*DRAFT FINAL*

# Article 1: NAME

The name of the organization shall be the "Midland Duplicate Bridge Club", hereinafter referred to as the "Club".

# Article 2: MISSION STATEMENT

The mission of the Club is to strive to be a competitive social bridge club that follows the guidelines laid out by ACBL in a fair and friendly atmosphere.

# Article 3: MEMBERSHIP

The membership of this Club shall be open to all persons subject to the rules, regulations, and other requirements of the Club. Non-members may participate in Club activities, but shall be subject to special charges. A member in good standing has paid the yearly membership fee.

# Article 4: DUES AND FEES

Membership dues, game fees, other charges, and free games shall be reviewed by the Board of Directors at the start of each calendar year and also when otherwise needed. Annual membership fees are payable on the calendar year.

**Article 5: GAMES**

The Club shall maintain a sanction with the ACBL for the operation of at least one (1) weekly open duplicate bridge game, to be held at such time and place as shall be determined by the Board.

**Article 6:** **DIRECTORS**

The Board shall ensure that an adequate number of qualified games directors are scheduled to be available to provide directing services. The Board shall choose a Chief Director to liaise with the Club Manager notwithstanding that the Club Manager may also be the Chief Director.

# Article 7: GOVERNANCE

# The Club shall be administered by 4-8 Directors who will form the Board of Directors. The Board shall have the general decision-making power in regard to the organization and function of the Club otherwise provided for in this Constitution. The Executive positions of President, Vice President (if determined to be necessary), Secretary and Treasurer will be elected by the Directors from within the Board of Directors for a one year term. All other members of the Board will be Directors-at Large. The Board of Directors may appoint other positions if not undertaken by a Director-at-Large such as Partnership Coordinator. Social, Webmaster; but those positions would not be members of the Board.

# Article 8: BASIC OPERATIONAL PRINCIPLES

The day-to-day operations of the Club shall be governed by the following basic principles:

* 1. The Club shall maintain a liaison with Unit 246.
  2. Every effort will be made by all Club members and attendees of Club events to adhere to the ACBL policies
  3. The Club shall adhere to the requirements of the ACBL insofar as the actual playing of the games and related rules are concerned. In all other matters, the Club shall act as a completely self-governing and self-regulating local body.
  4. The Club shall adhere to the Zero Tolerance Policy as set forth by the ACBL and ensure a procedure for recording any incidents.
  5. The fiscal year shall be from November 1 to October 31.
  6. The financial books of the Club shall be audited annually. This may be in the form of an external audit or alternatively an internal audit.
  7. The Club shall operate as a non-profit organization. Therefore, the monies charged or received by the Club shall be in direct proportion to its pre-determined recurrent expenses as reflected in its yearly budget. At year end, the liquid assets should be 40% to 60% of the annual operating budget. If liquid assets are less than 40% or more than 60%, the Board must create an action plan to rectify the situation.
  8. All monies of the Club shall be placed in a recognized chartered financial institution. Cheques over $500.00 must have the signatures of any two of the following four signing officers [President, Vice-President, Secretary, Treasurer). Cheques over $1000.00 must be signed by the President and one other of the four signing officers. All petty cash receipts/payments made on behalf of the Club will be paid by the Treasurer and signed for by the recipient shall not exceed $500.00.
  9. Excess reserve funds for special situations may be approved by the membership subject to the following considerations:
     1. the specific purpose of the excess fund must be stated
     2. a maximum amount to be accumulated must be indicated
     3. the method of achieving the funding must be clearly stated
     4. the funding program must be reviewed every 5 years
  10. The spending power of the Board, at any one time, shall be limited to an amount not exceeding one thousand dollars, except for recurrent expenditures. For greater amounts, prior approval of the membership must be obtained at the Annual General Meeting or a special membership meeting designated for that purpose.
  11. All organizational positions shall be voluntary in nature and unpaid. However, using its discretion, and without setting a precedent, the Board may, at times, decide to materially reward a position-holder with an honorarium for his/her services above and beyond those prescribed for his/her position
  12. If the Club is unable or unwilling to sustain itself, it shall be dissolved by a vote of the existing membership and all assets remaining after payment of outstanding liabilities shall be distributed to local charitable organizations determined by the aforementioned vote.

