

ARTICLE ONE – PURPOSE

The purpose of the Palm Coast Duplicate Bridge Club ("Club") is to:

1. Present duplicate bridge games for the enjoyment of members and guests.
2. Conduct bridge classes to promote the game.
3. Promote the playing of duplicate bridge in accordance with guidelines set forth by the American Contract Bridge League ("ACBL").

ARTICLE TWO – MEMBERSHIP

Section 1 – ELIGIBILITY AND DUES

1. Membership in the Club is open to all individuals, except members who are currently under suspension or previous members who have been expelled from the Club.
2. An eligible individual shall be considered a member ("Club Member") upon the payment of annual dues ("Dues").
3. Dues are payable on or before January 7th of the current calendar year. The amount of the Dues shall be determined by the Board of Directors from time to time.

Section 2 – STANDING AND DEFAULT

1. A Club Member shall be considered a Club Member in good standing if he is not currently under suspension. A Club Member who has finished serving a suspension shall be considered a Club Member in good standing.
2. A Club Member shall be in default if Dues are not paid by January 7th of the current year. Such default shall be cured upon the payment of Dues. A Club Member in default shall no longer be a Club Member and shall lose all rights and privileges as outlined in Section 3, below.

Section 3 - PRIVILEGES OF CLUB MEMBERS IN GOOD STANDING

1. Each Club Member in good standing shall be:
 - a. Eligible to vote in all annual and special elections and at the annual meeting of the membership and special meetings of the membership on matters that may come before the membership.
 - b. Entitled to participate in all activities of the Club.
 - c. Subject to the standing rules of the Club and proper ethical conduct.
 - d. Eligible to be elected to the Board of Directors and to be appointed to committees established by the Board of Directors, subject to additional eligibility requirements as defined herein.
 - e. Eligible to attend regularly scheduled meetings of the Board of Directors.

Section 4 – CONDUCT AND DISCIPLINARY ACTION

1. Club Members and Guests shall be subject to the Laws of Duplicate Bridge, the Rules and Regulations of the ACBL, the ACBL Zero Tolerance Policy, and the standing rules of the Club, as established by the Board of Directors.
2. Disciplinary procedures may be established by the Board of Directors from time to time. No disciplinary action shall be taken against any Club Member without that Club Member having had the opportunity to respond to the relevant issue at hand in a manner established by the Board of Directors.

ARTICLE THREE - BOARD OF DIRECTORS

Section 1 – ELIGIBILITY AND REQUIREMENTS

1. The Board of Directors ("Board") shall consist of seven individuals.
2. Any Club Member in good standing, except as noted below, shall be eligible to be elected to and serve on the Board, having been a continuous Club Member in good standing for a period of not less than one year prior to the scheduled election date.
3. The Club Manager(s) and paid Club Directors shall not be eligible to serve on the Board.
4. Board Members shall be elected for a period of 3 (three) years.
5. Board Members' terms shall be staggered such that at least two Board Members shall be elected each year.
6. All Board Members must remain Club Members in good standing for the duration of their term. Should any Board Member no longer be a Club Member in good standing, he shall be deemed to have resigned said position effective immediately.
7. Board Members are expected to make every reasonable effort to attend all scheduled regular meetings of the Board.
8. Board Members shall be eligible to chair one or more of the Club's standing or special committees.

Section 2 – VACANCIES

1. If a vacancy shall occur on the Board between scheduled elections, such vacancy shall be filled by the unelected candidate receiving the most votes in the prior election, who is ready, willing, eligible, and able to serve.
2. If no such candidate is available, the vacancy shall be filled by special election. The President of the Board shall convene an Election Committee within 7 days of the effective date of the vacancy and the election shall be held within 30 days of the date said committee convenes. The election shall follow substantially the same procedure as provided for in Article 8, Section 2, below, with the time frames being adjusted as established in this paragraph. Any vacancy occurring on the Board within 6 months of the next scheduled annual election which has not been filled as provided for in Paragraph 1, above, shall be filled at the next scheduled annual election and not by special election.
3. Board Members elected to the Board by the procedure outlined in Paragraphs 1 and 2, above, shall serve the remainder of the term of the outgoing Board Member.

