

# CONSTITUTION of DUPLICATE BRIDGE CLUB OF WINCHESTER

## ARTICLE I. NAME

The name of this organization shall be the Duplicate Bridge Club of Winchester (the "Club"). It shall be a non-profit organization.

## ARTICLE II. PURPOSE

The purpose shall be: (1) to promote sustained interest in the game of duplicate bridge; (2) to preserve and foster the fellowship and social aspects of the game; and (3) to encourage enjoyment of the game.

## ARTICLE III. MEMBERSHIP

Section 1. Members. All individuals who have paid dues for the current year shall be members of the Club. Any member shall have the right to suggest to the Board any person for membership in the Club for the following year, and such membership shall not be unreasonably withheld.

Section 2. Special Members. The Board may establish special membership categories (such as student or senior) and elect members to such special status.

Section 3. Dues. Annual dues for the calendar year shall be set by the Board of Directors, are payable by the end of the first month, and are non-refundable. The Board has the discretion to modify dues for special memberships, as deemed appropriate.

Section 4. Revocation of Membership. Revocation of membership shall only be made for cause by a two-thirds vote of all Board members, provided that the member shall have an opportunity to be heard at the meeting of the Board at which removal is to be decided.

## ARTICLE IV. OFFICERS

Section 1. Officers. The officers shall be the President, Vice President, Secretary, and Treasurer, and such others as the members may vote to include.

Section 2. Election and Eligibility. The officers shall be elected every year by a simple majority of those members present and voting at a regular meeting of the Club. Only members shall be eligible to serve as officers and no member shall be eligible to serve more than two consecutive terms in the same office.

Section 3. Duties. In addition to the usual duties pertaining to the above offices, the following special duties shall pertain.

President. The President shall control the American Contract Bridge League (ACBL) franchise, said franchise to be the property of the Club. The President shall be a member ex officio of any committees except the nominating committee.

**Vice President.** Whenever the President is unable to act, or if the office of the President shall become vacant, the Vice President shall thereupon become President of the Club for the unexpired term.

**Secretary.** The Secretary shall record the membership of the Club; keep the minutes of meetings of the Club; notify members of meetings of the Club at least seven days in advance; and record all other affairs of the Club except financial matters assigned to the Treasurer.

**Treasurer.** The Treasurer shall have custody of all Club funds; collect dues and other monies owed the Club; disburse funds upon authorization of the President or a member of the Board; and account for the funds of the Club to the members at least once each year.

**Section 4. Resignation and Removal.** Any officer may resign by written notice to the President. Any officer may be removed for cause by a two-thirds vote of all Board members, provided that the officer shall have an opportunity to be heard at the meeting of the Board at which removal is to be decided.

**Section 5. Vacancy.** Any vacancy, except the office of President, may be filled by the President after consultation with the Board of Directors.

#### **ARTICLE V.     BOARD OF DIRECTORS**

**Section 1. Board of Directors.** The Board of Directors shall be composed of the officers and at least three directors. The number of directors may be changed by a two-thirds vote of those members present and voting at a meeting of the Club.

**Section 2. Election and Eligibility.** As near as possible to one-third of the directors shall be elected each year to serve three-year terms. Such election shall coincide with the election of officers, and be by simple majority of those members present and voting. Only members shall be eligible to serve as directors.

**Section 3. Duties.** The Board of Directors shall have the usual powers of management of the affairs of the Club, except as otherwise provided by law. Such powers shall include but not be limited to the following:

- to determine the policy and program of the Club;
- to set amount of the annual dues;
- to employ an ACBL-certified director, who serves at the pleasure of the Board;
- to set the director's salary and vacation;
- to set and enforce a code of conduct and the right to play;
- to name the organization to receive the funds collected for the local charity;
- to approve the annual budget and authorize any expenditure of funds not fixed therein;
- to determine the number of members of committees, except as otherwise provided herein.

Section 4. Resignation and Removal. Any Board member may resign by written notice to the President. Any Board member may be removed for cause by a two-thirds vote of all Board members, provided that the Board member shall have an opportunity to be heard at the meeting of the Board at which removal is to be decided.

Section 5. Vacancy. Any vacancy may be filled by the President after consultation with the Board of Directors.

#### ARTICLE VI. COMMITTEES

Section 1. Nominating Committee. The nominating committee shall consist of three members appointed by the President, who shall also appoint one member as chair. One member of the nominating committee shall be a past officer of the Club.

The nominating committee shall prepare a slate consisting of one candidate for each office to be filled by election, and each candidate shall have indicated consent to serve if elected. The nominating committee shall present its slate to the membership at least one week prior to election, and shall ask for additional nominations.

Section 2. Other Committees. Other committees may be established by the Board of Directors as it considers necessary.

#### ARTICLE VII. MEETINGS

Section 1. Regular Meetings. A regular meeting shall be held at least once a year.

Section 2. Special Meetings. A special meeting may be called by the Board, and shall be called by the President at the written request of ten members of the Club. Only the business included with the notice of the special meeting shall be transacted.

Section 3. Quorum. The number present at any meeting shall constitute a quorum.

Section 4. Time and Location of Meetings. All meetings of the Club shall be scheduled at least one week in advance, and shall be held immediately after a regularly scheduled game.

#### ARTICLE VIII. ADOPTION AND AMENDMENTS

This Constitution shall be adopted by a vote of two-thirds of the members voting at any duly constituted meeting of the Club, and may be amended in the same manner.

#### ARTICLE IX. DISSOLUTION

Upon dissolution of this Club or the winding up of its affairs, the assets shall be distributed to a charity voted by a majority of the members present and voting at a meeting of the Club.