

## **BYLAWS OF THE SOLEDAD CLUB**

### **ARTICLE I – NAME**

The name of the club, a 501 (c) (7) (nonprofit) mutual benefit California corporation, is the Soledad Club. Its office is located at 5050 Soledad Road, San Diego, CA 92109.

### **ARTICLE II – PURPOSE**

The purpose of the club is to engage in social, civic, cultural, educational, and philanthropic affairs for its members and for the city. The club shall not sponsor, advertise, or take part in any activities that are political or commercial or that involve personal gain on the part of an individual. The Membership Directory is confidential and shall not be used to advance such activities.

### **ARTICLE III – MEMBERS**

Section 1 – Classes of Membership: Regular Members, who pay annual dues as set forth by the Board of Directors; Lifetime Members, who pay a one-time fee as set forth by the Board of Directors; and Honorary Members, who have membership bestowed at the discretion of the Board of Directors.

Section 2 – Membership is open to all persons interested in the purpose of the club.

Section 3 – Dues must be paid annually, as established by the Board of Directors.

Section 4 – Rights of Membership: Members may attend and vote at general membership meetings; may vote on changes to dues; may attend and speak at board meetings in a nonvoting capacity; and may participate in club activities and events. No proxy votes are allowed.

Section 5 – Disciplinary action: The Board of Directors may take disciplinary action if a member's behavior does not meet the standards as set forth in the ACBL Zero Tolerance ('Play Nice') policy.

### **ARTICLE IV – GENERAL MEMBERSHIP MEETINGS**

Section 1 – General membership meetings shall be held at a minimum of two (2) times a year, one of which shall be in November for the election of board members.

Section 2 – The President may call additional meetings.

Section 3 – Additional meetings shall be called when a written petition signed by fifteen (15) members is presented to the President.

Section 4 – The quorum for a general membership meeting shall be no less than nine (9) members.

Section 5 – Motions (except changes to the bylaws) shall be carried by a majority vote. No motions may be voted upon without a quorum present.

### **ARTICLE V – BOARD OF DIRECTORS**

Section 1 – The Board of Directors shall consist of the following members: President, Vice-President, Secretary, Treasurer, Bridge Director, Charities Director, Housekeeping Director, Parliamentarian, and immediate Past President.

Section 2 – No board member may hold more than one position concurrently. Every board member has exactly one vote.

Section 3 – Board members may receive stipends and mileage reimbursements.

Section 4 – Board members shall be elected by the general membership or in the event of a vacancy shall be appointed by the board.

Section 5 – Board meetings shall be held at a minimum of four (4) times per year.

Section 6 – A quorum for the board meetings shall be no less than five (5) board members.

Section 7 – The board may take action without a meeting if all board members receive information and if a majority of them consent in writing. A record of the consents shall be filed with the minutes. An action by written consent shall have the same force and effect as a vote taken at a board meeting.

Section 8 – The Board of Directors by a two-thirds (2/3) vote may remove a board member for failure to perform duties of the office.

## **ARTICLE VI – DUTIES OF THE BOARD OF DIRECTORS**

Section 1 – The Board of Directors may create or dissolve committees as needed. Committee chairs shall report directly to the board or to a board member and may attend board meetings in an advisory, nonvoting capacity.

Section 2 – The Board of Directors shall formulate the standing rules and direct the club's business.

Section 3 – The Board of Directors shall ensure compliance with the lease from the City of San Diego, operate in accordance with these bylaws and the standing rules, and conduct all meetings in accordance with the current edition of *Robert's Rules of Order, Newly Revised*.

Section 4 – The President shall preside at all general membership and board meetings and is an ex-officio member of all committees except the Nominating Committee. The President shall make an annual report to the membership and ensure that a financial review (CPA preferred) is undertaken yearly and whenever a new treasurer is elected. The President has the authority to assign additional duties to board members, as needed.

Section 5 – The President shall oversee building and property maintenance and shall work directly with outside contractors.

Section 6 – The Vice-President shall organize, schedule, and coordinate all social events for members and by October of the preceding year shall establish dates for annual events in consultation with the Private Events Manager. The Vice-President shall assume the duties of the President in the absence of the President.

Section 7 – The Secretary shall prepare and send out agendas and announcements as approved by the President, record the minutes of all meetings and send them to the President within fifteen (15) days for review, and have available at all meetings the minutes of the preceding twelve (12) months. The Secretary shall send cards to members as appropriate, collect and record membership dues, maintain membership records and update them monthly, and prepare and distribute the Membership Directory.

Section 8 – The Treasurer shall pay all recurring bills when due. Nonrecurring expenses up to five hundred dollars (\$500) require authorization by the President; nonrecurring expenses exceeding five hundred dollars (\$500) require approval by the Board of Directors. The Treasurer shall provide at each meeting a report of the current income and expenses, make an annual report in January, and review the CPA's reports for accuracy. Monies are to be deposited in the club's bank account within fifteen (15) days of receipt.

Section 9 – The Bridge Director shall oversee the club’s bridge activities, is the first point of contact for members and game directors, and shall document infractions of the zero-tolerance policy.

Section 10 – The Housekeeping Director shall inspect the facilities monthly, contact the appropriate person(s) for necessary cleaning and repairs, and purchase supplies as needed.

Section 11 – The Charities Director shall research charities and make a proposal to the board for disbursements. The Charities Director uses the following guidelines when selecting charities:

- (1) All donations made to non-profit organizations in the County of San Diego shall be allocated to a specific project of the organization.
- (2) Annual donations shall be a maximum of ten percent (10%) of the previous year’s club event income.

Section 12 – The Parliamentarian shall advise the President and members on points of procedure, chair the Bylaws Committee, and form the Nominating Committee and set its first meeting.

Section 13 – The immediate Past President shall provide historical perspective and advice to the board.

Section 14 – Other established duties for board members are listed in the standing rules.

#### **ARTICLE VII – ELECTION OF THE BOARD OF DIRECTORS**

Section 1 – Prior to the general membership meeting in November the Parliamentarian shall solicit members to serve on a nominating committee for the Board of Directors. The committee, composed of two (2) to five (5) members, will select a chair.

Section 2 – A member of the Nominating Committee may be nominated to serve on the Board of Directors.

Section 3 –The nominees shall be announced at the November meeting, at which time additional nominations may be made from the floor.

Section 4 – The vote shall be by voice at the November meeting unless there is more than one nominee for an office, in which case the election for that office shall be by written ballot.

Section 5 – The Board of Directors shall be elected in November for a term of two (2) years, effective January 1 following the election.

#### **ARTICLE VIII – AMENDMENTS AND REVISIONS**

These bylaws may be amended and/or revised at a general membership meeting by an affirmative vote of two-thirds (2/3) of all members present, provided that a notice of the proposed modification(s) is submitted in writing to all members at least two (2) weeks before the meeting and provided that a quorum is present.

#### **ARTICLE IX – DISSOLUTION**

In the event of dissolution of the Soledad Club, after all material assets have been disposed of and all financial obligations have been met, any remaining funds shall be donated to charities selected by the remaining members in accordance with the Articles of Incorporation.

**These revised Bylaws were approved by the membership at a general meeting on May 27, 2015, October 23, 2013, June 17, 2009, August 21, 2004, March 29, 2016.**