Section 3 – OFFICERS

1. The officers of the Board ("Officers") shall consist of a President, First Vice President, Second Vice President, Secretary, and Treasurer.
2. The Officers shall be nominated and elected by the Board Members at the first regularly scheduled Board meeting following the annual election, by majority vote.

Section 4 – DUTIES OF THE OFFICERS

1. The President shall chair all Board Meetings and shall conduct said meetings in accordance with Robert's Rules of Order, or in a manner prescribed herein. If a conflict shall exist between procedures defined within Robert's Rules of Order and those defined within these Bylaws, then the procedures defined within these Bylaws shall prevail. The President shall appoint all committee chairs, both standing and special, subject to approval by the Board, as provided for herein. The President may call a meeting of the Board whenever necessary, subject to the guidelines as outlined in Article 7, Section 2, below.
2. The First Vice President shall assume the duties of the President in the absence of, or incapacity of the President.

3. The Second Vice President shall assume the duties of the First Vice President in the absence of, or incapacity of the First Vice President.
4. The Secretary shall be responsible for posting all notice of Board and Membership meetings. The Secretary, or the Secretary's designee, shall record and post the minutes of all Board Meetings and Membership Meetings. If the Secretary's position is vacated, the Board Members shall elect another Board Member to serve as Secretary.
5. The Treasurer shall be responsible for the overseeing of the daily bookkeeping activities as performed by the Club Manager(s). If the Treasurer's position is vacated, the Board Members shall elect another Board member to serve as Treasurer.

Section 5 – REMOVAL OF A BOARD MEMBER

1. A Board member who fails to attend 4 (four) Regular Board Meetings, as defined in Article 7, Section 2, Paragraph 2, below, in a calendar year, or any 4 (four) consecutive Regular Board Meetings shall be deemed to have resigned their position on the Board, effective immediately.
2. An Elected Board Member may be involuntarily removed for cause, a separate action being required for each Board Member being considered for removal, by following one of the procedures outlined in Paragraph 3 or 4, below.
3. With the Board Members (excepting the Member being considered for removal) having unanimously voted in favor of removal of a Board Member, the question of removal of the Board Member shall be put to the Club Members in a Recall Vote.
4. With a petition proposing the removal of an Elected Board Member signed by no less than 20% of the Club Members, having been presented to the President, or in the case of the President being proposed to be removed, the Vice-President, said petition having been certified as valid, the question of removal of the Elected Board Member shall be put to the Club Members in a Recall Vote.
5. The requirements in Paragraph 3 or 4 above having been met, the President or President's designee shall set a date for a Recall Vote. The Recall Vote shall be scheduled to take place no later than 30 (thirty) days from the day the requirements in Paragraph 3 or 4 above, have been met. The Secretary, or Secretary's designee shall post the date, time, and place of the Recall Vote in a conspicuous place no later than 14 (fourteen) days prior to the scheduled vote. A Quorum having been established pursuant to Article 7, Section 1, Paragraph 3, below, the Board Member being the subject of the Recall Vote shall be removed, effective immediately, with 60% of the Club Members being present having voted in favor of removal.

ARTICLE FOUR – CLUB MANAGERS

Section 1 – ELGIBILITY AND RESPONSIBILITIES

1. The Board shall hire a Club Manager or two Co-Managers ("Manager" or "Managers"), as independent contractors. Each Manager shall have full authority to perform the duties outlined herein. The Manager(s) shall be paid monthly in an amount to be determined by the Board from time to time.
2. Candidates for the position of Manager must have achieved the ACBL rank of Life Master and hold a minimum of 500 masterpoints. Candidates must also hold the credentials of ACBL Club Director and have a minimum of three years' experience as a Club Director at an ACBL sanctioned Bridge Club. The board may determine additional eligibility requirements from time to time..
3. The Manager(s) shall be solely responsible for the scheduling and running of all sanctioned ACBL bridge games conducted at the club and shall ensure that they conform with the Laws of Duplicate Bridge and the ACBL Rules and Regulations. The Manager(s) shall be the sole contact between the ACBL and the Club, except when otherwise specified in the ACBL Handbook of Rules and Regulations.

