

Constitution of the Rochester Area Bridge Association

Article I – NAME, ASSOCIATION and PURPOSE

Section A. NAME

The name of the Association shall be the ROCHESTER AREA BRIDGE ASSOCIATION (RABA). Section B. ASSOCIATION

This Association shall be organized as a not for profit Social Club, under Section 501(c)7 of the Internal Revenue Code, as a playing area within Unit 112, District 4 of the American Contract Bridge League (ACBL).

Section C. PURPOSE

The purpose of this Association shall be to:

1. Promote and encourage participation in the game of duplicate bridge;
2. Promote and encourage individual membership in the ACBL;
3. Increase awareness of duplicate bridge as a form of recreational competition in the Rochester NY community;
4. Plan, promote, conduct and manage sectional rated bridge tournaments in the Rochester NY area together with officers and executives of Unit 112;
5. Assist officers and executives of District 4 in conducting regionally rated bridge tournaments in the Rochester NY area; and
6. Promote and encourage consistent standards among duplicate players, clubs and tournaments in the Rochester NY area.

Article II – MEMBERSHIP

Section A. ELIGIBILITY

1. Membership in RABA shall be open to all persons who are current members, in good standing, of the ACBL and who reside in the playing area defined by Unit 112 as Playing Area #1.
2. Players who reside on the external periphery of Playing Area #1, but who primarily play at a club within RABA's playing area may, by written request to RABA and to their Unit 112 designated playing area, become a member of RABA. They must simultaneously rescind their membership and voting privilege in their former playing area.
3. RABA will not discriminate on the basis of age, race color, religion, gender, national origin, ancestry, disability, veteran's status, sexual orientation, or political affiliation.
4. Membership is perpetual so long as a member meets the eligibility requirements of Article II, Sec. A. (1).

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Section B. BENEFITS

1. Members who remain in good standing are entitled to vote on any matter before the membership, including election of Board Members and Unit Representatives. Each member shall be entitled to one vote.
2. Members in good standing may nominate other members of RABA for board or representative positions.
3. Members in good standing are eligible to serve as an officer, board member or unit representative for RABA.
4. Members in good standing are eligible to attend any membership meeting.

Section C. MEETINGS

1. A membership meeting must be held at least once annually.
 - a. The time and place of such meeting shall be determined by the Board of Directors.
 - b. Notice of such meeting must be given to all members at least 30 days prior to the date of the meeting.
 - c. Notice shall be considered by publication in the RABA newsletter, Unit 112 newsletter or other reasonable means.
2. Special meetings may be held as provided.
 - a. A special meeting may be called by the Board or the President.
 - b. Such meeting may also be called by the written request of at least 25 members.
 - c. Notice of the meeting shall be the same as that required for the annual meeting, except that, by vote of the Board or Executive Committee, the notice may be provided not less than 14 days prior to the meeting.
3. For any membership meeting, a quorum shall be constituted by the physical presence of at least 25 members in good standing.

Section D. DUES

1. No person shall be required to pay dues for membership in RABA.

Article III — LEADERSHIP

Section A. GENERAL

RABA shall be governed by an elected Board of Directors. Day to day operations shall be managed by an Executive Committee comprised of officers duly elected from Board members. Individual tasks and projects shall be managed by appointed committees. The Association shall be represented by elected representatives to UNIT 112 and District 4 as provided in the by-laws of those Associations.

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Section B. COMPENSATION

1. No compensation of any nature shall be paid to any member of RABA holding a leadership position, whether Officer, Director, Committee member or Unit Representative.
2. At the approval of the Board, an Officer, Director, Committee member or Unit Representative may be reimbursed for ordinary and reasonable expenses incurred as a result of fulfilling assigned duties of their office.
3. No part of any monies received by RABA shall inure to the benefit of, or be distributable to any of its members, directors, officers, or other private persons, except that the Board shall be authorized and empowered to pay reasonable compensation for services rendered, other than those specifically prohibited by this Constitution, in furtherance of the purposes set forth in this Constitution.

