

SALEM BRIDGE CLUB BOARD OF DIRECTORS

"Promote and maintain a pleasant game environment"

MINUTES OF REGULAR MEETING: January 21, 2020.

Call to Order, Attendance: At 10:00 a.m. on January 21, President Paul Graham called the meeting to order. **Present:** Paul, Dave Astle, Sharon Douglas (*via speaker phone*), Zina Galaka, Judy Lathrop, Susan Palmer. **Absent:** Jack Wetherson (out of state). **Also present:** Joyce Judy, club manager; Don Pitt, club member.

Approval of Minutes. The minutes of the board's November 19, 2019 meeting and the club's annual meeting on December 21, 2019 were approved.

Election of Officers. Club and board officers for 2020 were nominated and elected as follows; Paul Graham. president; Zina Galata, vice-president, Judy Lathrop, treasurer. Dave Astle will remain secretary until March 1. Sharon Douglas was elected secretary commencing on March 1, 2020.

SBC Policies and Procedures (P&P) Document. An indexed document containing the club's current policies and procedures was distributed to each board member present.. This document is a compilation of policies and procedures formally adopted by SBC's board and still in effect, plus some additional information. This resource is designed to aid this and future boards in the management of the board's business. -- For example, when a question such as "what is the board's policy on reserving N-S seats?" By scanning the table of contents on the cover page of the P&P document it is easy to find the answer. -- As an additional aid, Judy is preparing an alphabetized index of the club's P&Ps along with a notebook which will be kept at KSAS in which each policy and procedure will appear on a separate page for easy updating.

Guest speaks. At our September 17 meeting, Don Pitt said he was willing to donate a computer to the club that was newer and more powerful than ours. We gratefully accepted his gift. Today, he asked for a letter from the club acknowledging receipt of this gift. -- On November 19, Don told us he was giving bridge lessons on Thursday at KSAS from 4 to 6pm., with his lessons tailored to the skill level of those attending. However, KSAS now wants to charge him a \$35 per night room rental for the time he gives his lessons. Accordingly, he is suspending his Thursday lessons, but holds himself ready to give lessons in the future if more favorable circumstances arise. Joyce has a call in to the KSAS Manager to discuss whether KSAS would consider a lesser rent fee

Treasurer's report. Judy Lathrop reported that the club lost **\$1,127.44** in November and gained **\$731.07** in December. November's table count was 137 vs. 142-1/2 in 2018. December's table count was 116 vs. 140 in 2018. Our bank balance on 12/31/19 was **\$7,741.14**, down from **\$8,137.51** on October 31. The club received a donation of \$1,000 in December from Mary Eastridge. This donation helped shore up our cash balance. Judy has sent a letter to Mary thanking her for her donation.

Club Manager's report. (*Abridged.*)

ACBL Live: We will start using *ACBL Live* Program on February 1. We are ready to go, except that Gayle Goodman-Wilkins needs a personal password in order to access the program. She needs this in order to enter our game results,

DAP (Director Assistance Program). The problem with DAP and getting hand records printed has been resolved. Joyce will get some training on this from Loren Meyer.

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Free plays update. George Foust receives four free plays per month for table set-up. He doesn't want any type of remuneration dealing hands. Also, Loren and Joyce do not want any compensation for their individual responsibilities relating to supervising hand dealing or dealing hands. The other hand dealers get one free play per month.

Suggestion lockbox. Joyce will show Susan and Judy how to access the suggestion lock box.

Dealing machine maintenance. Our dealing machine needs routine maintenance. The cost is estimated to be around \$700-\$800, including shipping. Unit 490 will share 10% of the cost.

