

Fifth Chair



What is the Fifth Chair Foundation?

The Fifth Chair Foundation is an international non-profit (tax-exempt in U.S.) organization dedicated to fostering bridge education on the internet and attracting new players to a game that has challenged, intrigued and entertained people since the early 1500's when it was known as whist in England.

We live in a wonderful time. The internet provides the opportunity to communicate globally with greater speed and ease than walking to a neighbor's home. Becoming involved with bridge on the 'Net gives a player the chance to routinely play with people around the world. Many of us involved in online bridge have never met (except on the 'Net), but our common love of bridge has provided us the chance to become acquainted and form lifelong friendships. We hope you will join us.

What does our name stand for?

The name 'Fifth Chair' stands for the kibitzer.

When a fifth chair is pulled up to a bridge table it means someone is watching and learning!

For folks new to the game, the Foundation will try to give you the information and support that will help you get started off on the right foot.

For the novice and intermediate player, the Foundation will provide information and instructional support to help you improve your game.

Advanced players will find things designed to test their bridge abilities through the Foundation as well. Also, we hope advanced players will volunteer to assist this effort by sharing their bridge skills and knowledge with learners through Foundation programs. Some volunteer jobs require bridge knowledge, while others just need a willing volunteer.

If you want to make a tax-deductible contribution to help the Foundation's work, send a check or money order made out to Fifth Chair Foundation to:

**Marcia West, Treasurer
Fifth Chair Foundation
4655 90th Ave SE
Mercer Island, WA, USA 98040-4431**

Where to Write:

[Suggestions](#), comments and requests can be sent to info@fifthchair.org.

For more [information](#) about The Fifth Chair Foundation, or to volunteer to help send e-mail to info@fifthchair.org.

Our [Chairman](#) can be reached at chairman@fifthchair.org.

Fifth Chair Foundation Board Policies

Established January 1999.

1. The Foundation pursues cooperative relationships with many businesses and foundations but does not formally endorse products, literature, teachers, professionals, services or organizations.
 2. The Foundation does not have an exclusive relationship with any traditional or online bridge organization.
 3. For events that the Foundation co-sponsors with an online bridge playing service, the Foundation endeavors to promote the event within that service, and on the Foundation website, and not to promote the event through a competing online bridge playing service.
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BYLAWS OF FIFTH CHAIR FOUNDATION

FIFTH CHAIR FOUNDATION
4655 - 90TH AVENUE SE
MERCER ISLAND, WA 98040-4431

Article I - NAME

The name of the corporation is Fifth Chair Foundation.

Article II – MISSION

"The Fifth Chair" is a non-profit corporation whose only purpose is to promote the game of bridge around the world.

Its goals are as follows:

It's our chief goal to provide the ability for anyone with a computer, a modem, and the

desire to learn bridge the opportunity to do so at little or no cost.

It's our second goal to put those who have finished the first stage of bridge development in touch with all the services that are available in the bridge world.

It's our third goal to be of service to the bridge community in any way we can.

The purposes of the Corporation may not be altered except by an amendment to these bylaws, which shall require a two-thirds majority vote at an annual or special meeting of the Membership.

Article III - MEMBERSHIP

3.1 The Membership of the Corporation shall consist of those persons who have signed the Articles of Incorporation as incorporators together with all persons who are hereafter received in or elected to membership as hereinafter provided.

3.2 The criteria for Membership in the Corporation shall be:

(i) That the member agrees to uphold the purposes of the Corporation as defined in the bylaws;

(ii) The member must pay and remain current in the payment of dues as established from time to time by the Board of Directors;

(iii) No member may hold more than one membership. No membership may be shared by more than one member.

3.3 A member shall be dismissed from membership upon failure of the member to meet any membership criterion, or because of the commission of an act believed by the Board of Directors to be detrimental to the best interests of the Corporation. In the case of a dismissal for a detrimental act, the member shall first be given an opportunity to answer such charge before a meeting of the Board of Directors or a Membership Committee appointed by the Board of Directors. Any membership cancellation action shall require a two-thirds vote of the Board of Directors. The Board of Directors, or its duly appointed Membership Committee shall establish procedures for the reinstatement of any member who has been dismissed.

3.4 There are two general classes of Membership in the corporation: Voting Members and Non-voting Members. Non-voting members may attend and speak at the meetings of the Membership, but they shall not be entitled to vote on any matter.

3.5 Dues, fees and assessments for the classes of membership shall be established by the Board of Directors.

Article 1V - BOARD OF DIRECTORS

4.1 Powers

The activities, affairs and property of Fifth Chair Foundation shall be managed, directed and controlled by, and vested in, the board of directors.

The board of directors shall have specific responsibility for:

(i) Approval for the selection and dismissal of a director or chief executive officer;

establishing personnel policies and procedures, including selection and dismissal procedures, salary and benefit scales, employee grievance procedures, and equal opportunity practices;

(ii) Adopting policy for financial management practices, including a system to assure accountability for corporation resources, approval of the annual project budget, corporation priorities and long-range financial planning.