Section C. BOARD of DIRECTORS

1. The Board shall consist of a maximum of 12 Directors. The number of actual Directors can be decreased by a majority vote of the then active Directors. All RABA members in good standing are eligible to be nominated for and elected to the position of Director.
2. Each board member shall serve for a term of 3 years, unless shortened as provided in this Constitution. Elections shall be staggered such that one third of the directors shall be elected each year. Any Board member may be removed as defined in Article III, Section H.
3. The Board shall meet at least quarterly, with the first meeting held each year to be called within 30 days of the annual membership meeting. Notice of the time and place of Board meeting shall be provided to all Directors at least 7 days prior to the meeting.
4. The Board shall be responsible for all business of the Association.
5. Each Director shall be entitled to one vote on any matter before the Board. The President shall be precluded from voting except in the case of a tie or the absence of a quorum.

Section D. OFFICERS

1. The officers of RABA shall be the President, Vice-President, Secretary and Treasurer.
2. A member must be in good standing and must be a current member of the Board of Directors to be elected to any office.
3. Officers shall be elected by the Board at an election to be held at the first meeting following the annual membership meeting. Election shall be by a simple majority vote.
4. Each officer shall serve for a term of one year. Any Officer may be removed as defined in Article III, Section H.
5. If none of the elected Directors is qualified or willing to serve as Treasurer, the President may appoint a non-voting Board member as Treasurer. A majority of the Directors must confirm this appointment. This Board member will have the same fiduciary responsibility as a Director. The term will be at the pleasure of the President

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and the Directors.

Section E. EXECUTIVE COMMITTEE

1. The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer and a fifth member selected by the Board.
2. The fifth member shall be selected from any current Unit Representatives elected by the membership who are also a member of the Board. In the event no Unit Representative serves on the Board, selection can be made from any other Board member. Selection shall be by majority vote of the Board at its first meeting following the annual membership meeting.
3. The Executive Committee is empowered to act for the full Board in the following:
 - a. Approval of applications for tournament sanctions;
 - b. Regular and ordinary business;
 - c. Emergency matters requiring immediate action precluding calling a meeting of the full Board; and
 - d. Other business delegated by the Board.

Section F. DUTIES

1. The President shall be the principal executive officer of the Association.
 - a. The President shall preside at all Board and member meetings.
 - b. The President shall sign all contracts as approved by the Board.
 - c. The President shall perform any other duties as mandated by this Constitution or directed by the Board.
2. The Vice President shall serve in the absence of the President.
 - a. The Vice President shall preside at all Board and member meetings in the absence or incapacity of the President.
 - b. If the office of President shall become vacant, by death, resignation, removal or other even, the Vice President shall assume the office of President until such time as a new President is elected as provided in Article III, Section G.
 - c. The Vice President shall perform any other duties as mandated by this Constitution or directed by the Board.
3. The Secretary shall maintain all records of the Association.
 - a. The Secretary shall be responsible for generating all notices required under this Constitution.
 - b. The Secretary shall prepare and maintain minutes of all meetings of the membership and Board.
 - c. The Secretary, along with the President shall sign all contracts as approved by the Board.
 - d. The Secretary shall perform any other duties as directed by the Board or the President.
4. The Treasurer shall
 - a. Maintain custody of all moneys, funds, and financial instruments of any nature.
 - b. Open, as directed by the Board, accounts with financial institutions for the benefit of the Association.

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- c. Maintain all such financial accounts.
- d. Maintain and make available records of all financial accounts and transactions.
- e. Sign all checks or other instrument evidencing financial transactions, as approved by the Board.
- f. Perform any other duties as directed by the Board or the President.

Section G. VACANCIES

1. The Board of Directors shall fill any vacancy in any office whether Director, Unit Representative or Officer, at the next regular meeting immediately following the event that created the vacancy, whether death, resignation, revocation of membership or removal according to Article III, Section H.
2. The filling of Unit Representative, Officer or any vacancy other than Director shall be filled by majority vote of the remaining Board Members.
3. To fill a Director vacancy, the President may propose a qualified RABA member, and a majority vote of the remaining Directors must confirm this member.
4. Any member elected to fill a vacancy shall serve the remaining term of the office filled.

