

**FORT LAUDERDALE BRIDGE CLUB, INC. - BYLAWS Adopted: December 1, 1958.
Amended: 1959, 1960, 1963, 1968, 1969, 1976, 1989, 1995, 1999, 2002, 2006, 2007, 2012,
2013, 2015, 2016, 2018, 2019, 2023 and 2026.**

ARTICLE I - CLUB INTRODUCTION

- 1. Name.** The name of the organization is the Fort Lauderdale Bridge Club, Inc. (hereinafter called "the CLUB"). The CLUB is incorporated under the Florida Nonprofit Corporation Act of 2026, and subject to the provisions of the Internal Revenue Code section 501(c)(7).
- 2. Purpose.** As stated in the Charter, the purposes of this corporation are to promote and preserve without intention of pecuniary gain, the best interests of the game of Duplicate Bridge and to conduct such other activities as may be in keeping with its principal object and approved by the Board of Governors (hereinafter called "the Board").
- 3. Fiscal Year.** The fiscal year shall extend from January 1 through December 31.

ARTICLE II - MEMBERSHIP

1. QUALIFICATIONS

- A. **Non-discrimination.** Without regard to race, color, creed, religion, gender, age, origin, sexual orientation, or disability, membership is open to anyone having an interest in the game of duplicate bridge without intention of pecuniary gain.
- B. **Classes.** There shall be two classes of members in the CLUB, Regular and Honorary Life.

2. REQUIREMENTS

- A. **Regular.** Applicants for Regular membership shall be required annually to:
 - a. Submit a written membership form, and
 - b. Remit a payment for annual membership dues.
- B. **Honorary Life.** The Board may select a member based on distinguished service to the CLUB as an Honorary Life Member, who will be exempt from payment of annual dues, but will have all other membership rights and responsibilities. Such member must complete a membership form each year.

3. RESPONSIBILITIES

- A. **Friendliness.** To promote a friendly environment and maintain an enjoyable atmosphere during the course of the game.
- B. **Ethics.** To maintain a high standard of ethics and sportsmanship at all times.

4. RIGHTS

- A. **Voting.** Members of the CLUB shall have a right to participate in and to vote at the Annual Membership and all Special Membership Meetings as well as for the election of members of the Board.
- B. **Arbitration.** Any dispute arising out of the membership with the Fort Lauderdale Bridge Club or its By-laws are subject to mandatory final and binding arbitration before a single arbitrator under the rules of the American Arbitration Association, and such arbitration shall occur within Broward County, Florida.

C. **Ownership.** The members of the CLUB shall have no ownership rights in the assets of the Corporation.

D. **Term of Membership:** Membership is from January 1st to December 31st of each calendar year. Any new member who pays the annual fee for the new year after September 30th, shall be granted membership and their fee shall cover the balance of the calendar year and the following year.

E. **Board Eligibility.** Each member of the CLUB, who is in "good standing" which is defined as being current in the payment of dues, and having never been suspended for an "ethical violation" which is defined to include but not being limited to infraction of the laws of duplicate bridge as amended from time to time or violation of the rules and regulations of the CLUB that involve improper conduct or dishonesty, shall be eligible to serve as a member of the Board. The Club Manager, Game Directors and those serving as teachers, employees, vendors, contractors, or members who receive compensation from the CLUB are not eligible to serve as Governors. In addition, members of the same household may not serve on the Board simultaneously.

ARTICLE III - MEMBERSHIP MEETINGS

1. QUORUM

A. A quorum shall consist of no less than Ten percent (10%) of the current membership.

2. ANNUAL MEMBERSHIP MEETING

A. **Date.** An Annual Membership Meeting of the CLUB shall be held no later than the second week of December each year with the specific date being determined by the Board.

B. **Notice.** Thirty (30) days notice of the date, time, place and agenda of the Annual Membership Meeting shall be posted at the CLUB.

3. SPECIAL MEMBERSHIP MEETINGS

A. **Origination.** Special Membership Meetings may be called by: (1) the President of the Board; (2) a written request signed by not less than a majority of the Board; or (3) a written request of not less than Ten percent (10%) of the full membership delivered to any Officer of the Board.

B. **Notice.** Within one (1) week of receipt of a written request for a Special Membership Meeting, the President of the Board shall post a notice at the CLUB providing a Fifteen (15) day advance notice of the time, place and agenda for the meeting.

ARTICLE IV - ELECTIONS

1. NOMINATIONS

A. **Nominating Committee.** At or before the September Regular Board Meeting of each year, the President and the Executive Committee of the Board shall nominate and the Board approve four (4) members to a Nominating Committee. Two (2) members shall be from among the members of the Board, and two (2) shall be from the membership-at-large, provided that no member of the Nominating Committee shall be eligible for election to the Board in the year he or she is on the Committee.