MOTION: PAG/JL. ***"Joyce Judy is authorized to spend the funds necessary for the maintenance of our dealing machine."***

OLD BUSINESS

Eliminate showing percentages on Bridgemates. This is a recurring suggestion. Former club manager Dick Pitzer who felt that the time taken by players at the end of play on a hand overly delays the game. Many clubs, perhaps most, have eliminated showing percentages. Zina states that one problem with the current system is that players often talk about the results of a hand in a loud enough voice to be overheard at other tables. However, there is strenuous opposition from some board members to adopting this proposal. It is also worth noting that the ability to review the results after each hand is played has been part of duplicate bridge from its inception. One option is to eliminate the percentages (which don't mean much until the game is well underway), but retain the ability to see what other players have bid on the hand. -- **It is the club's policy (first adopted 1/21/14 and subsequently affirmed on 3/20/18) that percentages will continue to be shown on the bridgemates for each hand played.** All players should be periodically reminded to view the hand results silently. -- We may conduct a membership survey on this issue.

NEW BUSINESS

Contracts for game directors. (11/26/2018) Beginning in 2019, SBC game directors, who are independent contractors, work under annual contracts between them and the board, Their contracts set forth what outcomes the club expects from each game director, including posting game results promptly and strictly enforcing the point limit for masterpoint award eligibility at point-limited games. The contracts are signed by the club's president, the club manager, and each game director. The first contracts took effect on January 1, 2019. They are renewed annually. The maximum monetary remuneration for game directors is **\$60 for all games of 9-1/2 tables or less and \$70 for all games of ten tables or more.** (4/23/19) Each game director has the option of receiving **less** than the maximum remuneration. -- Paul will draw up contracts for this year. He asked Joyce and/or Judy to let him know what each director wants to be paid this year (up to the maximum scale). Once the new contracts are completed, Joyce will obtain the game director signatures. Copies of the executed contracts will be kept by the club manager and the club treasurer.

Note: The club manager is also an independent contractor. Paul will prepare a contract for this position. We will propose to remove the club manager's duties from the club's bylaws. This will be confirmed at our February meeting.

ACBL Charity Games. Joyce informed us that February is ACBL charity month.

MOTION: SD/ZG. ***"Salem Bridge Club will hold one ACBL charity game on a Friday at KSAS and one at Capital Manor."*** The motion was approved unanimously. Joyce will make the necessary arrangements.

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Cancellation of charge to non-ACBL members. On November 19, the board adopted the following motion: ***"Charge each non-ACBL member who plays on a regular basis at our club \$10 annually."*** In adopting this proposal, we assumed that the club would lose money in the form of annual ACBL rebates to clubs based on ACBL membership. We have since learned that these rebates go to Unit 490, not to clubs; hence, the original premise for this action was incorrect. **MOTION:** DA/PG. ***"Nullify the motion set forth above."*** The motion passed unanimously.

Head dealer: additional duties. Joyce requests that the board add two additional duties to the position of head dealer. The two additions requested are below in bold and underlined: ***"This position is responsible for: (a) To the extent possible, ensuring that computer-generated hands are available for all club-sponsored games, (b) Supervising the dealing of computer-generated hands played at all club games. (c) Training all dealers in the use of the dealing machine. (d) Scheduling and supervising the hand dealers, including those using the club's dealing machine and those dealing hands manually from computer-generated hand records. (e) Ensuring that hand records are available to players following each game. (f) Maintaining the dealing machine and arranging for repair as necessary."***

MOTION: JL/SP. ***"Adopt the changes to the head dealer's position as proposed by the club manager."*** The motion passed unanimously. **Note:** The club's current P&P document contains the additions approved above (page 7).

Amendment to the club's discipline policy and procedure: Dave requests we amend the club's discipline policy, adopted 11/19/19, by adding the words underlined and in bold below.

"With respect to matters involving persons supervised by the club manager and participants in club-sponsored games, the club manager shall initiate all disciplinary actions. The club manager, any other club employee, and/or any club member may initiate a complaint stating the circumstances for which it is alleged that discipline is warranted. The club manager shall forward the complaint to the board and may offer recommendation(s) to the board as to the level of discipline deemed appropriate. The final disposition of the matter will be determined by the board upon a majority vote."

MOTION: SP/PG. ***"Adopt the amendment to the club's discipline policy as set forth above."*** The motion passed unanimously. (This revised policy is on page 8 of the P&P doc.)

