
**Rhode Island Bridge
Association, Inc**

District 25, Unit 145

Bylaws

By-Laws as approved on October 22, 2011

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Article I – Name

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

Section 2. A. The 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. It recognizes the ACBL as the parent organization and District 25 as the regional authority.

C. It exists under the sanction of the ACBL, and functions within the constitution, by-laws and regulations of the ACBL and District 25.

Article II – Objectives

The objectives of the 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. Members in good standing shall have the following privileges:

- A. To vote in person at all unit meetings of the RIBA.
- B. To receive all notices of the ACBL and such publications as the ACBL or RIBA from time to time elect to distribute.
- C. 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 By-Laws.
- D. To enter all tournaments conducted by the ACBL.
- E. 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 members shall be held during the Unit Gala at a date and place to be determined by the Board of Directors.

Section 2. Special meetings of the membership may be called at any time by the President, or upon written request of a majority of the Board of Directors, or upon written request of twenty (20) percent of the members of the RIBA. Notice of all special meetings will be done as follows:

- Using email for all members with email addresses on file;

- Using telephone for all members with current telephone numbers and no email address on file;
- Using regular mail for all others.

Notice of said meetings shall be provided to all members at least fifteen (15) days prior thereto.

Section 3. A quorum for the transaction of business at any annual or special membership meeting shall consist of twenty-five (25) members in good standing.

Section 4. Any special meeting must be held within thirty (30) days of the date a request has been received by an officer or director of the RIBA. The president, with the approval of the Board of Directors, shall set the time and place.

Section 5. Any member in good standing shall be entitled to be heard and to vote on all matters properly brought before any unit meeting.

Section 6. The order of business at the Annual Meeting shall be as follows:

- A. Reading of the minutes of the last Annual Meeting.
- B. Report of the Secretary.
- C. Report of the Treasurer.
- D. Reports of the Committee Chairs.
- E. Report of the President.
- F. Other business, both old and new, as may properly come before the meeting.
- G. Election of Officers and Directors as hereinafter provided.

Article V - Elections

Section 1. At least thirty (30) days prior to the Annual Meeting, the Board of Directors shall select a Nominating Committee of five members, at least three of whom shall not be Directors. The current President, or his designate, shall be the chairperson. Immediately following such selection, the Secretary shall notify the membership in writing of such nominating committee, giving names and addresses of all members thereof and shall indicate that anyone who wishes to occupy a

position on the Board should submit their qualifications to a member of said committee.

Section 2. The Nominating Committee shall meet for the purpose of making recommendations for the offices of:

- A. President
- B. Vice-President
- C. Secretary
- E. Treasurer

Vacancies in any Executive Officer position or the Board of Directors may be filled at the next scheduled RIBA Board of Directors meeting provided a quorum shall be present to conduct a meeting. Furthermore, such elections shall be subject to RIBA membership approval at the next Annual Meeting.

The Nominating Committee shall give due consideration to all association members who have indicated a willingness to serve. Nominating committee selections for contested positions shall be made by secret ballot. Uncontested nominations may be conducted via email or telephone.

Section 3. 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 the RIBA in good standing, and presented to the Secretary at least seven (7) days prior to the date of the Annual Meeting.

Section 4. Annual elections shall be conducted at the Annual Meeting.

Article VI – Board of Directors

Section 1. The administration of the 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. The President and Vice-President shall be elected at the Annual Meeting for a term of one calendar year, beginning on January 1st and ending on December 31st. The Secretary and Treasurer shall be elected at the Annual Meeting. The office of Secretary and Treasurer may be held by the same person. In the event one person shall hold both positions, they shall only be entitled to cast one (1) vote on RIBA business. New members of the Board shall be announced with a single vote for approval, unless individual confirmations are requested by any RIBA member.

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 the transaction of 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 in writing 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.

Section 5. In addition to the powers granted by other provisions of these By-Laws, 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 the RIBA.
- B. To appropriate the funds of the RIBA for those purposes set forth in these By-Laws.
- 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 By-Laws, or of any rule, or for conduct which in the opinion of the Board of Directors is improper and prejudicial to the welfare of the 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 their own expense. Any member expelled or suspended by the RIBA shall have the right to appeal to the ACBL, as provided in the By-Laws 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 the RIBA. This shall include reimbursement of mileage for all round-trips in excess of twenty-five (25) miles for the sole purpose of supporting unit events (sectionals and galas). Travel to any event at which the member is participating in a bridge game is specifically excluded. A documented receipt for each trip providing trip date, trip roundtrip mileage, and trip purpose must be submitted to the Unit Treasurer within ten (10) days of such trip. The reimbursement rate shall be in accordance with the RIBA Reimbursement policy. The reimbursement will be charged against the event supported

F. To conduct, manage, supervise and control all the business of the RIBA, including, but not limited to the conduct of 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.

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 their own choosing and at their 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 Director 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. The officers heretofore described shall perform the usual duties incidental to their respective offices.

Section 2. No person shall serve as President or Vice-President for more than two (2) consecutive one-year terms.

Section 3. Duties of Unit officers:

A: President:

- Ensure the RIBA is in good standing with the ABCL.
- Ensure the 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 shall file the necessary forms with the RI Secretary of State to effect said registration.

B: Treasurer:

- 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 the Audit Committee for review at least twice per year and upon request by the Board of Directors.
- Responsible for any misappropriation of RIBA monies and shall personally reimburse the RIBA for any unauthorized use of RIBA monies. (This should apply to all officers and directors).
- Invest all money of the RIBA in low risk investment options as approved by the Board of Directors.
- Insure the RIBA is in compliance with all State and Federal tax regulations.
- Shall be bonded.

C: Secretary:

- File the required Non-Profit Corporation Annual Report with the RI Secretary of State for non-profit corporations by the due date.
- Maintain the Board of Directors Manual which shall contain, but not limited to, Rhode Island incorporation papers, State of Rhode Island Annual Reports, Rhode Island Registered Agent certification, IRS non-profit application, IRS non-profit certification status, copies of all annual Rhode Island and IRS financial reports if any, RIBA By- Laws, RIBA Policy Statements, current list of all officers and directors, copies of RIBA Board Meeting minutes, copies of RIBA Treasurer's Reports and financial statements, Audit Committee Reports, tournament records, and any other information deemed appropriate by the Board of Directors.

Section 4. RIBA officers, Board of Directors members, and Unit Committee members shall be compensated in accordance with the RIBA Compensation Policy. The Compensation Policy shall be established by the RIBA Compensation Committee.

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.

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 the RIBA is deemed by him/her 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

Record Retention:

- All RIBA officers and Directors shall retain and/or discard all records, electronic and written, in accordance with the RIBA Document Retention Policy.

Expense Reimbursement:

- Any person conducting business on behalf of the RIBA shall have direct expenses reimbursed by the RIBA in accordance with the RIBA Expense Reimbursement Policy.

Article X – Amendments of By-Laws

Section 1. Amendments to the By-Laws may be made by the members of the RIBA, upon petition signed by at least thirty (30) members and submitted to the Secretary at least thirty (30) days in advance of the Annual Meeting or any special meeting called for the purpose, or upon petition signed by at least five (5) members of the Board of Directors. It shall be the duty of the Secretary to incorporate the text of the proposed amendment in the notice of the meeting. The concurrence of two-thirds of all members present and voting shall be required to pass any amendment.