

VERO BEACH DUPLICATE BRIDGE CLUB, INC.

Revision November 2008

BYLAWS

ARTICLE I NAME

The name of the Corporation shall be the Vero Beach Duplicate Bridge Club, Inc. The not-for-profit corporation is registered in Florida, # 72136, and is hereinafter referred to as the Club.

ARTICLE II PRINCIPAL OFFICE

The location and office of the Club is 1520 14th Avenue, Vero Beach Florida.

ARTICLE III PURPOSES

The purposes of the Club are:

- To conduct games and promote interest in duplicate bridge under the sanction, rules, and programs offered by the American Contract Bridge League, hereinafter referred to as the ACBL, which will give Members and the general public the skills, experiences and training to further their bridge objectives.
- To provide a public recreational opportunity within a mutually supportive and positive learning environment for those who are interested in playing contract bridge.
- To provide educational programs by offering classes and educational materials in beginning, intermediate and advanced contract bridge.
- To support charities designated by the ACBL Charity Foundation and local charities.
- To advance charitable, educational, social and similar purposes.

ARTICLE IV PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, the Club shall not conduct or carry on any activities not permitted by (a) any organization exempt under Section 501(c) (7) of the Internal Revenue Code and its Regulations; (b) other State or Federal laws; or (c) ACBL rules and regulations.

ARTICLE V

MEMBERS & MEMBERSHIP

Section 1. Any person interested in the Club who agrees to be bound by the Articles of Incorporation and Bylaws, by the rules and regulations of the ACBL, and those rules established by the Board of Governors of the Club may qualify to be a member upon payment of dues.

Section 2. Members may vote, qualify to become Governors, hold office, and pay preferential playing fees.

Section 3. Membership shall be for a calendar year.

Section 4. Dues.

- a) Annual dues shall be established by the Board of Governors, and ratified by the members at a member meeting at which a quorum is present.
- b) Annual dues shall be payable in advance before the first day of the year and must be purchased for the entire calendar year.
- c) Annual dues may be reduced for a new member when only a portion of the year is remaining, in accordance with a schedule established by the Board of Governors.

Section 5. Rights of members.

- a) Members are entitled to all the rights and privileges of the Club, and members shall support the purposes described in Article III of these Bylaws. Conduct not consistent with these purposes may be reason for termination of membership.
- b) The rights of a member shall cease upon termination of membership.

Section 6. New Members.

Any qualified applicant may become a Member upon payment of annual dues. Such payment constitutes consent to abide by the Bylaws of the Club and the Rules of the ACBL.

Section 7. Termination or suspension.

Terminated or suspended Members shall not be permitted to play bridge at the Club. Dues shall not be refunded to terminated members. Suspended members may be re-instated by the Board of Governors in accordance with ACBL rules and guidelines.

ARTICLE VI

MEMBERSHIP MEETINGS

Section 1. Annual meeting.

a) An annual meeting of members will be held on the second Monday of December of each year at the Club, or such other place as may be determined by the President. Notice of such meeting shall be announced at regularly scheduled games, posted in the Club at least 15 days prior to the meeting, and on the Club's website.

b) The purposes of the annual meeting are to;

- Elect the board of Governors.
- Receive reports from officers and committee chairs
- Approve dues changes
- Consider such other business as may be properly brought before the meeting.

Section 2. Special meetings.

Special membership meeting may be called at any time by the President or Vice-President or by any three Governors. The President or Vice-President shall also call a meeting upon the written petition of at least 15% of the membership. Except in cases of emergency, notice of such meeting, stating the time, place and purpose thereof, shall be provided not less than ten days before such meeting. Such notice shall be announced at the regularly scheduled games, posted on the bulletin board of the Club and on the Club's website.

Section 3. Quorum.

At any meeting of Members, the presence of 15% of the members, in person, shall be necessary to constitute a quorum. At a meeting in which a quorum is present, the act of a plurality of those Members shall be sufficient to conduct business, except as may be otherwise provided for by statute.

Section 4. Voting rights.

