

CONSTITUTION
OF
BRIDGE CENTER OF BUFFALO, INC.

I NAME

The name of this organization shall be Bridge Center of Buffalo, Inc.

II PURPOSE

- A. To conduct duplicate contract bridge games sanctioned by the American Contract Bridge League (ACBL).
- B. To promote and stimulate interest in the game of bridge.
- C. To conduct educational bridge programs.
- D. To encourage the highest standards of conduct and ethics by its members, and to enforce such standards.

III MEMBERSHIP

Any person of good moral character is eligible for membership, regardless of race, creed, color, religion or country of origin.

IV GOVERNORS AND OFFICERS

- A. The governing body of this organization shall be a Board of Directors which shall consist of seven (7) members, elected by the membership, in compliance with the by-laws of the organization.
- B. The Board of Directors shall at its first meeting or shortly afterwards elect the officers of this organization, which shall consist of a President, a Vice-President, a Secretary and a Treasurer.
Each director and/or officer shall continue to hold office for a term until a successor has been duly elected. The Board of Directors shall determine the duration and the commencement of terms of office.
- C. The Board of Directors has the powers and duties involving, but not limited to, the following:
 - a. To conduct, manage, supervise and control all the business of the organization.
 - b. To acquire, maintain and dispose of all property of the organization.
 - c. To hire and discharge employees, supervise their conduct, and determine their compensation.
 - d. To audit all receipts and disbursements of the organization.
 - e. To suspend, expel or discipline any member.

V MEETINGS

- A. The Annual Membership Meeting shall be held at such time and at such place as determined by the President or his designee after appropriate notification to all members in good standing.
- B. A special membership meeting may be called at any time by the President or upon petition by ten percent (10%) of all members in good standing.
- C. At any annual or special meeting, all members in good standing in attendance shall constitute a quorum.

VI AMENDMENTS

The constitution may be amended by the vote of least two-thirds (2/3) of the Members in attendance during any regular or special meeting.

BY-LAWS
OF
BRIDGE CENTER OF BUFFALO, INC.

A corporation under section 402 of the Not-For-Profit Corporation Law of the
State of New York

ARTICLE I

MEMBERSHIP

Section 1. Eligibility

Members of the Bridge Center of Buffalo, Inc. (the "corporation") shall be those persons who desire to join in its activities.

Different categories of membership may be designated by the Board of Directors such as Founding Members, Honorary Members, Seasonal Members, and Junior Members.

Section 2. Application for Membership

New Members shall complete an application form and shall pay membership dues.

Section 3. Membership Year

Membership year of the corporation shall be on a calendar year basis from January 1st to December 31st unless otherwise provided by the Board of Directors.

Section 4. Membership Dues

Members shall pay annual dues as established by the Board of Directors. Any Member may withdraw from membership at any time, but withdrawal shall not entitle the member to a refund of any paid membership dues.

Persons designated as Honorary Members shall automatically enjoy lifetime membership, and thereby shall not be assessed membership dues.

Persons designated as Seasonal Members shall be assessed half membership dues.

Persons designated as Junior Members shall not be assessed membership dues.

Section 5. Membership Game Fee

Members shall pay a fee for regular games and for special games as established by the Board of Directors.

Section 6. Non-membership Game Fee

Non-members wishing to participate in any games shall be considered guests and shall be assessed a surcharge to the membership game fee as established by the Board of Directors.

Section 7. Zero Tolerance Policy

The American Contract Bridge League (ACBL) Zero Tolerance Policy shall be adopted and implemented at all bridge games.

ARTICLE II

MEETINGS OF MEMBERS

Section 1. Annual Meeting

The annual meeting of the Members of the corporation shall be held each year at such time and at such place as determined by the President of the corporation.

Section 2. Special Meetings

Special meetings of the Members of the corporation for any purpose or purposes may be called by the President of the corporation, and shall also be called by the President at the written request of at least three (3) members of the Board of Directors, or at the written request by at least ten percent (10%) of the Members of the corporation. Such request shall state the purpose or purposes for which the meeting is being called.

Section 3. Notice of Meetings

Notice of each meeting of the Members of the corporation shall be given, personally, by regular mail, by e-mail or by posting in the Bridge Center of Buffalo, Inc. not less than ten (10) days before the date of the meeting. If mailed, such notice shall be deposited in the United States Postal Service, with first-class postage thereon prepaid, directed to the Member at his or her address as it appears on the record of Members. The notice shall state the place, date and time of the meeting, the purpose or purposes for which the meeting is called and, unless it is the annual meeting, indicate that the notice is being issued by or at the direction of the person calling the meeting. The notice need not refer to approval of minutes or to other matters normally incident to the conduct of the meeting. Except for such matters, the business that may be transacted at the meeting shall be confined to the business which is related to the purpose or purposes set forth in the notice.