(iv) Evaluating corporation activities including services and achievement of corporation objectives.

(v) Assuring that the corporation is operated in compliance with the applicable Federal, State and local laws and regulations.

4.2 Number

The board of directors shall be composed of not less than 3 or more than 15 voting members. The board may choose to appoint honorary members who will not have voting privileges.

4.3 Tenure

The term of office of members of the board shall be two years. Any member of the board, who is temporarily unable to participate may "stand down" to honorary board member status. If, in the future, that member is once again able to participate he/she shall make that known to the Chairman and be offered the next available board voting position.

4.4 Elections

Beginning in 1997 an election shall be held during a regular board meeting held on or before the last day of July, for board positions, the terms of which expire that year.

At the elections of directors, each board member shall be entitled to cast the number of votes equal to the number of positions that are vacant at the time of the election, plus the number that will become vacant by virtue of a director's term expiring. Those candidates equal to the number of available positions who receive the greatest number of votes will be elected to the board. There shall be a runoff election, or runoff elections, if necessary, wherein each director shall be entitled to the number of votes equal to the number of positions which have not been decided by the preceding election.

Any director may resign from the board at any time by delivering a written resignation to the Chairman or the Secretary of the board of directors. Upon the occurrence of any vacancy in the board, a replacement shall be selected by a vote of the members at any board meeting of which notice is given that such an election will take place, or at the annual meeting at which board elections regularly take place. The term of any person elected to fill a vacancy shall be the term of the member whom he or she succeeded.

4.5 Removal

Upon a good faith determination by the board, or a committee or person authorized by the board to make such a determination, that a director has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation, a director may be removed from the board by the vote of two-thirds of the board at a meeting of which notice has been sent to all directors specifying the proposed removal. The affected director shall not vote regarding his/her removal.

4.6 Meetings

Regular meetings of the board shall be held during March, July, and November (date to be

decided); or if special circumstances require, on another date selected by the board.

4.7 Special Meetings

Special meetings of the Board of Directors may be called by the Chairman, or in his/her absence, by the Executive Director of the Corporation, and must be called by either of them within 10 days of a written request of any three directors.

4.8 Notice of Meetings

Notice of all meetings of the directors, except as herein otherwise provided, shall be given by emailing the same at least five days before the meeting to the usual email address of each director. Each such notice shall state the general business to be transacted, the day, time, and place of such meeting, and in the case of special meetings, by whose request it was called. Any business may be transacted at any regularly called meeting of the directors.

4.9 Quorum

At all meetings of the board of directors, one half of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business. Any director unable to attend a regularly scheduled meeting may designate that his proxy vote may be given to any attending member.

4.10 Voting

At all meetings of the board of directors, except as otherwise expressly required by these bylaws, all matters shall be decided by the vote of a majority of the voting directors present at the meeting in conjunction with any proxy votes that have been designated by an unattending director.

4.11 Salary of Directors

No director shall receive, directly or indirectly, any salary or compensation from Fifth Chair Foundation, provided that the board of directors may authorize payment of the reasonable expenses incurred by directors in the performance of their duties and the indemnification of costs incurred as a director.

4.12 Hiring of Executive Staff to Manage the Corporation

The board shall be empowered to hire Executive Director management to operate the corporation should the growth of the Corporation require paid positions. Existing board members may be hired to fill the necessary positions.

Article V - OFFICERS

5.1 Titles

The officers of the corporation shall consist of Chairman, Vice Chairman, Secretary, and Treasurer and such other officers as the board may from time to time designate. All officers must be directors of the corporation.

5.2 Election and Term of Office

A committee of the board shall prepare and circulate a slate of nominees for board officers in advance of the meeting at which the election shall occur. No Chairman shall serve more than three (3) consecutive terms in the same office, and the other officers no

more than two (2).

5.3 Resignation

Any officer may resign at any time by delivering a written resignation to the Chairman or Secretary of the board. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective.

5.4 Removal

Any officer may be removed at any time, with or without cause, by the affirmative vote of two-thirds of the directors present at a meeting of the board, the notice of which meeting shall specify the proposed removal.

5.5 Vacancies

Any vacancy in an office shall be filled for the unexpired portion of the term by the board of directors.

5.6 Chairman

The Chairman shall preside at all meetings of the board and the executive committee, and shall be an ex-officio member of all committees except the committee which prepares and circulates a slate of nominees for board officers. The Chairman shall appoint all committees and chairpersons of same, with the exceptions of the executive committee, subject to the ratification of the board. The Chairman shall have such other powers and duties not inconsistent with these bylaws as may be assigned from time to time by the board of directors.

5.7 Vice-Chairman

The Vice-Chairman shall perform the duties of the Chairman in his/her absence or inability to serve and shall assume other responsibilities as assigned by the President. The Vice-Chairman shall have such other powers and duties not inconsistent with these bylaws as may be assigned from time to time by the board of directors or the Chairman.