Each Member shall be entitled to one vote and preprinted ballots will be provided for this purpose at the time of a meeting. The use of proxies shall not be permitted.

Section 5. Inspectors of Election.

Whenever there is a vote by ballot, the President shall appoint at least two non-board members to act as inspectors of election. The inspectors shall tabulate the ballots and report the results of the election. This report shall

be signed by the inspectors and filed as part of the official business of the Club.

ARTICLE VII BOARD OF GOVERNORS

The Board of Governors shall govern and manage the Club. The Governors and the officers shall perform the duties prescribed by these Bylaws. The Board shall not countermand authorized actions by the Members of the Club, and none of its acts shall conflict with authorized actions taken by the Membership. The Board shall elect the Officers of the Club at their first meeting.

The Board shall adhere to the Club's conflict of interest policy stating that members and officers of the Board of Governors owe an extraordinary fiduciary duty to the Club as an organization. As fiduciaries, they must treat the organization with utmost good faith and loyalty and not place personal interests above the interests of the organization.

A member of the Board or officer will breach the duty of loyalty if he or she competes with the organization or provides assistance to a competing organization.

Section 1. Composition

The Board shall consist of 10 members. At the annual meeting the members shall elect Governors to replace Governors whose terms will expire. In addition, the immediate past President shall serve as advisor.

Section 2. Term.

The Governors shall serve two-year terms. A Governor may be elected to no more than two consecutive terms. The partial term of a Governor appointed to fill a vacancy shall not count in the term limits.

The term shall begin January 1st. of the year immediately following the election.

Section 3. Duties and powers

The Board of Governors' duties include, but are not limited to, the following:

- 1) Elect from the Governors the following officers: President, Vice-President, Secretary and Treasurer who shall serve for a one-year term beginning with their appointment and ending with the appointment of their successor.
- 2) Appoint a Comptroller to work with the Treasurer, Club Administrator and accountant to conduct the financial affairs of the Club. The Comptroller will inspect the accounting records and systems and examine the financial reports.
- 3) Hold meetings.
- 4) Appoint Governors to fill vacancies on the Board.

- 5) Oversee operations of the Club.
 - a) Review monthly financial reports.
 - b) Approve non-budgeted expenditures in excess of \$500.00
 - c) Approve annual budget.
 - d) Establish the amount charged for game fees and Club dues subject to approval by the Members.
 - e) Engage employees, contractors, agents, teachers and Game Directors, establish their compensation and provide position descriptions.
 - f) Approve education program, classes and seminar fees.
 - g) Approve an annual financial review or audit by a Certified Public Accountant.
- 6) Remove any Governor or officer of the Club from office for cause, and declare the office vacant.
- 7) Approve rental and lease agreements and other contracts.
- 8) Appoint tournament chairs, approve the appointments of committee chairs and members.
- 9) Resolve protests in accordance with the Bylaws.
- 10) Suspend, expel, and reinstate expelled Club Members according to ACBL guidelines.
- 11) Establish long range objectives, goals and plans for the Club.
- 12) Undertake various assignments associated with the governance and management of the Club.

Section 4. Eligibility.

Only Members in good standing, having no conflict of interests with the Club, are qualified to become officers or Governors.

Section 5. Resignation.

Any officer or Governor may resign at any time by giving written notice of such resignation to the Board of Governors.

Section 6. Vacancies in Office.

If the President is removed from office or resigns, the Vice-President shall succeed to the office for the unexpired term. The Board of Governors shall fill the vacancies in all other elected offices for the unexpired term.

Section 7. Compensation.

The officers and Governors of the Club shall receive no compensation as Governors or for any other Club related activity.

Section 8. Liability

Officers and Governors of the Club shall not be personally liable for the Club's debts, liabilities, or other obligations provided their actions are within the scope of their authority. The Club shall carry Officers and Directors Liability Insurance.

ARTICLE VIII MEETINGS OF THE BOARD OF GOVERNORS

Section 1. Regular Meetings.