2019 Charity Drive Results. The club's 2019 holiday charity drive yielded the following donations to local charities:

Marion-Polk Food Share	\$ 568.00
HOME Youth & Resource Center	2,265.00
The Arches Project	1,000.00
Center for Hope & Safety	75.00
Family Building Blocks	100.00
Salem Library Association	60.00
United Gospel Mission	<u>100.00</u>
<i>Total</i>	\$4,168.00

Delete two previously adopted club policies/procedures. Dave requests we delete the following language (*next page*) from our P&Ps because they are no longer in effect:

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N-S seeding. Effective 7/1/10, the game director will reserve three N-S seats at Tuesday and Friday day games for partnerships where each player is a C level player (a NLM with 0-400 masterpoints. *(Adopted 6//15/0, reviewed 9/21/11.*

Game timer. On 9/17/13, the Board passed a motion that a timer is to be used at all games held at KSAS. However, the game timer SBC purchased was not very visible or effective and was somewhat difficult to operate. Susan Bradford suggested that a laptop could be used for this purpose. On 10/20/15, the Board adopted the following motion: *"If we do not get a donated laptop, we can spend up to \$150 to buy a used laptop to use as a game timer."* On 11/17/15, Anita Walker donated a laptop, which was programmed to time movements at our games. Kevin Kacmarynski noted that it is difficult to successfully use any kind of audible timer in our KSAS playing area. As of 1/1/16 no game timer is in use on a regular basis. In the membership survey conducted in 2015, members voted 38 to 30 in favor of using a timer.

MOTION: JL/SP. ***"Delete the club's policies and procedures relating to N-S seeding and a game timer."*** The motion passed unanimously.

Unit Liaison. (Susan) At its last board meeting, Unit 490 voted to raise table fees at its games by \$1.00 per person. The extra dollar will be allocated between the two clubs in the unit, SBC and OVBC.

WEDNESDAY GAME REMINDER. SBC's Wednesday morning game is now officially a 0-499 masterpoint game. Any player whose masterpoint total exceeds 499 is not eligible to receive additional masterpoints when playing in this game. Joyce will monitor compliance and ensure that the website description is changed. Since January 1, 2020 the game has been run as a 499er game..

Adjournment. The meeting was adjourned at 10:55 a.m. The next regular meeting of the board will be held on Tuesday, February 18, 2020 at 10 a.m.

David Astle
Secretary

PROPOSED REVISIONS TO SBC BYLAWS. At our February meeting we will vote on several amendments to the club's bylaws, last adopted October 17, 2017. Proposed additions are set forth below in **bold red**. Proposed deletions are in *(red italics)* within parentheses.

ARTICLE I Definition of terms

The following terms, as used herein, shall mean:

- (1) "**The Corporation**": Salem Bridge Club.
- (2) "**Board**": Board of Directors, Salem Bridge Club.
- (3) "**Bulletin Board**": The corporation's bulletin board.
- (4) "**Members**": Members of the corporation as defined in Article *(III)* **IV**.
- (5) "**Membership**": All members of the corporation.
- (6) "**President**": President of the Board and of the corporation.
- (7) "**Treasurer**": Treasurer of the Board and of the corporation.
- (8) "**Secretary**": Secretary of the Board and of the corporation.
- (9) "Director." Member of the corporation's Board of Directors.**

ARTICLE IV Meetings

(SECTION 2. Dues.

The Board shall determine the amount of annual dues, if any, the corporation shall charge its members.)

SECTION 2. (3) Annual Meeting.

SECTION 3. (4) Special Meetings.

SECTION 4. (5) Quorum. The members present at any annual or special meeting of the corporation shall constitute a quorum at the meeting.

SECTION 5. (6) Voting

ARTICLE V Board of Directors

SECTION 6. Meetings

(a) The Board shall hold *(one)* **at least ten** meetings *(each month)* **per year** unless special circumstances dictate otherwise.

SECTION 8. Voting.