4. The Manager(s) shall be responsible for hearing all player appeals of rulings and shall adjudicate the same. The Manager(s) may convene an appeals committee to be made up of active ACBL Club Directors.
5. The Manager(s) shall be responsible for the daily bookkeeping and payment of all Club financial obligations, as well as overseeing purchasing for Club supplies and sundries, and shall report the same to the Treasurer from time to time.

Section 2 – REMOVAL OF A CLUB MANAGER OR CO-MANAGER

1. Removal of a Club Manager or Co-Manager shall require a motion for removal made and seconded, and approved by a minimum of 5 (five) Board Members. Board members may vote in person, by electronic means, or by absentee ballot. A separate motion shall be required for each Co-Manager. Once the motion is approved, a Special Meeting of the membership shall be called by the President pursuant to Article 7, Section 5. There shall be no other agenda items considered at the Special Meeting.
2. A Quorum having been established at the Special Meeting, pursuant to Article 7, Section 1, the question as to the removal of the Club Manager or Co-Manager shall be put to a vote.
3. The Club Manager or Co-Manager shall be removed, with 60% of the members being present at the Special Meeting of the Membership having voted in favor of removal.

ARTICLE FIVE – COMMITTEES

Section 1 – FORMATION & AUTHORITY

1. The Club's Standing Committees shall consist of those enumerated in Section 2, below. The President may form Special Committees from time to time.
2. The President shall appoint all standing and special committee chairpersons ("Chairpersons"), with the advice and consent of a majority of the Board.
3. Chairpersons shall coordinate committee activities with the Board and Manager(s), when appropriate.
4. Chairpersons shall be delegated reasonable authority to perform the duties of their committee.

Section 2 – STANDING COMMITTEES

1. The Standing Committees and their primary duties shall be:
 - A. Advertising Committee -- develop advertising strategy.
 - B. Building Committee – pursue a permanent facility.
 - C. Education Committee – facilitate educational opportunities.
 - D. Social Committee – plan and organize social events.
 - E. Membership Committee – recruit and retain members.
 - F. Nominating & Elections Committee – oversee the nomination and election process.
 - G. Sunshine Committee – recognize significant events in members' lives.

ARTICLE SIX – OMBUDSMAN

1. The Board may appoint a Club Member in good standing who is not currently serving on the Board, to serve without compensation, as a contact person ("Ombudsman") for Club Members and Guests to register complaints specifically relating to behavior issues involving another Club Member or Guest. The Ombudsman must remain a Club Member in good standing while serving.

2. The Ombudsman is not authorized as an initial point of contact to deal with matters that are the jurisdiction of the Director during the game, however the Director shall report the issuance of an ACBL Zero Tolerance Policy Penalty to the Ombudsman for possible consideration of additional disciplinary action.
3. The Board may determine, from time to time, the precise duties and responsibilities of the Ombudsman, including procedures involving the handling of complaints. The Ombudsman shall work in conjunction with the Manager(s) to deal with behavioral and disciplinary issues to maintain a pleasant environment for the Members and Guests.

ARTICLE SEVEN – MEETINGS

Section 1 – QUORUMS

1. A Majority of Board Members currently serving on the Board shall constitute a quorum for Board Meetings.
2. Board Members may attend electronically if all Board Members can hear and be heard by all other Board Members present or attending electronically.
3. 10% of the Club Membership appearing in person shall constitute a quorum at Annual or Special Meetings of the Membership.

Section 2 – BOARD MEETINGS

1. Meetings of the Board ("Board Meetings") shall be categorized as Regular Meetings, Special Meetings, and Emergency Meetings.
2. Regular Meetings of the Board ("Regular Board Meetings") shall occur a minimum of 4 times per year, on a quarterly basis in the months of February, April, July, and October, however, the President may establish a schedule of more frequent Regular Board Meetings to take place no more frequently than once per calendar month. The date, time, and place of Regular Board Meetings shall be posted in a conspicuous place. The Secretary shall be responsible for posting any changes to any Regular Board Meeting.
3. The President may convene a Special Meeting of the Board ("Special Board Meeting") to address matters which, in the opinion of the President, cannot wait until the next Regular Board Meeting. Notice of Specials Board Meetings shall be posted in a conspicuous place at least two days prior to the Special Board Meeting.
4. An Emergency Meeting of the Board ("Emergency Board Meeting") may be called by the President, or President's designee, specifically to protect life or property, or imminent harm to the Club. There is no notice requirement for Emergency Board Meetings.