5.8 Secretary

The Secretary shall see that correct minutes and attendance records are kept of the board meetings. The Secretary shall be responsible for the correspondence of the board of directors and shall cause written notice of the Annual Meeting to be given. The Secretary shall have such other powers and duties not inconsistent with these bylaws as may be assigned for time to time by the board of directors or the Chairman.

5.9 Treasurer

The Treasurer shall review financial statements and ensure that the books are audited on a yearly basis by a certified public accountant. The Treasurer shall have such other powers and duties not inconsistent with these bylaws as may be assigned from time to time by the board of directors or the Chairman.

Article VI – COMMITTEES

6.1 Executive Committee

There shall be an executive committee which shall consist of up to seven members, i.e. four elected officers and up to three other directors, who shall be elected by the board of directors. The executive committee shall have the powers conferred by the board to act between meetings,

to make recommendations to the board, and carry out special responsibilities assigned to it by the board. Any interim action must be ratified by the board at its next meeting.

6.2 Other Committees

There may be such other committees as the board from time to time may establish, with such duties as defined by the board. Committees may have members who are not directors, but each committee shall be chaired by a Director of the Board, and have a membership the majority of which is composed of directors.

6.3 Notice of Meetings

Committee meetings shall be called by the committee chair. Each committee shall keep regular minutes of its proceedings, and shall report on its activities at each board of directors' meeting.

Article VII - INDEMNIFICATION OF DIRECTORS AND OFFICERS

7.1 Each director or officer now or hereafter serving the corporation and each person who at the request of or on behalf of the corporation is now serving or hereafter serves as a trustee, director or officer of any other corporation, whether for profit, or not for profit, and his/her heirs, executors and personal representatives, shall be indemnified by the corporation against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is or was made a party by reason of being or having been such trustee, director or officer, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or misfeasance, or willful misconduct in the performance of duties; but such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw agreement, vote of the board of directors, or otherwise.

7.2 The Board of Directors is authorized to obtain Directors and Officers liability insurance to shield such persons from liability for all costs, expenses and attorney fee arising out of the conduct of their duties as Directors and Officers, except for liabilities arising out of their gross negligence, misfeasance or willful misconduct.

ARTICLE VIII - CONTRACTS, LOANS, CHECKS AND DEPOSITS

8.1 Contracts

The board may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

8.2 Loans

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board. Such authority may be general or confined to specific instances.

8.3 Checks, Drafts, or Other Orders

All checks, drafts or other orders for the payment of money, notes, or other evidences

of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as is from time to time determined by resolution of the board.

8.4 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board may select.

8.5 Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purposes or for any specific purpose of the Corporation.

ARTICLE IX - AMENDMENT OF BYLAWS

These bylaws may be amended or repealed and new bylaws may be adopted when the following conditions have been fulfilled:

(i) Directors must be sent a written notice (email acceptable) of proposed amendments, dated at least fifteen (15) days prior to the meeting at which such amendments shall be voted upon.

(ii) Three-fourths (3/4) of the directors of record shall be required for a quorum to vote on amending the bylaws.

(iii) A two-thirds (2/3) majority vote by the directors present shall be required to approve an amendment to the bylaws.

ARTICLE X - MISCELLANEOUS

10.1 Construction

If any portion of these bylaws shall be invalid, then so far as is reasonable and possible:

(i) The remainder of these bylaws shall be considered valid, and

(ii) Effect shall be given to the intent manifested by the portion held invalid.

10.2 Relation to Articles of Incorporation

The bylaws are subject to, and governed by the Articles of Incorporation.

10.3 Affirmative Action

The corporation strongly supports the following affirmative action statement: The corporation does not discriminate against any employee or applicant for employment because of race, color, religion, national origin, age, marital status, sex, sexual preference, political affiliation, or presence of any sensory, mental or physical handicap.

10.4 Action Without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent (email acceptable) setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, if taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

ARTICLE - XI FISCAL YEAR

11.1 The fiscal year of the Corporation shall be determined by the Board of Directors.

ARTICLE XII - SEAL AND CORPORATE EMBLEM

12.1 The Corporation may have a seal as adopted by the Board of Directors. The Seal may be used by the officers to attest to the documents of the Corporation.

12.2 The Corporation may have a corporate emblem as adopted by the Board of Directors. The corporate emblem may be used by members under guidelines established by the Board of Directors.

REVISION TO BYLAWS:

The Treasurer shall keep current the books and records and shall turn over such books and records, at least annually, to a certified public accountant for completion of an annual accounting, preparation of required tax returns, and, if so requested by the Board of Directors, compilation, review or audit of the financial statements.

Presented to board - August 23, 1998 via e-mail.

Board voted via e-mail, one after another, and passed the resolution unanimously, by September 10th, 1998.