B. **Nominees by Committee.** At or before the October Regular Board Meeting of each year, the Nominating Committee shall submit to the Board a list of names of members as nominees to be considered for election to the vacancies on the Board.

- C. **Nominees by Petition.** Nominations may also be made by petition signed by twenty percent (20%) of the CLUB members. These petitions must be filed with an Officer of the CLUB prior to the November meeting of the Board. In such instances, the Board shall include the names of such nominees on the ballot.
- D. No other method of nominations shall be permitted.

2. VOTING

- A. **Distributing Ballots.** Ballots shall be distributed in person, or if specifically requested via electronic mail or by U.S. mail, to all members of the CLUB as soon as practical following the November meeting of the Board.
- B. **Receiving Ballots.** Ballots may be hand delivered or received by U.S. mail at the CLUB and deposited in the designated ballot box no later than 12:00 midnight on December 29th. The ballot must be in a sealed envelope bearing the ACBL number and the printed name of the member casting the ballot on the outside of the envelope. Completed ballots may also be scanned and electronically sent to a club provided email.
- C. **Maximum Votes.** Members may vote for any number of candidates up to the number of board vacancies being filled. If a ballot contains more votes than the allowed maximum, that ballot shall be disqualified.
- D. **Selecting Winners.** The nominees receiving a plurality of the votes shall be determined to be elected to the Board. In cases of tie votes between candidates, if the candidates cannot agree, then a coin toss will determine the winning sequence of the candidates.
- E. **Recap.** Each ballot shall be entered on a recap sheet. The recap sheet shall be checked and signed by the Nominating Committee Chairperson and kept until the following year's election.
- F. **Results.** Election results shall be announced at the CLUB and posted at the CLUB and on the CLUB'S website.
- G. **Exception.** In the event that the number of candidates is equal to the number of Board vacancies, then the Board may, at its discretion, declare an acclamation and disperse with the formality of distributing ballots and conducting an election. The candidates ascending to the Board by acclamation shall agree upon the length of their respective terms, and if the candidates cannot agree, then a coin toss shall determine their length of terms. An announcement shall be made at the Annual Membership Meeting and the terms of the Board members shall be ratified by the CLUB members in attendance.

3. TERMS OF OFFICE

- A. **Term.** Except as provided herein, the members elected to the Board with the highest number of votes will hold office for three (3) years. Two (2) candidates shall be elected to the Board each year with the following exception – Three (3) candidates shall be elected to the Board in 2020, and every third year thereafter. The purpose and intent of this section is to provide staggered vacancies to provide continuity to the operation of the Board. In elections with more than the above stated number of vacancies, the candidates with the next highest number of votes shall serve for either two (2) years or for one (1) year depending on the number of seats up for election.
- B. **Vacancy.** Any vacancy occurring on the Board of Governors may be filled by the affirmative vote of the majority of the remaining Governors. The term of the successor appointed to fill a vacancy on the Board expires at the end of the calendar year.

C. **Limitation.** Because terms of service on the Board of Governors are not all for the same number of years, the limitation on Board service shall be measured by consecutive years of service rather than by the number of terms served. No Member shall serve on the Board of Governors for more than six (6) consecutive years, regardless of the number or length of terms served and regardless of whether such service results from election by the membership or appointment by the Board to fill a vacancy. All periods of Board service shall count toward the six (6)-year limitation. A Member may be elected to a term that, if completed in full, would extend the Member's consecutive Board service beyond six (6) years. In such event, the Member shall serve only through the end of the calendar year in which the Member reaches six (6) consecutive years of Board service, at which time the Member shall leave the Board and the resulting vacancy shall be filled by appointment of the Board in accordance with Article IV, Section 3(B). A Member who was appointed to fill a vacancy during a calendar year may complete the remainder of the calendar year in which the six (6)-year limitation is reached. After a period of not less than one (1) full year during which the Member does not serve on the Board in any capacity, the Member's consecutive-service calculation shall reset, and the Member shall again be eligible to serve on the Board subject to a new six (6)-year consecutive-service limitation.

ARTICLE V MANAGEMENT

1. THE BOARD OF GOVERNORS

- A. **Number.** The Board shall consist of seven (7) members.
- B. **Quorum.** For purposes of conducting official business, the presence of four (4) members of the Board or such a number as constitutes a majority of the board shall constitute a quorum and only votes taken at the Regular and/or Special Board Meetings shall be valid.
- C. **Regular Meetings.** The Board shall convene Regular Board Meetings monthly in order to effectively manage the CLUB. Minutes shall be recorded and retained of all Regular Board Meetings.
- D. **Special Meetings.** To address special, unforeseen, or emergency needs, the President or a quorum of the Board may call a Special Board Meeting. Minutes shall be recorded and retained of Special Board Meetings.