Section 3 – ANNUAL MEETINGS OF THE MEMBERSHIP

1. The Annual Meeting of the Membership ("Annual Meeting") shall be held each calendar year, no later than the last business day in February. The precise date shall be determined by the President.
2. The date, time, and place of the Annual Meeting shall be posted, in a conspicuous place, at least 30 days prior to the date of the Annual Meeting.
3. The agenda for the Annual Meeting shall include items relating to the state of the Club, as well as other items which the Board may determine relevant.
4. Any Club Member in good standing may have an item added to the agenda of the Annual Meeting by submitting said item, in writing, to the Secretary at least 15 days prior to the Annual Meeting date.
5. The Secretary shall post the agenda for the Annual Meeting, in a conspicuous place, at least 14 days prior to the date of the Annual Meeting.

Section 4 – SPECIAL MEETINGS OF THE MEMBERSHIP

1. A Special Meeting of the Membership ("Special Meeting") may be called by the President, or by a majority of the Board Members currently serving.
2. A Special Meeting may be called by a petition stating the specific agenda item(s) to be discussed, signed by not less than thirty per cent (30%) of the Club Members in good standing, such petition having been delivered to any Officer of the Board, who shall present the same to the President or President's designee. Upon receipt of a valid petition calling for a Special Meeting, the President, or President's designee shall schedule a Special Meeting to be held within 30 days of the petition having been received, subject to the notice requirements below.
3. The President may elect to add agenda item(s) for the Special Meeting.
4. The date, time, and place of the Special Meeting shall be posted, in a conspicuous place, at least 14 days prior to the date of the Special Meeting.
5. The Secretary shall post the agenda for the Special Meeting, in a conspicuous place, at least 10 days prior to the date of the Special Meeting.

ARTICLE EIGHT – ELECTIONS

Section 1 – NOMINATIONS

1. On or before the last business day in October, the President will select four Club Members in good standing who are not currently serving on the Board, to serve on the Nominating & Elections Committee ("Elections Committee"). The President shall designate one such Club Member as Chairperson.
2. The Elections Committee shall recruit volunteers ready, willing, able, and eligible to serve on the Board.
3. The Elections Committee shall also accept nominations by petitions signed by at least three Club Members in Good Standing in addition to the nominee.
4. With a sufficient number of nominees having been secured, nominations shall be closed as of the end of the day on December 31st.
5. The Chairperson of the Elections Committee shall present the list of nominees to the President for distribution by the Secretary on the first business day following January 1st.
6. Candidates may submit a brief biography to the Chairperson of the Elections Committee, who shall present the same to the Secretary to be posted in a conspicuous place.
7. With the provisions of this section having been satisfied, the Election shall be conducted in accordance with the procedures outlined in Section 2 of this Article.

Section 2 – ELECTION PROCEDURES

1. The Annual Election Day ("Election Day") shall be scheduled on the last Thursday in January.
2. The Chairperson of the Elections Committee shall be responsible for conducting the election as provided for in this section.
3. Ballots shall be made available to Club Members, at the Club, beginning two weeks prior to Election Day, along with the envelopes in which to place completed ballots.
4. The precise procedure for voting shall be posted in a conspicuous place at the Club, in the area where ballots are available.
5. Club Members shall be responsible for following the posted voting procedure.
6. The two-week period during which voting shall take place shall be designated as the "Election Period."
7. Club Members unable to be present during the Election Period may obtain an Absentee Ballot any time after the nominations have been published. The precise procedure for voting by absentee ballot shall be posted in a conspicuous place.

