Gainesville Bridge Club Proposed Bylaws

Article I – Name

The name of this organization shall be the Gainesville Bridge Club (hereafter "GBC" or "the club").

Article II – Purpose

The purpose of the GBC is to organize and conduct games of contract bridge, and to teach and promote the game of contract bridge in north-central Florida. The purposes of the GBC are limited exclusively to exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including but not limited to charity and education.

Article III – Membership

Section 1
Any person expressing an interest in the game of contract bridge is eligible for membership. A person may apply for membership by completing an approved membership form and making payment of the annual dues established by the GBC. The Membership Committee shall accept applicants as new members, subject to the approval of the Board of Directors.

Section 2
The GBC will not bar membership or members as a class, based upon a person's race, creed, religion, political affiliation, gender, sexual orientation, transgender status, national origin, age, or physical handicap, or on his/her proficiency at bridge. Otherwise, the GBC may deny or rescind membership for any reason allowable by law. The GBC may discipline members for whatever reason it deems proper and consistent with the Rules and Regulations of the American Contract Bridge League ("ACBL") and the Laws of Duplicate Contract Bridge.

Section 3
Annual dues shall be recommended by the Board of Directors. Changes in annual dues must be approved by a simple majority of the GBC membership in a vote conducted in accordance with Article VI, Section 2. Members must pay the annual dues by January 31st each year to maintain membership in good standing.

Section 4
The members of the GBC shall have no ownership rights in the assets of the organization.

Article IV – Board of Directors

Section 1

The business of the GBC shall be conducted by a Board of Directors. The Board of Directors shall consist of the Officers of the club and five (5) at large members elected by the GBC. The term of the at large board members shall be two (2) years with no more than three (3) of these seats up for election in any given year. Individual members may only hold one position on the Board of Directors at a time. Officers and Directors must be members in good standing of the GBC.

Section 2
The Board of Directors shall meet within the fourteen (14) days prior to each regularly scheduled meeting of the full membership of the club and may hold additional meetings as the President or a majority of the Board of Directors shall deem necessary.

Section 3
A minimum of five (5) members of the Board of Directors shall constitute a quorum. No business shall be considered by the Board at any meeting at which a quorum is not present. All decisions of the Board shall be made by affirmative vote of at least five (5) members of the Board.

Section 4
The Board of Directors shall have general supervision of the affairs of the GBC and perform such duties as specified below:

a) Fix the hour and place of meetings.
b) Approve committee chairperson appointments.
c) Set playing fees.
d) Recommend annual dues.
e) Decide whether the GBC shall sponsor a Sectional or other tournament.

Section 5
The Board of Directors shall appoint a Club Manager as required by ACBL regulations. The Club Manager's sole authority is to perform the duties specified by the ACBL. The Board of Directors may appoint a new Club Manager at any time.

Section 6
The Board of Directors shall approve any expenditures required to run the GBC. However, any expenditure of more than $1,000, or committing the GBC to any financial obligation extending over a period of more than twelve (12) months shall require approval by a simple majority of the membership in a vote conducted in accordance with Article VI, Section 2.

Section 7
The Board of Directors shall adopt and publish a conflict of interest policy whereby Officers and Directors must disclose, manage, and recuse themselves from decisions where personal, financial, or familial interests conflict with those of the GBC.

Section 8

A member of the Board of Directors may be removed from office if at least three-fourths (3/4) of the other eight members of the Board vote in favor of his/her removal.

Section 9
Should a vacancy occur in any seat of the Board of Directors other than that of the President, the President shall appoint an interim Director to fill the vacancy for the remainder of the term. Should the office of President become vacant, the Vice President shall assume the office of President for the remainder of the term. A Vice President who serves a portion of a prior President's term in this manner shall remain President for the term they would have normally served.

Article V – Officers

Section 1
The Officers of the GBC shall be the President, Vice President, Secretary, and Treasurer.

Section 2
The terms of all the Officers shall be one (1) year. The Vice President shall assume the office of President upon the expiration of the prior President's term. The Secretary and Treasurer may be re-elected for multiple terms.

Section 3
The duties of the Officers shall be as follows:

a) The President shall be the official representative of the club. The President shall preside at all meetings of the GBC and the Board of Directors, and shall select the procedures by which meetings are run. The President shall appoint committee chairpersons subject to the approval of the Board of Directors.

b) The Vice President shall assist the President in their activities, and shall execute the duties of the President in the President's absence.

c) The Secretary shall keep full and accurate minutes of each meeting of the GBC and the Board of Directors. The Secretary shall maintain an accurate record of the by-laws, membership, and committees. The Secretary shall provide the Elections Committee with a list of members in good standing for voting and elections.

d) The Treasurer shall keep accurate and complete financial records, prepare financial reports, prepare an annual budget, and recommend appropriate financial policies and internal controls to safeguard GBC assets. The Treasurer will oversee the receipt, deposit, and disbursement of GBC funds, and will complete all required state and federal filings on behalf of the organization. The Treasurer shall prepare a financial statement at the end of March and the end of September which will be presented at the next meeting of the full membership. The Treasurer shall take all steps necessary to facilitate the work of the Oversight Committee.

Section 4
The Officers of the GBC will receive no compensation for their services.