2. DUTIES OF THE BOARD OF GOVERNORS

- A. To engage and discharge a Club Manager with duties as determined by the Board.
- B. To determine the weekly schedule of all Duplicate Bridge games, set the fees for the daily Duplicate Bridge games and other CLUB activities, and to set membership dues.
- C. To appoint such committees from the membership as may be necessary or advisable.
- D. To contract at their discretion for any services needed for the maintenance and operation of the CLUB.
- E. To secure bonding in an appropriate amount for the President, Vice President, Secretary, Treasurer, and Club Manager.
- F. To give final approval over all independent contractors hired for the operation of the CLUB's activities on a recurrent basis, upon execution of a written contract.
- G. To control commitments of indebtedness or expenses by Board members and the Club Manager within the following limits:
 - a. No indebtedness or expense in excess of \$500 shall be incurred by any member of the Board of Governors unless the same shall be pre-authorized by the Board.

b. In the instance of a facilities emergency, the Club Manager may independently commit indebtedness or expense of up to \$1,000. In the absence of the Club Manager, responsibility transfers to the Board President or Treasurer.

H. To attend and participate at Board Meetings. Any Board Member who misses three (3) meetings may be subject to removal from the Board by the Board of Governors.

I. The CLUB shall indemnify and hold the individual Board members harmless from any actions performed in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in the manner he or she reasonably believes to be in the best interests of the CLUB. The individual Board members shall not be personally liable for monetary damages to any person aggrieved by any statement, vote, decision, or failure to take action, except where such action is determined to be willful misconduct or committed with malicious intent and bad faith.

ARTICLE VI - DUTIES OF ELECTED OFFICERS

Following the Annual Election, the newly elected Board shall meet to elect the following four (4) officers from among the Board's seven (7) elected members. No officer of the Board shall receive compensation for his or her 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. The President shall be a member ex officio of all committees.

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

C. SECRETARY – shall prepare and retain the minutes of all meetings of the Board and any meetings of the full membership of the CLUB. Copies of these minutes shall be posted at the CLUB and a file maintained at the CLUB. The Secretary shall perform other duties as is customary to the office.

D. TREASURER – shall maintain all official financial records and files of the CLUB. The Treasurer shall propose an annual budget for adoption by the Board and shall report monthly to the Board. A copy of the monthly reports shall be posted at the CLUB and a file maintained at the CLUB. The Treasurer shall perform such other duties as is customary to the office.

ARTICLE VII - COMMITTEES

1. **DESIGNATION.** The Board of Governors may designate committees and appoint chairpersons and members to those committees to assist the Board with various activities needed to fulfill both the Charter and purpose of the CLUB.

2. **CHAIRPERSONS.** Committee Chairpersons may be appointed from among the members of the Board or from the membership-at-large. While the President of the Board shall recommend the need for a committee and shall nominate a Committee Chairperson (and recommend other members to the committee) the Board shall approve the recommendations and nominations. Once appointed, the Committee Chairperson may, with Board approval, appoint additional members to their committee from the membership. Executive Committee shall be comprised of the four (4) Officers of the Board.

ARTICLE VIII - AMENDMENTS

The power to alter, amend, or repeal these BYLAWS or adopt new BYLAWS shall be solely vested in the Board of Governors. An amendment or addition to these BYLAWS may be made by submitting proposed changes to the Board at any regularly scheduled meeting. Adoption of such amendment or addition shall require the majority vote of the Board at a meeting where a quorum is present.

ARTICLE IX - DISCIPLINARY AUTHORITY AUTHORIZED ACTIONS

A. **Actions.** The Club Manager or Game Director(s) may censure (e.g. reprimand) any member or non-member and may eject such person(s) from the premises with cause for the session during which an incident occurs. Neither, however, can suspend or permanently bar a person from the CLUB. The Club Manager or Game Director shall complete a "Player Action Incident" report on the same day as the incident, and the matter shall be referred to the Grievance and Ethics Committee for further review and action deemed appropriate.

B. **Censurable Incidents.** For censurable incidents, a "Player Action Incident Form" must be completed and submitted to the Club Manager for referral to the Grievance and Ethics Committee. All follow-up action(s) for such censurable incidents shall be in compliance with the ACBL Code of Disciplinary Regulations. The Grievance and Ethics Committee shall report its findings and recommendations to the Board, and the Board shall take such further action as deemed appropriate.

ARTICLE X - PARLIAMENTARY AUTHORITY

If any section of the BYLAWS becomes inconsistent with Florida Statutes as amended, then the amended Statute shall govern the section of these BYLAWS to which it applies. Roberts Rules of Order, Latest Edition, and Florida Statutes, shall govern all matters not covered in these BYLAWS.