

BYLAWS

Bridge Center of Greater Lansing, Inc.

16 March 1980

AS AMENDED 11/24/1980, 1/4/81, 4/25/82
4/2/89, 6/2/91, 6/28/92, 6/5/94, 4/27/97, 4/21/2002

I. Board of Directors and Officers of the Corporation

- (a) The Board of Directors shall consist of 7 members.
 - (b) The Directors shall be elected by vote of the stockholders for two year terms, except that, in order to create staggered terms, one half (4) of the members of the first Board shall be elected for one year terms.
 - (c) No person may serve as a Director of the corporation who is not either an active member or a creditor of the corporation.
 - (d) No bond shall be required as a precondition to any person being elected or serving as a Director.
 - (e) All business coming before the Board shall be resolved in accordance with the votes of a majority of the Board, provided a quorum is present.
 - (f) A quorum shall consist of 5 Directors.
 - (g) Each member shall be entitled to cast one vote for each position on the Board to be filled.
 - (h) The Board shall meet at least twice annually, or on the call of the Chairperson, or on the call of any three Directors.
 - (i) Each Director shall be entitled to notice of all meetings of the Board. Notice may be provided by (1) telephone (two attempts) or in person 24 hours in advance of the time scheduled for the meeting, (2) first class mail sent 72 hours in advance, (3) third class mail sent 96 hours in advance, or (4) posted notice on the business premises of the corporation seven days in advance of the time scheduled for the meeting.
 - (j) The Board of Directors shall have the power to administer all business and affairs of the corporation, in compliance with these bylaws.
 - (k) Vacancies on the Board may be filled by the Board, except that any person so appointed to the Board shall stand election at the next regularly scheduled election of Directors, for any unexpired portion of the term to which appointed.
- Any member of the Board of Directors absent, without approval of a majority of the Board, from three consecutive (or four out of five) regular scheduled meetings of the Board shall be deemed to have resigned, and the position vacant.
- (l) A Director may be subject to recall by signed petition of 15% of the active membership. Upon receipt of such petition, the Board shall schedule a recall election within thirty days. Two-thirds majority is required for successful recall.
 - (m) Members of the Board of Directors, as de facto emissaries of our Club to the public, are to be held to the highest Bridge standards of deportment, propriety, and ethics. Inasmuch as the behavior

at the Club of our elected officials necessarily reflects on the Membership as a whole, members of the Board of Directors shall conduct themselves in a decorous and conciliatory manner.

(n) There shall be a President, Vice-President, Secretary, and Treasurer of the Corporation.

(o) Other offices may be created by the Board of Directors.

(p) All officers shall be appointed, from among the active membership, by the Board of Directors and shall serve terms of one year.

(q) Notwithstanding any other bylaw to the contrary, all officers shall serve at the pleasure of the Board of Directors, whether or not a one year term has been completed.

(r) The Treasurer shall maintain suitable financial records so that the corporation may comply with all applicable laws, including those relating to internal revenue and taxation, whether federal, state, or local, and perform such other duties as may be assigned or delegated by the Board of Directors.

(s) If the number of Directors on the Board falls below 5, a special Stockholder meeting of the corporation shall be held within 30 days as scheduled by the remainder of the Board or by petition if necessary.

II. Committees

(a) Nominating Committee:

The President shall appoint a Nominating Committee of at least three members. The names of this committee shall be promulgated three months prior to the annual meeting, and posted at the Bridge Center. The Nominating committee shall post the slate of nominees one month prior to the election.

(b) Membership Promotion Committee:

The President shall appoint a committee of at least five members to be chaired by the Vice President. The committee shall make recommendations to the Board for increasing membership and improving the climate of the Bridge Center.

(c) Financial Review Committee:

The President shall appoint a committee to review the Treasurer's Records at the end of the fiscal year and to report to the membership.

III. Membership

(a) Any person may become a member by purchasing one (1) share of stock for not less than ten dollars (\$10.00).

(b) Each member shall be entitled to one (1) vote on all matters considered at stockholder meetings. A vote may be cast in person or by absentee ballot.

(c) Membership certificates shall be issued.

IV. Annual Stockholders Meeting

(a) An annual meeting of all stockholders shall be held on the a convenient Saturday or Sunday between April 15 and June 15.

(b) The agenda for the annual meeting of stockholders shall be determined by the Board of Directors. Any stockholder may add an item to the agenda by submitting the item in writing to the Board.

(c) Notice of the annual meeting shall be given to all stockholders one month in advance, by posting a notice thereof on the business premises of the corporation.

(d) All authority resides in the stockholders of the corporation. These bylaws may only be amended by the three part process of proposal, deliberation, and voting.

(i) An amendment is proposed by a majority of the Board, or a majority of those attending any stockholder meeting, or by petition signed by at least 25 active members.

