

BYLAWS
OF THE ACADIANA DUPLICATE BRIDGE CLUB
October 2023

Article I
Name and Purpose

Section 1. Name

The name of this non-profit association shall be The Acadiana Duplicate Bridge Club, Inc.

Section 2. Principal Office

The principal office of the Club shall be located in the Parish of Lafayette in the State of Louisiana, at 4950 West Congress Street, Lafayette LA 70506. The Club may hold games and other activities at other locations within Lafayette Parish, as the Board of Directors may designate.

Section 3. Purpose

The purpose of this association shall be to preserve, promote and stimulate interest in the game of duplicate bridge; to promote the growth of bridge by providing opportunities to learn and play bridge; to aid and cooperate with the activities of Unit 221; to abide by and cooperate in all ways feasible with the policies of the American Contract Bridge League (hereafter ACBL); and to encourage and enforce the highest standards of conduct and ethics by its members.

Article II
Membership and Dues

Section 1. Membership

Any person is eligible for membership. Members are subject to the rules and regulations of the ACBL and of District 10 of the ACBL. A member is considered to be in good standing who has paid dues for the current year and is not under sanction by the Club, the Unit, the District, or the ACBL.

Section 2. Dues

Membership dues are set by the Board of Directors and are payable in the first month of the calendar year. Membership in the ACBL is strongly encouraged but not required. Players must be members of the ACBL in order to receive masterpoints.

Article III
Membership Meetings

Section 1. Annual Meeting

The annual meeting shall be held in December, if possible. The Board of Directors has the authority to set the date at their discretion, but it must be on a game day.

Section 2. Special Meetings

Special membership meetings to consider specific subject matters may be called at any time by the Board of Directors, or by the President, or by petition of ten percent of the membership.

Section 3. Notice of Meetings

The Board shall give notice of membership meetings, whether annual or special, to members at least two weeks in advance. Notice may be given electronically or in writing.

Section 4. Quorum

A quorum for membership meetings for electing members to the Board of Directors, or for the consideration of any subject matter excluding real estate purchases, shall consist of the members voting. Election of Board members or the passage of any motion excluding real estate purchases requires a simple majority of the votes cast.

Article IV

Board of Directors

Section 1. Composition

- a) A Board of Directors, consisting of nine members elected by the membership, and the Club Manager and the Treasurer in ex officio, shall govern the Club. Board members serve without compensation.
- b) Any member of the Club in good standing who has been a member for one (1) calendar year is eligible to serve on the Board of Directors.
- c) Board members shall serve a term of three years. In order to assure continuity on the Board, three members in rotation shall be elected each year. There is no limit to the number of consecutive terms a Board member may serve.

Section 2. Election to the Board

- a) The President shall issue a call for nominations at least one month prior to the annual meeting. Nominations close two weeks before the annual meeting. Ballots are made available at the Club for two weeks before the annual meeting. Members may vote in person or by written or electronic communication with the President. Only those members who have paid dues for the year are eligible to vote.
- b) The President shall conduct an open election. At the annual meeting the President shall appoint as Election Monitors two board members who are not standing for reelection. The Monitors shall collect the ballots, including those ballots submitted in writing or electronically, and tally the votes. They shall report to the meeting the candidates receiving the highest number of votes. In case of a tie, the President shall conduct a runoff election immediately. Election Monitors are to keep the results of the vote

confidential except for reporting the winners. The President shall record the results of the election in the minutes of the Association.

- c) Board members shall take office on January 1 following the election.
- d) In the event of a vacancy on the Board occurring between elections, the President shall appoint a member of the Club in good standing to serve the remainder of the term.

Section 3. Meetings

- a) Meetings of the Board of Directors shall be held monthly at a time and place designated by the President. A regularly scheduled meeting may be cancelled by the President if there is no essential business at hand.
- b) A special meeting of the Board may be called by the President or upon request from three members of the Board. The President shall schedule Board meetings and shall notify all Board members and the general membership of an upcoming meeting in a timely manner.
- c) Board members may attend meetings by telephone or by Internet communication with the permission of the President. A simple majority of the members of the Board, whether attending in person or virtually, constitutes a quorum.
- d) Absence from three (3) consecutive meetings may be cause for removal of a Director.
- e) Meetings of the Board are open to Club members to observe. Club members may address the Board with the permission of the President.