# Article 9: DUTIES AND RESPONSIBILITIES OF ELECTED OFFICERS

The Board members shall each perform his/her assigned responsibilities in accordance with the Bylaws.

# Article 10: ELECTION OF OFFICERS

Members of the Board of Directors shall be appointed or elected every year at the Annual General Meeting, which will normally be held in November/December. Under normal circumstances, the following election procedure shall be adopted:

* 1. If there are between 4 – 8 persons willing to serve on the Board of Directors, no further action needs to be taken. At the Annual General Meeting the slate will be presented and approved by the membership by a show of hands.
  2. When it is deemed necessary to address shortfalls on the Board, a Nominating Committee of three (3) persons from the general membership may be appointed by the Board. The Nominating Committee should be formed at least two (2) months prior to the Annual General Meeting.
  3. Any member may make nominations. Members may nominate themselves. Such nominations must be made in writing, duly seconded in writing, and contain the consent of the nominee. These nominations must be given to the Board.
  4. Nominations will close three (3) weeks before the Annual Meeting. At the beginning of each bridge session for the week prior to the close of nominations, an announcement will be made to members about the upcoming closing of nominations.
  5. At least three (3) weeks prior to the Annual General Meeting, the slate will be posted at the Club facility.
  6. If there are more than eight (8) persons willing to stand there will be an election. Two (2) members not running shall preside over all facets of the election process. Voting shall be done in person by secret ballot at the Annual General Meeting or by original signed proxy.
  7. Only members in good standing shall have a vote, or the right to hold office. The slate of Board members shall be elected by a simple majority of the members present at the Annual General Meeting.
  8. The term of office for the Board of Directors shall be one calendar year.

# Article 11: MEETINGS

* 1. Board meetings shall be held at least three times a year or at the call of the Chair if needed. A simple majority shall constitute a quorum. These meeting dates shall be set by the Board.
  2. For General Membership meetings, either the annual or special, notice of the meetings will be posted at Club events two weeks in advance of the meeting. A quorum shall be 15 members who are present and in good standing.
  3. Minutes of all meetings shall be available to any member upon reasonable notice. Minutes will be posted.
  4. All meetings shall be conducted according to democratic principles.
  5. Any member of the Club may attend Board meetings with prior notice due to space considerations. Upon request, he/she shall be granted floor privilege under "Other Business" of the agenda. If a member wishes to contribute an item to be included in the agenda, he/she should inform a Board member prior to the meeting as a matter of courtesy.
  6. Board members shall be expected to attend all Board and membership meetings except when prevented by unavoidable circumstances. When feasible, the member concerned must inform the Secretary or the President of his/her inability to attend
  7. The Chair (normally the President) shall not vote except to break a tie.
  8. When a Board member has, or appears to have, a conflict of interest, he/she shall declare the conflict of interest and withdraw from the Board meeting until the issue has been resolved.
  9. Any member may suggest in writing issues for the Board to consider. If the member is not satisfied with the Board decision, the member may proceed further.

# Article 12: AMENDMENTS

The following process shall be used to effect constitutional revision or amendment.

* 1. The Constitution should be reviewed every 5 years unless a special circumstance arises whereby the Board decides to review it sooner.
  2. For any review, the Board shall appoint an Ad Hoc Constitution Committee consisting of two Board members and a minimum of two persons from the general membership.
  3. The recommendations of the Constitution Committee shall be reviewed by the Board. A copy of the proposed Constitution, along with comments from the Board, shall be posted, approximately two months prior to the Annual General Meeting. Members will have adequate time to propose amendments. The Constitution Committee and Board will have two weeks to consider these amendments and incorporate any revisions they feel necessary into the Constitution. The final version of the amendments/revisions shall be prepared by the Constitution Committee/Board and shall be posted for three weeks and made available to the general membership. It shall then be put to a simple two thirds majority vote of the members attending the Annual General Meeting
  4. Where a question arises as to the interpretation of any part of the Constitution, the original Ad Hoc Constitution Committee shall be reconstituted to render an opinion. If one or more original members are missing, the Committee shall nominate substitutes. The Committee’s interpretation shall be final.