(ii) A meeting of the shareholders will be scheduled for consideration and open discussion of any bylaw amendment proposed in (i). At least 10 days before a special meeting scheduled so that notice could be included in the newsletter, there shall be posted on the business premises of the corporation and included in the Newsletter, notice of the meeting with the text of any proposed bylaw amendment. At this meeting, the proposed bylaw may be revised as to form or content or a substitute adopted, but it may not be amended or replaced so as to extend to new subject matter areas. Upon majority approval, the amendment shall be placed before the shareholders for a vote.

(iii) Voting on an amendment approved in (ii) shall be at the Annual Meeting. At least 30 days before the meeting, notice shall be mailed to every stockholder of the meeting with the text of any proposed bylaw amendment and an absentee ballot. An amendment shall be deemed adopted if approved by two-thirds of those voting, but in no case with fewer votes in support than 20% of the active membership. Absentee ballots may be delivered by hand or by post to the Bridge Center.

(iv) In an emergency, a proposed bylaw amendment (other than one which applies to the bylaw amendment process) may be temporarily adopted with petition from 20% of the active membership and unanimous concurrence of the Board of Directors until the procedures in (ii) and (iii) can be followed, but in no case for more than ninety days.

(e) By petition to the Board of Directors signed by any twenty-five (25) different individual shareholders, a special meeting of shareholders may be called at any time. Upon presentation of such a petition and verification of the signatures and their sufficiency, the Board of Directors shall call a meeting of the stockholders to be held within ten (10) days of service of the petition. Notice of the meeting shall be posted as soon as practicable on the business premises of the corporation, and time permitting included in the Newsletter.

(f) Special meetings of shareholders may also be called at any time by the Board of Directors on its own initiative. Notice shall be provided as set forth in subparagraph IV.(c) of this bylaw.

V. Shareholder Rights

Each member has the following rights:

(a) To notice of all stockholder meetings, annual or special;

(b) To inspect the books of the corporation, upon forty-eight (48) hours notice to the Treasurer, at the business premises of the corporation, or any other place mutually agreeable;

(c) To inspect the minutes of the meetings of the Board of Directors upon forty-eight (48) hours notice to the Secretary of the Board, at the business premises of the corporation or any other place mutually agreeable;

(d) To attend meetings of the Board of Directors. To effectuate this right, any shareholder who files in writing his desire to be informed of the time and place of all meetings of the Board of Directors and pays a service charge of three (3) dollars annually shall be entitled to the same notice of meetings of the Board of Directors as if that shareholder were a Director, in accordance with bylaw I.(i).

(e) [to] An annual report on the affairs of the corporation;

(f) [to] Receive any publication promulgated by the corporation; Except for ballots and membership meeting notices, this right shall apply only to active members. An "active member" for the purpose of these bylaws shall be any of the following:

(i) A member within the first three years of purchasing a Class A share of stock in the corporation;

(ii) A member who has paid annual dues. Annual dues for the coming year shall be set by the

Membership at the Annual Meeting.

(g) Notwithstanding bylaw V.(d), the Board of Directors, by majority vote of those in attendance, may meet in closed session for the purpose of considering, deliberating, or voting upon: (1) Disciplinary matters, including ethics, conduct, and deportment, or (2) Personnel actions, including hiring and firing. The Board of Directors may, at any time, by majority vote of those in attendance, exclude from a meeting of the Board any person who is not a shareholder, for any reason or no reason. The Board may also, by direction of a majority of those in attendance, eject any person, including a shareholder, from a meeting in cases of disruption of the orderly conduct of business coming before the Board.

VI. Fiscal Authority

(a) Any capital expenditure that exceeds one-half the average monthly table fees shall require membership approval.

VI.(b) *(i)* Upon dissolution of the Corporation, assets shall be distributed to the Original Clubs which joined to form the Corporation according to the following schedule:

[MON] Monday DBC 200501 – One complete set of boards plus twenty-five percent of the residual assets; [TUE] Lansing DBC 186049 [and 245548] – One complete set of boards plus twenty-five percent of the residual assets; [THU] Daytime DBC 133728 – One complete set of boards plus twenty-five percent of the residual assets; [FRI] Capitol DBC 123984 [and 204453] – All remaining sets of boards plus twenty-five percent of the residual assets.

(ii) Each of these reconstituted clubs shall have an initial membership consisting of all shareholders who played in fifty percent or more of the respective session[s] during the preceeding twelve months.

(iii) Each new club shall call a General Meeting of its Membership within three months of reconstitution.

VII. Disciplinary Action

(a) The Board of Directors shall have the power and responsibility, as a committee of the whole, to act in all disciplinary matters.

(b) Any person whose conduct, ethics, or deportment is the subject of consideration for disciplinary action pursuant to VII.(a) above shall have the right to be notified by first class mail, or any form of actual notice sent seven days in advance, of the charges against him and be represented by himself and/or by a person of his choice.