8. Voting shall be closed at 5:00 p.m. on Election Day.
9. The election committee shall start validating and counting the votes at 5:01 PM on Election Day, and post the results on the bulletin Board and the Club website. The Committee shall follow the validating and counting procedures as determined by the Board from time to time.
10. Only official, validated ballots shall be counted.
11. Newly elected Board Members shall be installed at the Annual Meeting following the election.
12. The Board may publish an addendum to the nominating and election procedure from time to time to assist the Nominating and Elections Committee with further details.

ARTICLE NINE – STANDING RULES AND POLICIES & PROCEDURES

1. The Board may publish and revise Standing Rules from time to time.
2. The Board may publish and revise a Policy and Procedures Guide from time to time.

ARTICLE TEN – CONDUCT OF CLUB AFFAIRS

Section 1 – OPERATING FUNDS & ASSETS

1. The Club shall establish and maintain an operating fund in which to deposit assets and to pay obligations of the Club.
2. In the event of dissolution of the Club, the operating fund and other assets of the Club shall be liquidated to pay any financial obligations of the Club, with the remainder being donated to the Club's designated charitable organization, or other such charitable organization chosen by the Board, subject to the provision in Article 10, Section 2, below.
3. The Treasurer shall oversee the management of the operating fund.

Section 2 – BUILDING FUNDS

1. The Club may establish and maintain a separate Building Fund to be reserved to purchase, lease, build, or maintain a permanent facility in which to conduct the Club's activities.
2. In the event of dissolution of the Club, any documented single contribution to the Building Fund of \$500.00 (five-hundred dollars) or more shall be returned by request to the donor, with such a request having been made by the donor. All other funds in the Building Fund shall be deposited into the Operating Fund and disbursed as provided for in Section 1, above.
3. In the event the Club determines, by majority vote at either the Annual Meeting or Special Meeting, not to pursue the purchase, lease, or building of a permanent facility in which to conduct the Club's activities, the Building fund shall be liquidated in a manner prescribed in Paragraph 2, above.

ARTICLE ELEVEN – AMENDMENTS

Section 1 – PROPOSED AMENDMENTS

1. Any Club Member in good Standing may propose an amendment ("Amendment") to these Bylaws, by following the procedure below.
 - a. A tentative Amendment or Amendments shall be presented to the Secretary, in writing. It shall become officially proposed and shall be scheduled for a ratification vote by the Club Members with 4 (four) Board

Members having voted in favor of the Amendment. The Secretary shall notify the President that the tentative Amendment has become officially proposed ("Proposed Amendment").

- b. A tentative Amendment or Amendments not having been approved for a ratification vote by the procedure outlined above, shall become officially proposed and shall be scheduled for a ratification vote by the Club members, with said tentative Amendment having been submitted in writing to the Secretary, accompanied by a petition signed by 20% of the Club Members in good standing. The Secretary shall notify the President that the tentative Amendment has become officially proposed ("Proposed Amendment").

Section 2 – RATIFICATION

1. To become officially adopted, a Proposed Amendment must be ratified at the Annual Meeting or a Special Meeting of the Membership.
2. The President shall either add the Proposed Amendment to the agenda of the Annual Meeting or schedule a Special Meeting with the Proposed Amendment being added to the agenda. The President may elect to delay a ratification vote until the next scheduled Annual Meeting if the Proposed Amendment has become officially proposed within 90 days of the next scheduled Annual Meeting.
3. The Secretary shall post the Proposed Amendment at least 14 days prior to the Annual Meeting or shall post the notice of the Special Meeting along with the Proposed Amendment at least 14 days prior to the Special Meeting.
4. A quorum having been established pursuant to Article 7, Section 1, the Proposed Amendment shall become officially ratified with a majority of the Club Members in good standing being present having voted in favor of ratification.
5. With the Proposed Amendment having been ratified, the Secretary, or Secretary's designee, shall modify the Bylaws within 14 days of the ratification and post the same on the Club Website.

ARTICLE TWELVE – GENDER, SINGULAR, AND PLURAL

1. Wherever used herein, a pronoun or term in the masculine gender shall be construed as including the feminine gender.
2. As the context may require, the singular may be read as the plural and the plural as the singular.