Regular meetings shall be scheduled every month. An agenda shall be posted at the Club at least one week in advance of the meeting. Notice of the meeting shall be communicated to each Governor.

Section 2. Special meetings.

Special meetings of the Board of Governors may be called by the President, by approved motion of the Board of Governors, or a petition of 15% of the members for any purpose.

Section 3. Quorum Voting.

A majority of the Board of Governors shall constitute a quorum for the transaction of business. The affirmative vote of a plurality of the Governors present shall be considered the act of the Board of Governors.

Section 4. Attendance of Members at the Board of Governors meetings. Members may attend any Board of Governors meeting except when player conduct or personnel matters are discussed. Such Members may only speak when recognized by the Chair.

ARTICLE IX DUTIES OF OFFICERS

All Club Officers shall:

Section 1. Obey and execute all lawful orders of the Governors.

Abide by the Bylaws of the Club, ACBL rules, and all other pertinent statutes and regulations, and perform the duties of their office to the best of their knowledge and ability.

Section 2. The Board of Governors shall elect the following four (4) Officers from among the Board's ten (10) elected members. No Officer shall receive compensation for their position.

A. PRESIDENT - Shall be the Chairperson of all meetings of the Board and of any meetings of the full membership of the Club. The President shall supervise and coordinate the management of the affairs of the Club and perform all duties customary to the office of a chief executive. The President shall be a non-voting member of all committees.

B. VICE PRESIDENT - Shall assume all the duties of the President if for any reason that Officer is absent or is incapable to act.

C. SECRETARY - Shall prepare and retain minutes of all meetings of the Board and any meetings of the full membership of the Club. Copies of these minutes shall be posted on the bulletin board and website and a file maintained at the Club. The Secretary shall perform such other duties as are customary to the office.

D. TREASURER - Shall oversee maintenance of all official financial records and files of the Club. The Treasurer shall propose an annual budget for adoption by the Board of Governors and report monthly to the Board all income and expenses. Budget revision must have the approval of the Board of Governors. A copy of the monthly financial report shall be posted and a file maintained at the Club. The Treasurer shall also perform such other duties as are customary to the Office.

ARTICLE X MANAGEMENT EMPLOYEES

The Board of Governors may employ personnel to handle the overall administrative and bridge activities of the Club. The Board shall produce a written job description, set the salary, and evaluate the performance of the employee(s). The President shall supervise the employee(s) and they shall report to the Board.

ARTICLE XI CHIEF GAME DIRECTOR GAME DIRECTORS BRIDGE TEACHERS

Game Directors and Bridge Teachers, though independent contractors, are official representatives of the Club when on duty. They should serve in a positive manner to enhance the reputation of the Vero Beach Duplicate Bridge Club.

- a) The Chief Game Director shall supervise the Directors and provide written job descriptions.
- b) Game Directors shall be ACBL certified and direct each game in accordance with ACBL regulations. Game Directors shall report to and operate under the overall policy of the Chief Game Director.
- c) Bridge Teachers shall maintain ACBL certification and operate under Education Committee policies.

ARTICLE XII

COMMITTEES

A. Committee appointments

- 1) The Board of Governors shall appoint all Ad Hoc and Standing Committees.
- 2) Committee Chair may be appointed from among the members of the Board or committee.

B. Standing Committees

Standing committees are those committees which are created to assist the Board in the coordination and oversight of vital activities necessary for the operation and maintenance of the Club. The following standing committees shall be constituted annually by the Board.

1) Education Committee

Under the direction of the Education Committee Chair, the Committee shall plan, organize and direct the Club's Educational programs. These include classes, seminars and other activities that provide for the educational interest of the members and public at large.

2) Appeals Committee

Shall be responsible for determining proper interpretation of duplicate bridge rulings and unusual situations during bridge sessions. Members of this committee shall have thorough knowledge of the Laws of Duplicate Bridge, as well as knowledge of the ethical behavior required of members of the Club. Outside help may be requested by the committee members if deemed necessary.