Section 4. Quorum

At any meeting of the Members, all Members in good standing in attendance shall constitute a quorum.

Section 5. Procedure

The order of business and all other matters of procedure at every meeting of the Members shall be determined by the presiding officer.

Section 6. Voting

Each Member in good standing shall be entitled at every meeting of Members to one vote. All corporation actions to be taken by vote of the Members shall be authorized by a majority of the votes cast.

Section 7. Reports

The Board of Directors shall present at each annual meeting a report verified by the President and Treasurer or by majority of directors, showing in appropriate detail the assets, liabilities, income and expenses of the corporation. Such report shall be filed with the records of the corporation and a copy or an abstract thereof shall be entered into the minutes of the proceedings of the annual meeting at which the report is presented.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Management of Corporate Affairs

Except as otherwise provided by law or the certificate of incorporation of the corporation, the Board of Directors shall manage the activities, property and affairs of the corporation.

Section 2. Number and Qualifications

The Board of Directors shall consist of seven (7) members, who shall be elected by the Members at the Annual Membership Meeting. The directors may increase or decrease the number of directors of the corporation by a majority vote of the entire board, but the number of directors constituting the board shall at no time be less than seven. At each Annual Membership Meeting, retiring directors shall be eligible for re-election.

Section 3. Conflict of Interest

All Members of corporation shall be eligible to serve on the Board of Directors except for owners and managers of other bridge clubs in Western New York.

Section 4. Election and Term of Office

Except as otherwise provided by law or these by-laws, directors of the corporation shall be elected at each Annual Membership Meeting or at any membership meeting held in lieu of such Annual Membership Meeting, which for the purposes of these by-laws, shall be deemed the Annual Membership Meeting. To be eligible for office, a nominee must be a member in good standing for at least one full year. The term of office for the Directors shall be three (3) years. Retiring directors shall be eligible for re-election. Directors shall hold office until successors have been duly elected.

Section 5. Vacancies

Vacancies occurring in the Board of Directors for any reason may be filled by a majority of the directors then in office. If any such vacancies occurring in the Board of Directors for any

reason are not filled prior to the next Annual Membership Meeting, they shall be filled by vote of the Members at the annual meeting. A director elected to fill a vacancy, unless elected by the Members, shall hold office until the next Annual Membership Meeting at which the election of directors is in the regular order of business, and until his or her successor has been elected.

Section 6. Resignation

Any director of the corporation may resign at any time by giving his or her resignation to the President or the Secretary. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Removal

Any director of the corporation may be removed with or without cause by an affirmative majority vote of the Board of Directors at any meeting of the board. Unexcused absence from two regular meetings in any twelve (12) month period shall, without limitation, be cause for removal.

Section 8. Contracts with the Corporation

No member of the Board of Directors shall be interested, directly or indirectly, in any contract for furnishing supplies or paid services to the corporation, unless authorized by a majority vote of the board not including the vote of the interested director.

Section 9. Compensation

No director of the corporation shall receive, directly or indirectly, salary or compensation from the corporation, except for reasonable compensation for services performed and for reimbursement of expenses necessarily incurred in effecting one or more purposes of the corporation.

Section 10. Special Advisor

The Board of Directors may designate as special advisors a chosen number of outstanding persons from the community who are interested in the objectives of the corporation to assist the corporation in its operations. Selection as special advisor shall not confer upon those selected any rights to vote or to participate in the management of the corporation, nor any liability with respect thereto.

ARTICLE IV

MEETINGS OF DIRECTORS

Section 1. Regular Meetings

Regular meetings of the Board of Directors shall be held not less than four (4) times annually, except as otherwise determined by the Board of Directors.

Section 2. Special Meetings

Special meetings of the Board of Directors may be called at any time by the President, or in his or her absence or disability, the Vice-President. Special meetings can also be called upon a written request by at least three (3) members of the Board of Directors. Such request shall state the purpose or purposes for which the meeting is to be called. Each special meeting of the Board of Directors shall be held at such time and place as the person or persons calling the meeting shall determine and the notice of the meeting shall specify.

Section 3. Annual Meeting

The annual meeting of the Board of Directors shall be the regular meeting held immediately following the Annual Membership Meeting, or such other regular meeting as the Board of Directors shall designate.

Section 4. Notice of Meetings

Notice of each regular or special meeting of the Board of Directors stating the date, time and place thereof shall be given by the President, the Vice-President or the Secretary to each member of the Board not less than three (3) days before the meeting, by mailing the notice, postage prepaid, addressed to each member of the board at his or her residence or usual place of business; or not less than two (2) days before the meeting, by delivering the notice to each member of the Board personally, by telephone or by e-mail.

