Officers. The Nominating Committee shall also present to the members, for approval, any new board members appointed by the Board of Directors to fill a vacancy during the calendar year.

The Nominating Committee shall give due consideration to all association members who have indicated a willingness to serve.

Section 2. Additional nominations may be made by the members at the Annual Meeting provided that such nominations are made in writing, signed by at least ten (10) members of RIBA in good standing, and presented to the Secretary at least seven (7) days prior to the date of the Annual Meeting.

**Article VI – Board of Directors**

Section 1. The administration of RIBA shall be conducted by the Executive Officers and the Board of Directors consisting of not more than nineteen (19) members as follows:

- A. President (Executive Officer)
- B. Vice-President (Executive Officer)
- C. Secretary (Executive Officer)
- D. Treasurer (Executive Officer)
- E. Immediate Past President (if available)
- F. Up to fourteen (14) additional Board of Directors members.

Section 2. Directors may serve indefinitely.

Section 3. More than one-half of the current members of the Board of Directors shall constitute a quorum.

Section 4. The Board of Directors shall hold a minimum of four meetings a year, the first of which shall be held as soon as practicable following the election for the purpose of appointing committees and transacting such business as may come before it. The Secretary shall call a meeting at any time at the request of the President, or upon a request of five (5) of its members. Such notices shall be given not less than seven (7) days prior to the date of the proposed meeting. Members of the Board may participate in any Board meeting through use of conference telephone or similar communications equipment, as long as members participating in such a meeting can hear one another.

Section 5. In addition to the powers granted by other provisions of these Bylaws and the laws of Rhode Island, the Board of Directors shall have the following powers:

- A. To acquire, hold, administer, maintain, and dispose of all the property of RIBA.

- B. To appropriate the funds of RIBA for those purposes set forth in these Bylaws.
- C. To hire and discharge employees and to supervise their conduct and to fix their compensation.
- D. To censure, suspend or expel any member for a violation of the Constitution or Bylaws, or of any rule, or for conduct which in the opinion of the Board of Directors is improper and prejudicial to the welfare of RIBA, but no member shall be censured, suspended or expelled unless by the affirmative vote by ballot of two-thirds of the Board of Directors present and voting, nor without a written notice by registered mail at least ten (10) days before the hearing of the charges against such member, specifying a time for appearance before the Board of Directors, at which hearing he has been given an opportunity to be heard and represented by counsel at his own expense. Any member expelled or suspended by RIBA shall have the right to appeal to the ACBL, as provided in the Bylaws of that organization. The right of a member against whom charges are pending to play in a tournament during such pendency shall not be affected unless otherwise directed by the Board of Directors.
- E. To audit all receipts and disbursements of RIBA.
- F. To conduct, manage, supervise and control all the business of RIBA, including, but not limited to the conduct at tournaments, the selection of all dates and locations for holding such tournaments, and the making of all contracts in connection therewith subject to the requirements of the ACBL.
- G. To approve committees to carry out all the powers herein granted with the same force and effect as if directly performed by the Board of Directors. All such committees shall be appointed by the President, subject to the approval by the Board of Directors.

Section 6. All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining directors. The director elected to fill any vacancy shall hold office for the unexpired terms of his predecessor and until a successor is elected and qualified.

Section 7. Any director may resign at any time by delivering written notice to the President or Secretary, or by giving oral or written notice at any meeting of the Board of Directors. A director's resignation will take effect upon delivery of notice unless the notice of resignation specifies a later effective date. Acceptance of a director's resignation will not be necessary to make it effective.

**Article VII – Impeachment and Removal of Officers or Directors**

Section 1. Any officer or director may be removed for cause other than absence at any meeting of the Board of Directors provided two-thirds (2/3) of those present constituting a quorum shall so vote. Any officer or director against whom impeachment charges have been brought shall be notified in writing, by registered mail, of the charges against him, at least ten (10) days prior to the meeting and shall be given an opportunity to be heard before the Board of Directors and to be represented by counsel of his own choosing and at his own expense. The action taken by the Board of Directors shall be conclusive and final.

Section 2. A Director who fails to attend two (2) consecutive meetings or fails to attend sixty (60) percent of the meetings (the four (4) Board of Directors meetings and the Annual Meeting) in any one year shall be terminated. Attendance shall be taken and recorded by the Secretary. The Secretary shall report anyone falling into the above category. Timely notice of inability to attend for good cause as determined by the President shall not constitute an unauthorized absence. When a Director is absent without cause, as heretofore defined, the Secretary shall notify the Director of such dismissal.



**Article VIII – Officers**

Section 1. All Officers shall be elected for terms of one year, commencing January 1<sup>st</sup> and ending December 31<sup>st</sup> of the year following the election. No person shall serve as President for more than two (2) consecutive one-year terms. The office of Secretary and Treasurer may be held by the same person. In the event one person shall hold both positions, he shall only be entitled to cast one (1) vote on RIBA business.