Section H. REMOVAL

1. Any Director, Unit Representative or Officer may be removed from office for cause. Cause shall be defined as:
 - a. Any illegal action;
 - b. Failure to fulfill assigned duties including excessive absenteeism;
 - c. Conduct in violation of the ACBL Rules of Conduct & Ethics; and
 - d. Acting in violation of Board directives.
2. Such Director, Unit Representative or Officer may be removed by a two-thirds vote of the membership at any meeting convened under Article II, Section C.

Article IV—ADMINISTRATION and FINANCE

Section A. COMMITTEES

1. The following standing committees may be established to provide for efficient and effective operations:
 - a. Nominating Committee;
 - b. Publication Committee;
 - c. Tournament Committee;
 - d. Awards Committee;
 - e. Audit Committee.
2. The Board may create other ad hoc committees as necessary or may dissolve standing committees, other than the Audit Committee.
3. **The President shall appoint a Chairperson for each active committee. Such** Chairpersons serve as the pleasure of the President.

Section B. BINDING AUTHORITY

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1. The Board may direct or authorize any officer, or designated agent, to bind the Association.
 - a. Such officer or agent may enter into and execute contracts, execute and deliver legal instruments, issue checks or other financial instruments or evidence of indebtedness.
 - b. In the event any authorized action is taken, it must be reported to the Board, either directly or through the President, at the next Board meeting immediately following its occurrence.

Section C DEPOSIT of FUNDS

1. All moneys of any nature shall be maintained in a public financial institution protected by the Federal Deposit Insurance Corporation.
 - a. Such bank or other financial institution shall be selected by the Treasurer subject to Board approval.
 - b. Any funds received by RABA shall be deposited as soon as practicable following receipt but in no case more than seven days after such receipt.

Section D. AUDITS

1. The Financial books and records of the Association shall be audited at least annually.

Section E. DISSOLUTION

1. This Association may be dissolved on the earlier of;
 - a. Restructuring of Unit 112 or District 4 of the ACBL that results in the elimination of Rochester NY playing area;
 - b. Dissolution of the American Contract Bridge League
 - c. Decline in membership such that membership falls below 25 active members;
 - d. A two-thirds vote of the membership at a meeting held in accordance with Article II, Section C.
2. In the event of dissolution, the Executive committee shall take steps to ensure all outstanding obligations of the Association are met.
3. In the event of dissolution of the Association, any remaining assets shall be distributed to the ACBL Charity Foundation Corporation. In the event this entity or duly constituted successor no longer exists, any remaining assets shall be distributed for one or more exempt purposes within the meaning of the then relevant section of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article V—AMENDMENTS

Section A. Proposal

1. Any member may submit a proposed Amendment to this constitution by obtaining signatures of 25 members in good standing.

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2. The Board may submit a proposed Amendment by a two-thirds vote of the Board.
3. An Amendment can be proposed from the floor at any meeting by a majority vote of those members in attendance.

Section B. ADOPTION

1. Notice of any proposed Amendment, including a complete copy of the existing provision and proposed change, must be provided to all members as provided in Article II, Section A, (1) a.
2. Vote by the Board on any proposed Amendment must be held within 90 days of notice to the membership.
3. The proposed Amendment shall be ratified by a three-fourths majority of the Board.
4. Notice of the Board vote must be provided to all members as provided in Article II, Section A, (1) a.
5. If the Board fails to approve such proposed Amendment, any member may call for a vote of the membership by submitting a written request including signatures of 25 members in good standing.
 - a. In the event such a vote is called, a special meeting must be called in accordance with Article II, Section A, (1) a.
 - b. The proposed Amendment shall be considered approved by a two-thirds vote of the membership.
6. A revised constitution will be distributed to all members within 30 days of adoption of any Amendment.

This Constitution of The Rochester Area Bridge Association has been ratified by the Board of Directors on the 16th day of December 2014.

/s/ Philip Clark, President

/s/ Sandra A. Stockton, Secretary

Amended: 5/2/2016 Article III, Section G VACANCIES

/s/ Gary Gottermeier. President

/s/ Sandra A. Stockton, Secretary

Amended: 9/24/2023 Article III, Section D OFFICERS and Section G VACANCIES

/s/ James Patton. President

/s/ B Andrew Dutcher, Secretary