Section 5. Quorum and Action by the Board

At all meetings of the Board of Directors, a quorum shall be required for the transaction of business and shall consist of not less than a majority of the entire Board. A vote of the majority of the directors present at such time, shall decide any matter that may come before the meeting.

Section 6. Procedure

The order of business and all other matters of procedure at every meeting of the Board of Directors shall be determined by the person presiding at the meeting.

Section 7. Action without a Meeting

Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting of all members, by such means as conference telephone calling or other communication equipment allowing all persons participating in the meeting to hear each other at the same time.

ARTICLE V

COMMITTEES

Section 1. Executive Committee

The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members an executive committee. In the interim between the

meetings of the Board of Directors, the executive committee shall have all the authority of the Board of Directors, except as otherwise is provided by law.

Section 2. Designation of other Committees

The President may appoint other committees, each consisting of at least three (3) members with one member being designated as the committee chairperson.

Section 3. Acts and Proceedings

All acts done and power and authority conferred by the executive committee from time to time within the scope of its authority shall be, and may be deemed to be, and may be specified as being, an act under the authority of the Board of Directors. The executive committee and each other committee shall keep regular minutes of its proceedings and report its actions to the Board of Directors.

Section 4. Meetings of Committees

Committees shall meet at such times and places as the chairperson of the committee shall determine and the notice of the meeting shall specify.

ARTICLE VI

OFFICERS

Section 1. Officers

The Board of Directors shall annually, at its first meeting following the Annual Membership Meeting or shortly afterwards, elect a President, a Vice-President, a Secretary, and a Treasurer.

Section 2. Term of Office

The President, the Vice-President, the Secretary and the Treasurer shall, unless otherwise determined by the Board of Directors, hold office until the first meeting of the Board following the next Annual Membership Meeting and until their successors have been elected or appointed. Each officer shall hold office for such term as shall be determined from time to time by the Board of Directors and until his or her successor has been elected or appointed. Any officer, however, may be removed or have his or her authority suspended by the Board of Directors at any time, with or without cause. If the office of any officer becomes vacant for any reason, the Board of Directors shall have the power to fill such vacancy.

Section 3. Resignation

Any officer may resign at any time by notifying the President or the Secretary of the corporation in writing. Such resignation shall take effect at the time specified therein unless otherwise specified in such resignation, the acceptance thereof shall not be necessary to make it effective.

Section 4. Delegation of Duties of Officers

In case of the absence or disability of an officer of the corporation, or for any other reason that the Board may deem sufficient, the Board, except where otherwise provided by law, may delegate, for the time being, the powers or duties of any officer to any other officer, or to any other member of the Board.

Section 5. The President

The President shall be the Chief Executive and Administrative Officer of the corporation and shall have the general powers and duties of supervision and management of the corporation and shall perform all such other duties as usually pertain to the office or are properly required by the Board of Directors.

The President shall preside at all meetings of the Board of Directors or the Membership. The President shall appoint such committees as may be necessary to perform the functions of the organization.

Section 6. The Vice-President

The Vice-President shall, in the absence or at the request of the President, perform the duties and exercise the powers of the President.

The Vice-President shall also have such powers and perform such duties as usually pertain to the office or as properly required by the Board of Directors.

Section 7. The Secretary

The Secretary shall issue notices of all meetings of directors and Members where notices of such meetings are required by law or these by-laws. The Secretary shall attend all meetings of the Board of Directors and keep minutes thereof.

The Secretary shall perform such other duties as usually pertain to the office or are properly required by the Board of Directors.

Section 8. The Treasurer

The Treasurer shall have the care and custody of all funds and securities of the corporation. The Treasurer shall disburse the funds as authorized by the Board of Directors.

The Treasurer shall cause to be entered in the books of the corporation to be kept for that purpose full and accurate accounts of all moneys received and paid on account of the corporation.

The Treasurer shall make and sign all reports, statements, tax returns and instruments as may be required of him or her by the Board of Directors, or by the laws of the United States or any State or County.

The Treasurer shall perform such other duties as usually pertain to the office or are properly required by the Board of Directors.

Section 9. Officers Holding Two or More Offices

Any two or more offices, except those of the President and Secretary, may be held by the same person, but no officer shall execute or verify any instrument in more than one capacity if such instrument is required by law or otherwise to be executed or verified by two or more officers.

Section 10. Compensation

Directors of the corporation shall not receive, directly or indirectly, salary or compensation from the corporation, except reasonable compensation for services performed and reimbursement of expenses necessarily incurred in effecting one or more of the corporate purposes.