Section 2. Executive Officers shall perform such other duties as are incident to the office or are properly required of that office by the Board of Directors.

Section 3. Duties of Unit Officers

A: President

- Ensure RIBA is in good standing with the ACBL.
- Ensure RIBA is in good standing as a non-profit corporation with the State of Rhode Island and IRS.
- Act as the Registered Agent for the RIBA Corporation and file the necessary forms with the RI Secretary of State to effect said registration.
- Preside at all meetings of members of RIBA and meetings of the Board of Directors.
- Attend all District 25 Executive Board meetings or appoint designee.
- Maintain the Board of Directors Manual which contains all pertinent and required documentation.

B. Vice-President

- Exercise all functions of the President during the absence or disability of the President.
- Have such powers and discharge such duties as may be assigned to him from time to time by the Board of Directors.

C. Treasurer

- Have custody of all monies and securities of the corporation and keep regular books of account.
- File all required financial reports for non-profit corporations with the State of Rhode Island and the IRS by the required due date.
- Submit an Annual Financial Report to the Board of Directors for the previous fiscal year detailing all income and expenditures.
- Submit all financial records to an Audit Committee for review, upon request by the Board of Directors.
- Submit financial reports at the regular meetings of the Board of Directors, or if so requested, any special meeting that may be directed by the president.
- Be responsible for any misappropriation of RIBA monies and personally reimburse RIBA for any unauthorized use of RIBA monies. (This should apply to all officers and directors).
- Invest all money of RIBA in low risk investment options as approved by the Board of Directors.
- Ensure RIBA is in compliance with all State and Federal tax regulations.
- Shall be bonded if requested by the Board of Directors.

D. Secretary

- File the required Non-Profit Corporation Annual Report with the RI Secretary of State for non-profit corporations by the due date.
- Issue notices of all meetings.
- Keep the records of names and addresses of members of RIBA, meetings of members of RIBA and the Board of Directors and other activities of RIBA as the Board of Directors shall from time to time require.
- Prepare and distribute minutes from all board meetings, special meetings, and annual meetings.
- Receive and retain the reports of all officers and committees of RIBA for such period of time as the Board of Directors may require.
- Conduct and preserve the correspondence of RIBA.

Section 4. In case any office shall become vacant by reason of death, resignation, or removal or otherwise, the directors then in office may appoint a successor or successors for the unexpired term.

**Article IX – Committees, Delegates, Directors**

- Section 1. The President, with the approval of the Board of Directors, shall appoint such committees as may be necessary or desirable to perform the functions of the organization and shall define their duties. Members of committees need not be members of the Board of Directors, however, any committee shall have at least two members of the Board of Directors.
- Section 2. The President, with the approval of the Board of Directors, shall appoint delegates or directors to other organizations or conferences when representation of RIBA is deemed by him or by the Board to be necessary or desirable. Such delegates shall be appointed for a period not to exceed one year. At meetings of these organizations or conferences, the powers and duties of the delegates shall be such as are stated by the President in his notice of appointing them, and shall be consistent with these Bylaws and the Board’s resolutions.

**Article X – Miscellaneous**

- Section 1. If any portion of the bylaws shall be invalid or inoperative, then, to the extent reasonable and possible, the remainder shall be valid and operative, and effect shall be given to the intent that portion held invalid or inoperative manifest.
- Section 2. Whenever the context indicates, the masculine gender shall encompass the feminine and neuter, and the singular shall encompass the plural or vice versa.
- Section 3. All RIBA officers and Directors shall retain and/or discard all records, electronic and written, in accordance with the RIBA Document Retention Policy.
- Section 4. Any person conducting business on behalf of RIBA shall have direct expenses reimbursed by RIBA in accordance with the RIBA Expense Reimbursement Policy.
- Section 5. RIBA Officers, Board of Directors members, and Unit Committee members shall be compensated in accordance with the RIBA Compensation Policy.

**Article XI – Amendments of Bylaws**

Amendments may be proposed by 30 members in good standing, or by a majority of the Board of Directors, and submitted to the Secretary of RIBA.

The Secretary shall give notice of the proposed amendment to the general membership at least fifteen (15) days prior to the annual meeting or special meeting. If feasible, the notice given by the secretary shall incorporate the full text of the proposed amendment and the rationale for its proposal; at the least, the notice shall provide a summary of the essential subject matter in the proposed amendment. The full text of the proposed amendment of the bylaws must be made available to any member upon request.

The concurrence of two-thirds (2/3) of all members present at any annual or special meeting of the members at which a quorum is present shall be required to pass any amendment.