# BYLAWS

1. **THE ELECTED OFFICERS**

The duties and responsibilities of elected officers shall be as follows:

# President

* Act as the chief administrative officer, spokesperson for the Club, and enforce the Constitution
* Arrange logistics for Club games and meetings
* See that the financial and functional health of the Club is well maintained and keep the membership apprised
* Ensure the yearly audit occurs
* Preside over all membership meetings and chair the Board meetings
* Be responsible for the implementation of Board decisions
* Compose the agendas for meetings, with input from the Board and other members
* Report to the Board on relevant matters
* Ensure that the Vice President is able to assume the Presidential responsibilities should the need arise
* Be one of three or four cheque signing authorities

# Vice President (if determined to be required)

* Familiarize himself/herself with the role and responsibilities of the President
* Assume the Presidential responsibilities in the absence of the President
* Assist and counsel the President in the conduct of the Club's business
* Be one of three or four cheque signing authorities

# Secretary

* Assist the President in making arrangements for all meetings, including the Annual General Meeting
* Prepare and circulate the agendas for all meetings
* Notify all concerned about the dates, times, and locations of meetings in advance
* Record the minutes of all meetings and distribute them to Board members within 2 weeks of the meeting to be ratified by the Board and then post the minutes at the Club

# Assemble lists of members for in-Club use only

* Maintain all Club files and records including correspondence, minutes, financial reports, agreements, leases and other necessary documents for a period of not less than seven years.
* Be one of three or four cheque signing authorities

# Treasurer

* Manage and oversee the finances of the Club for the Board

# Collect annual membership fees (This may be delegated by the Treasurer to any member)

# Pay and record petty cash expenditures

* Deposit all Club monies and maintain an up-to-date bank account
* Make all payments/disbursements on behalf of the Club
* Present a report on the current state of the finances at every Board meeting
* Present a complete financial report to the membership at the Annual General Meeting
* Prepare and maintain all accounting records/books for audit
* Be one of three or four cheque signing authorities and ensure that all cheques paid out have at least two of the authorized signatures.

# Club Manager

The Board shall appoint a Club Manager. The Club Manager’s honorarium shall be determined and reviewed by the Board annually.

The Manager’s duties are as follows:

* work through the direction of the Board of Directors
* Attend meetings of the Board
* Liaise with the ACBL on behalf of the Board
* Prepare and post a schedule of yearly games, including special games sanctioned by ACBL
* Prepare and file month-end reports with the ACBL
* Purchase needed supplies and materials
* Arrange for appropriate trophies and prizes to be awarded as approved by the Board
* Maintain such records as needed to determine said trophy and prize winners
* Perform all functions mandated by the ACBL
* Liaise with webmaster
* Give direction to the Chief Director

**Chief Director**

* Be the team leader for the Directors
* Liaise with the Club manager
* Prepare and maintain and post an up-to-date schedule for the ACBL certified Directors for all Club games 2 months in advance and coordinate with Club Manager
* Ensure all postings are submitted immediately following games
* Apprise Directors of all ACBL updates and in-service programs

# Directors

# The Directors’ honorarium shall be determined and reviewed by the Board annually.

# Collect/ and account for table fees for the Club (This may be delegated to any member) and give the fees and a signed receipt for his/her Director fees to the Treasurer.

# Be responsible for the setup and technical management of the game or tournament

# Assign seats and ensure fairness by balanced stratification for each game

# Deal with zero tolerance complaints according to ACBL protocols and submit a record of complaints to the Chief Director.