Section 4. Duties and Powers

- a) The Board of Directors shall rule and govern the Club; decisions made by it shall be final. Its authority includes, but is not limited to, the following responsibilities:
 - 1. Elect officers
 - 2. Formulate policies and supervise the execution of such
 - 3. Review the financial position of the Club frequently and make advance plans designed to assure its solvency
 - 4. Review and authorize major non-recurring items of extraordinary capital outlay
 - 5. Control ordinary operating expenses
 - 6. Review and consider for approval plans and schedules submitted by standing and special committees
 - 7. Hear suggestions and/or grievances submitted by any member of the Club in good standing
 - 8. Schedule major events and Club Championships
 - 9. Schedule use of the Club building for games, classes and other activities

Article V

Officers and Club Manager

The officers of the Club shall be a President, a Vice President, a Secretary and a Treasurer. The Board of Directors shall appoint a Club Manager and a Treasurer who shall have voting privileges.

Article VI
Election of Officers

Officers shall be elected by the Board at the Board meeting immediately following the installation of the new Board members. Officers are elected for a term of one year.

Article VII
Duties of Officers and Club Manager

Section 1. President

Presides over all meetings of the Board and of the membership, appoints committees and names a person to chair each.

Section 2. Vice President

Presides at all meetings when the President is unable to do so, and assumes any or all of the President's duties when the President is unable to fulfil them

Section 3. Secretary

Records the minutes of meetings of the Board of Directors and of the membership, and records all policies and procedures adopted by the Board in the *Policies and Procedures Manual*

Section 4. Treasurer

Is responsible for handling the Club's receipts and expenditures, for maintaining the financial records of the Club, for making monthly and annual reports to the Board on the Club's financial status, and for collecting all annual dues.

Section 5. Club Manager

Shall be responsible for the day-to-day management of the Club, for all routine communications addressed to the Club, for all communications with the ACBL, for keeping records of games played at the Club, for supervising game directors, and for publicizing the Club and its activities.

Article VIII
Real Estate Purchases

Section 1. Any real estate purchase must be discussed at a meeting of the membership. Notice of the meeting and its agenda shall be given to the members at least one week in advance. Email or oral communication is sufficient notice.

Section 2. A quorum for consideration of any real estate purchase shall consist of the entire current membership.

Section 3. Passage of any real estate purchase shall require the concurrence of sixty percent (60%) of the entire membership. Members may vote in person or by written or electronic communication with the President.

Article IX Impeachment

Any officer or director may be removed for cause at any meeting of the Club Board of Directors provided two-thirds of those present constituting a quorum shall so vote. Any officer or director against whom impeachment charges are brought shall be notified in writing, by registered mail, of the charges against them at least ten (10) days prior to the meeting and shall be given an opportunity to be heard before the Club Board of Directors and to be represented by counsel of their own choosing.

Article X Indemnification of Directors

The officers and directors of the Club, individually or collectively, shall not be liable for any debts or obligations incurred by them on behalf of the Club and are indemnified by the Club for all claims, judgments or legal actions against them, individually or collectively, growing out of such debt or obligation.

Article XI Records

The Club shall keep on file and make available to its members at any reasonable time:

- a) A copy of the Club's Articles of Incorporation and current Bylaws
- b) Minutes of all meetings of the Board of Directors and membership meetings
- c) Monthly and annual financial reports
- d) Names and addresses of current members
- e) Manual of current policies and procedures adopted by the Board

Article XII
Fiscal Year

The fiscal year of the Club for budgeting purposes begins on January 1 and ends on December 31.

Article XIII
Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall serve as guidelines for the conduct of meetings of the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Club may adopt.

Article XIV
Amendment of Bylaws

Amendments to the Bylaws may be considered by the members of the Club upon petition signed by at least two-thirds (2/3) of the members and submitted to the Secretary at least ten (10) days in advance of the annual meeting or any special meeting called for the purpose, or by petition of at least six (6) members of the Club Board of Directors. It shall be the duty of the Secretary to incorporate the text of the proposed amendment in the notice of the meeting. The concurrence of two-thirds (2/3) of all members voting shall be required to pass any amendment.

Article XV
Dissolution of the Club

This Club is not organized, nor is it operated, for pecuniary gain or profit and does not contemplate the distribution of gains, profits or dividends to its members; on the dissolution of this Club, any assets remaining after payment of, or provision of payment of, all debts and liabilities of the Club shall be distributed to any nonprofit 501(c)(3) corporation in the Acadiana area, recipient to be determined by the Board of Directors at the time of dissolution.