(c) The Corporation indemnifies members of the Board for any actions taken pursuant to this bylaw.

VIII. Disciplinary Hearing Procedures

(a) Separate records of all hearings relating to disciplinary matters under Section VII of these bylaws shall be maintained, and shall reflect compliance with Section VII and with this Section VIII.

(b) The chairperson shall call a disciplinary hearing to order at the time set in the notice provided for in Section VII.(b) of these Bylaws.

(c) The chairperson shall note for the record that notice was sent, and the date and time sent or served, and shall read the charge for the record. A copy of the notice shall be made made part of the record.

(d) The chairperson shall inquire who, if anyone, speaks for the defendant.

(e) The chairperson shall note for the record the name(s) of the complainant(s) or other charging party or parties.

(f) The chairperson shall advise the defendant, or the defendant's representative, of the purpose of the hearing, provide the defense with a copy of this Bylaw, and ascertain whether there are any preliminary inquiries concerning the nature of the charge.

(g) The chairperson shall inquire of the defendant or the defendant's representative whether the defense requests that the hearing be conducted in closed or open session.

(h) The chairperson will then inquire whether the defense challenges for cause the participation by any member of the Board of Directors in the hearing and adjudication of the charge(s).

(i) The Chairperson shall then inquire of the members of the Board of Directors whether any member wishes to declare him or herself disqualified or to withdraw from participation in the hearing and adjudication of the charge(s); any member of the Board of Directors may, for any reason or no reason, decline to participate in the hearing and adjudication of the charge(s).

(j) The Board of Directors, including any member(s) challenged for cause but excluding any member(s) who have withdrawn or otherwise declined to participate, shall then resolve any challenge for cause, individually as to each challenge, in the order in which the challenge(s) was(were) made. The Board, acting through a majority of those present and voting, is the sole and final arbiter of the qualifications of its members to participate in the hearing and adjudication.

(k) If the Board determines to proceed in closed session, the chairperson shall appoint one member of the Board to act as Sergeant at Arms to secure the hearing from intrusion.

(l) The complainant(s) or charging party or parties shall then present the case-in-chief for the charging side. Witnesses may be questioned by members of the Board, by the defendant, and/or by the defendant's representative.

(m) The defense shall then be afforded an opportunity to present evidence or make statements in opposition to the charges, or in mitigation of them. Witnesses may be questioned by the members of the Board and/or by the charging party or complainant upon being recognized to do so by the chairman.

(n) The chairperson shall then inquire of the complainant or charging party whether it wishes to offer matters in rebuttal; rebuttal shall be strictly limited to matters raised during the presentation by the defense, and permission to offer rebuttal must be affirmatively granted by the Board.

(o) If rebuttal is permitted, the defense shall have the right of surrebuttal, strictly limited to matters raised during rebuttal.

(p) Any person who disrupts the hearing, or attempts to do so, or otherwise interferes with the orderly conduct of the hearing, including the defendant and/or the defendant's representative, may be excluded from the hearing by a vote of the majority of the Board, provided one warning is first given of the consequences of persisting in obstructive conduct. Any person excluded under this section is subject to immediate and summary discipline for such conduct, but the Board may, at its option, proceed instead in accordance with Section VII of the Bylaws to take disciplinary action.

(q) The Board, at the completion of the presentation by both sides, shall then retire to deliberate in private. Deliberations shall be privileged.

(r) When a majority of the Board has agreed on a disposition of the charge(s), the defendant and/or the defendant's representative, if available, shall be summoned before the Board to hear the announcement of the decision of the Board. If the defendant is not available, either personally or by representative, the decision shall be reduced to writing, and a copy mailed to the defendant within 24 hours. In all cases, a written record of the Board's decision shall be made and filed as a part of the record of proceedings and made part of the minutes of the Board, subject to inspection. If

disciplinary sanctions are imposed, copies of the decision shall be provided to all game directors. The decision of the Board, when reduced to writing, shall not be deemed a confidential document.

(s) If the defendant is exonerated of all charges, at the defendant's option, the decision shall be publicized by the Board.

(t) For purposes of this Bylaw only, a quorum shall consist of 3 directors if, and only if, 5 or more directors are available to participate in the hearing and adjudication but fewer than 5 are qualified or have continued to serve.

(u) If charges are made against two or more defendants, the Board shall hear the case involving each defendant separately or jointly, as the Board deems appropriate. Cases involving separate incidents shall be heard separately.

(v) Admissible evidence shall consist of any evidence having probative value; the admissibility of all evidence and the weight to be accorded it is exclusively within the province of the Board as trier of fact.

(w) The Board or defendant may, at the option of either and without permission or consent of the other, provide for the recording, electronically, stenographically, or otherwise, of all disciplinary proceedings, other than the deliberative phase, or of any portion thereof.