Formal action of a majority of the directors present at a meeting at which a quorum is present shall constitute the action of the Board. **If an urgent matter occurs which requires formal action by the Board which cannot wait until the next regular meeting of the Board, board members may vote electronically. A statement of the matter and the Board's decision shall be recorded in the minutes of the next regular board meeting.**"

(b) Except for the Club Manager and the Head Dealer, no one appointed by the Board under Section 11(h) of this article shall receive monetary compensation for duties performed in that position. Game directors shall receive monetary compensation at a rate established by the Board.

SECTION 11. Powers and Duties.

(e) To conduct, manage, supervise, and control all of the business of the corporation, including, but not limited to, the conduct of games (*and tournaments*), **establishing the fee per player at each game**, the selection of all dates and locations for holding games (*and tournaments*), and the making of all contracts connected therewith.

ARTICLE VI OFFICERS

SECTION 1. Enumeration, Elections, Appointments.

(d) The club manager and any additional positions created by the Board under Article (IV) V Section 11(h) may be appointed for such terms and with such duties in addition to those specified in Section 4 of this Article, as shall be determined by the Board.

SECTION 4. Duties of Officers.

(a) The President.

(1) The President shall have the following duties:

- A. To prepare an agenda for and preside at all meetings of the Board and of the membership.
- B. After consultation with members of the Board, to determine the functions of all members of the Board other than those set forth herein.
- C. To secure ACBL game sanctions for each year.
- D. To calendar special events for the year.
- E. To complete the monthly report to ACBL and submit it to the Treasurer for payment.
- F. To arrange for a game director to be present at all games.
- G. **Unless special circumstances dictate otherwise,** to call a meeting of the Board at least once a month.
- H. To ensure liaison with Unit 490.
- I. To arrange for the preparation of annual contracts for all private contractors.**

(3) Upon creation by the Board of any position authorized under Article (IV) V, Section 11(h) of these bylaws, the President may appoint a member to fill each position so created. The President may delegate the duties listed above under C, D, E, and F to the club manager.

(c) The Treasurer shall have the following duties:

- 1- To supervise the collection of all moneys from bridge games sponsored by the corporation and arrange for the deposit of such funds and any other funds collected on behalf of the corporation in a bank or banks or accredited financial institution designated by the Board.
- 2- To manage the fiscal accounts of the corporation and maintain the accounting books of the corporation.
- 3- To promptly pay all bills owed by the corporation.
- 4- To prepare monthly and annual financial statements **including table counts** and post all financial statements in a conspicuous place on the bulletin board for at least thirty (30) days after their acceptance by the Board.
- 5. To provide advice to the Board on the club's finances and recommend appropriate action when deemed necessary or desirable.**
- 6. To keep and maintain the financial records of the corporation for at least four years.**

(SECTION 5. Duties of the Club Manager.

Upon appointment by the President under Article V, Section 11(h) of these bylaws, the Club Manager shall have the following duties:

- 1. To manage the game directors.*
- 2. To prepare the monthly game calendar.*
- 3. To purchase all bridge supplies.*
- 4. To maintain and update all game equipment.*
- 5. To maintain the club's storage cabinets.*
- 6. To arrange for training of new game directors.*
- 7. To conduct liaison with the Board, either by written report or by attending Board meetings.*

(Further, as authorized in Section 4(a)(3) of this article, the President may delegate any or all of the following duties to the Club Manager:

- 1. To secure ACBL game sanctions for each year.*
- 2. To calendar special events for the year.*
- 3. To prepare the monthly master point and table fees report to ACBL and submit it to the Treasurer for payment.*
- 4. To arrange for a game director to be present at all games.)*

ARTICLE VIII

All procedures not covered by these bylaws will be governed and interpreted by Roberts Rules of Oregon, Newly Revised. These bylaws are effective as of **February 18, 2020.**

Paul A. Graham,
President, Salem Bridge Club

David J. Astle,
Secretary, Salem Bridge Club

Bylaws of Salem Bridge Club, Inc., revised February 20, 2020.