ARTICLE VII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Right of Indemnification

Each director and officer of the corporation whether or not then in office, and any person whose testator or intestate was such a director or officer, shall be indemnified by the corporation for the defense of, or in connection with, any threatened, pending or completed actions or proceedings and appeals therein, whether civil, criminal, administrative, or investigative, in accordance with and to the fullest extent permitted by the Not-for-Profit Corporation Law of the State of New York or other applicable law, as such law now exists or may hereafter be adopted or amended; provided, however, that the corporation shall provide indemnification in connection with an action or proceeding (or part thereof) initiated by such a director or officer only if such action or proceeding (or part thereof) was authorized by the Board of Directors. Notwithstanding anything to the contrary in this Article, the corporation shall not provide any indemnification for any liability or expense of the director or officer if providing such indemnification would constitute "self-dealing" under applicable provisions of the United States Internal Revenue Code of 1986 and regulations promulgated thereunder, as such law or regulations may be amended from time to time.

Section 2. Advancement of Expenses

Expenses incurred by a director or officer in connection with any action or proceeding as to which indemnification may be given under Section 1 of this Article VII may be paid by the corporation in advance of the final decision of such action or proceeding upon:

- (a) the receipt of an undertaking by or in behalf of such director or officer to repay such advancement in case such director or officer is ultimately found not to be entitled to indemnification as authorized by this Article VII, and
- (b) approval by the Board of Directors acting by quorum consisting of directors who are not parties to such action or proceeding or, if such a quorum is not attainable, then by approval of the Members. To the extent permitted by law, the Board of Directors or, if applicable, the Members, shall not be required to find that the director or officer has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding before the corporation makes any advance payment of expense hereunder.

Section 3. Availability and Interpretation

To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in this article VII:

- (a) shall be available with respect to events occurring prior to adoption of this Article VII,

(b) shall continue to exist after any rescission or restrictive amendment of this Article VII with respect to events occurring prior to such rescission or amendment,
(c) shall be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the director or officer, (or, if applicable, at the sole discretion of the testator or intestate of such director or officer seeking such rights), on the basis of applicable law in effect at the time of such rights are claimed, and
(d) shall be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the corporation and the director or officer from whom such rights are sought were parties to a separate written agreement.

Section 4. Other Rights

The rights of indemnification and to the advancement of expenses provided in this Article VII shall not be deemed exclusive of any other rights of which any director or officer of the corporation or other person may now or hereafter be otherwise entitled, whether contained in the certificate of incorporation, these by-laws, a resolution of the Members, a resolution of the Board of Directors or an agreement providing for such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in this Article VII shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any director or officer of the corporation or other person in any action or proceeding to have assessed or allowed in his or her favor, against the corporation or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

Section 5. Severability

If this Article VII or any part thereof shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable and, the remainder of this Article VII shall remain fully enforceable. Any payments made pursuant to this Article VII shall be made only out of funds legally available thereafter.

ARTICLE VIII

CORPORATE FINANCE

Section 1. Corporate Funds

The funds of the corporation shall be deposited in its name with such banks, trust companies or other depositories as the Board of Directors may from time to time designate. The President and/or the Treasurer of the corporation shall have the power to make any checks, notes, drafts or other negotiable instruments in the name of the corporation, or to bind the corporation.

Section 2. Fiscal Year

The fiscal year of the corporation shall be the calendar year unless otherwise provided by the Board of Directors.

Section 3. Loans to Directors and Officers

No loans shall be made by the corporation to its directors and officers.

Section 4. Gifts

The Board of Directors, the executive committee or any authorized officer, employee or agent of the corporation may accept on behalf of the corporation any contribution, gift, bequest or device for any general or special purpose of the corporation.

Section 5. Voting of Securities Held by the Corporation

Stocks or other securities owned by the corporation may be voted in person or by proxy as the Board of Directors or the executive committee shall specify. In the absence of any direction by the Board of Directors or the executive committee, such stocks or securities shall be voted by the President as he or she shall determine.

Section 6. Income from Corporation Activities

All income from activities of the corporation shall be applied to maintenance, expansion, or operation of the lawful activities of the corporation.

Section 7. Ownership of the Corporation

Ownership of the corporation shall belong to all membership in any given year.

Section 8. Dissolution of the Corporation

A resolution to dissolve the corporation shall require a unanimous vote of the Board of Directors. If there is no unanimous vote but there is a majority vote of at least five (5) members by the Board of Directors, then it shall require at least two-thirds (2/3) majority of the Members of the corporation in attendance of a specially held meeting. In the event of dissolution, all assets of the corporation shall be disposed of as directed by a majority vote of the Board of Directors.

ARTICLE IX

AMENDMENTS

Section 1. Procedure for Amendment of the By-Laws

The by-laws may be amended by the vote of at least two-thirds (2/3) of the Members in attendance during any regular or special meeting.

AMENDMENTS DATED as of the 15th day of September 2019.

Saleh A. Fetouh, MD, President