3) Conduct and Ethics Committee

Shall be responsible for resolving Club members' grievances and issues of conduct and ethics, involving members' behavior while participating in Club activities. These grievances must be submitted to the Committee by letter to the Chair. ACBL guidelines shall be adhered to in the adjudication of grievances addressed by this committee.

4) Maintenance Committee

Shall be responsible for inspecting the premises at various intervals throughout the year, and reporting to the Board any maintenance or repairs deemed necessary. The Committee will implement a program of long range plans for the needs of the building, grounds and equipment.

5) Finance Committee

Shall be responsible for making recommendations to the Board on the annual budget. It shall also oversee the review or audit of the Club financial records. The committee shall consist of the Treasurer, the Comptroller and at least two (2) non-board members.

6) Leadership Development Committee.

The Leadership Development Committee shall be responsible for the nomination and election process of Board of Governors candidates. The Committee will recommend job descriptions for all volunteer positions, maintain service records, sponsor recognition programs, and recommend volunteer paths for interested members.

C. Ad Hoc Committees

Special committees may be appointed by the Board for any special purpose or emergency that may arise. Ad Hoc committees shall be dissolved when the purpose for which they were created has been fulfilled.

ARTICLE XIII DISCIPLINARY ACTIONS

SUSPENSIONS, PROBATIONS AND DISBARMENT

Section 1. Suspensions, probations and permanent disbarments shall originate from the Conduct and Ethics Committee with final approval from the Board.

Section 2. No action shall be taken until a written notice has been given to the member and an opportunity offered to that person to present his or her case. All ACBL procedures for suspension, probation and disbarment must be met. An affirmative vote of the majority of the Board members present at the meeting is necessary before any action is taken.

Section 3. The barring of any person for any period of time whatsoever must appear in the minutes of the Board, and the offender(s) must be notified by letter of the action taken and the appeal procedure.

ARTICLE XIV RECORDS

Section 1. The Club shall maintain accurate books and records and shall keep minutes at the office of the Club of all the meetings of the Board of Governors and committees. Any member, or their agent, may inspect the records at any reasonable time for any reasonable purpose.

Section 2. Executive session minutes are not published, but may be made available to the members, except those proceedings pertaining to personnel and grievances which are dismissed.

Section 3. The records consist of, but are not limited to, minutes of all meetings of membership, Board of Governors and Committees, the name and addresses of each member, contracts, leases, mortgages, tax returns, financial reports and customary accounting records.

ARTICLE XV CONTRACTS REQUIRING APPROVAL OF MEMBERS

Any expenditure or obligation for more than \$ 30,000.00, not included in the current budget or not anticipated in the Club's reserve funding, requires the approval of a majority of members at a duly called meeting at which a quorum is present.

ARTICLE XVI DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution and liquidation of the Club, the Board of Governors shall, after paying or making provisions for the payment of all liabilities of the Club, donate the remaining assets of the Club to one or more organizations organized and operated exclusively for charitable or educational purposes, and qualified as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE XVII FISCAL YEAR

The Club shall conduct its business on a calendar year basis.

ARTICLE XVIII PARLIAMENTARY AUTHORITY

The guidelines contained in the current edition of **ROBERT'S RULES OF ORDER** shall be used to conduct meetings of the Board of Governors, committees, and the membership as applicable, if they do not conflict with the Bylaws, the Laws of the State of Florida, or ACBL Regulations.

ARTICLE XIX AMMENDMENTS

The Bylaws and the Articles of Incorporation of the Club may be amended, repealed, or altered in whole or part by a super-majority (75%) vote at a duly called meeting of the members at which a quorum is present. Notice of the proposed change shall be provided to the membership by posting on the Bulletin board and on the Club's website, if any, at least ten (10) days before the meeting. The Board of Governors shall approve the proposed amendments to the Bylaws or the Articles of Incorporation before it is proposed to the members. Upon ratification of such amendments by the members, the Secretary shall arrange for the filing of such documents as required by law.

The above bylaws were enacted by the Board of Governors at its Meeting of _____ {date}, and approved by the Membership at its meeting of _____ {date}

Secretary