Article VI – Meetings and Business Procedures

Section 1
Each year there shall be regular meetings of the full membership of the GBC in April and October. If no other time is set by the Board of Directors, said meetings shall be held on the last Monday of the month. A notice of the regular meeting, including the agenda for the same, shall be announced at least fourteen (14) days prior to said meetings and posted on the GBC website.

Section 2
Voting on matters discussed at meetings will be conducted electronically. Within seven (7) days after the meeting, a link to a ballot will be provided to all members in good standing. The Board of Directors may approve of other methods of voting for members who are unable to vote electronically. Each member in good standing shall have one vote. Members who are delinquent in their dues may not vote in GBC elections or on other GBC matters. Ballots must be returned within seven (7) days after they are received. For any vote of the membership to be binding, at least half of the members in good standing of the club must vote. Unless otherwise specified in these by-laws, for any measure to pass, a plurality of the votes cast must vote yes for the measure.

Section 3
The nomination and election of Officers and at large members of the Board of Directors shall be held in October.

Section 4
Special meetings of the GBC may be called by the President, by a majority vote of the Board of Directors, or by a petition signed by twelve (12) or more members of the GBC given to the Secretary. Petitions must be acted upon within thirty (30) days of receipt. Written notice of a special meeting must be sent to all members at least seven (7) days prior to the meeting and describe the matters to be considered at the meeting.

Section 5
The fiscal year shall be from January 1 through December 31.

Article VII – Nominations and Elections

Section 1
The Elections Committee shall accept nominations for the offices of Vice President, Secretary, and Treasurer, and for each at large position on the Board of Directors up for election for the upcoming year. Nominations must be delivered in writing to the Elections Committee at least seven (7) days prior to the full membership meeting in October. The Elections Committee shall

give notice of the nomination deadline to the full membership of the GBC at least fourteen (14) days prior to the deadline. Any member in good standing of the GBC is eligible to run for offices and positions on the Board of Directors. Members may nominate themselves for any position.

Section 2
The Election Committee shall prepare the ballot for elections. The Elections Committee shall obtain the consent of each nominee before placing his/her name on the ballot. The ballot shall include all candidates who were nominated in accordance with Section 1 and have consented to appear on the ballot.

Section 3
The election shall begin within seven (7) days after the full membership meeting in October. The election of Officers and board members will be conducted by the Elections Committee in accordance with Article VI, Section 2.

Section 4
A majority vote shall elect the Officers. If no candidate receives a majority, the top two vote-getters (or top vote getters, if multiple candidates tie for the second-most votes) shall advance to a runoff election to be held within seven (7) days of the previous round. Runoffs will be held in said manner until one candidate receives a majority vote. However, if two candidates each receive exactly fifty-percent (50%) of the vote, the current Board of Directors will break the tie by taking a vote in accordance with Article IV, Section 3.

Section 5
The top vote getters shall be elected to the open at large positions on the Board of Directors. The current Board of Directors will break ties for at large positions by taking a vote in accordance with Article IV, Section 3.

Section 6
The newly elected Officers and members of the Board of Directors shall take office on January 1st of the year following the election.

Article VIII – Committees

Section 1
The GBC shall have three (3) standing committees: the Oversight Committee, the Membership Committee, and the Elections Committee. In January, the current President shall appoint, subject to the approval of the Board of Directors, the chairpersons of these committees.

Section 2
Each committee chairperson shall select members of his/her committee without restriction to number and shall immediately file a list of such members with the Secretary. The Secretary shall communicate the names of the committee members to the full membership.

Section 3

Each committee chairperson shall be responsible to the Board of Directors and to the membership at large for the proper performance of their committee's duties, which are as follows:

a) The Oversight Committee shall review all accounts of the GBC and make a report to the membership at the first regular business meeting of each calendar year and at other times when requested by the Board of Directors or by any ten (10) members. This section does not abridge members' rights under Florida law to inspect and copy the GBC's records.
b) The Membership Committee shall seek to enlist new members, accept new member applications, extend hospitality to new members and guests, make arrangements for all social functions prescribed by the Board of Directors, encourage regular play by members, promote the GBC in general, and assist members and guests in arranging partnerships.
c) The Elections Committee shall accept nominations for the election of Officers and the Board of Directors, create and distribute ballots for elections, conduct the elections of the GBC in accordance with Article VII, and conduct voting on other matters as necessary in accordance with Article VI, Section 2.

Section 4
The Board of Directors may create other ad hoc committees as necessary to assist them in running the club.

Section 5
The Board of Directors shall retain final authority over the work of the GBC's committees.

Article IX – Amendments to By-Laws

These by-laws may be amended by a vote of the full membership. Voting on by-law amendments will be conducted in accordance with Article VI, Section 2. Notification of the proposed by-law amendments must be submitted by the Board of Directors to the full membership by e-mail, or for those without e-mail addresses by regular mail, at least seven days before the voting process begins. The exact wording of the current and proposed amended by-laws must be included.

Article X – Dissolution

The GBC shall be dissolved if two-thirds (2/3) or more of the total membership vote to do so. Any vote regarding dissolution shall be conducted in accordance with Article VI, Section 2.

Upon dissolution, the organization's assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal

government, or to a state or local government, for a public purpose. In effecting the distribution, every attempt will be made to further the GBC's purpose.

HISTORICAL NOTES:
Adopted July 2006
Earlier amendments, date(s) unknown
Amended December 2018
Amended November 2020
Amended [month] 2026