

GARDEN CITY DUPLICATE BRIDGE CLUB, INC.

BYLAWS

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PREPARED BY:

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CHANGE HISTORY:

Amended April 25, 2019, by Barbara Berens, Brad Halfpap, Jeannie Werner, Sally Wright.

Amended May 3, 2024, by Barbara Berens, Ken Bryan, Brad Halfpap, Susan Molaris, and Becky Mosbacher March, 2024.

ARTICLE I

NAME; INCORPORATION; PURPOSES; REGISTERED OFFICE

1.1 Name. The name of this organization shall be the “Garden City Duplicate Bridge Club, Inc.”; it is referred to in these Bylaws as the “Club.” The Club may also be referred to as “Garden City DBC” or “GCDBC.”

1.2 Incorporation. The Club is incorporated as a nonprofit corporation under the laws of the State of Montana (the “State”) and shall be governed by the nonprofit corporation law of the State (the “Nonprofit Law”).

1.3 Purposes. The purposes for which the Club is organized are:

- (a) To foster community welfare in the furtherance of the game of contract bridge in its various forms of competition;
- (b) To promulgate high standards of conduct and ethics to its members, and to enforce such standards;
- (c) To provide organized bridge activities and services to satisfy the social, recreational, educational, and competitive needs of the membership and the community;
- (d) To assist Unit 417 and District 18 in conducting tournaments and other competitive events as permitted by the American Contract Bridge League; and
- (e) To conduct such other activities as may be in keeping with its principal objectives.

1.4 Registered Office and Registered Agent. The registered office of the Club shall be located in the State at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law.

ARTICLE II

AMERICAN CONTRACT BRIDGE LEAGUE

2.1 Governance. The Club is a separate legal entity that interacts with the American Contract Bridge League (“ACBL”) through the Club sanction process. As such, the Club and its members shall be subject to and abide by the Bylaws and regulations of the ACBL as in existence and amended from time to time by the ACBL. No rule, regulation or bylaw adopted by the Club shall be inconsistent with or be in contravention of the rules, regulations and Bylaws of the ACBL. The Club shall conduct its affairs in a manner consistent with the rules, regulations, policies, procedures and Bylaws of the ACBL.

ARTICLE III

MEMBERSHIP

3.1 Members. Any interested person may be a member of the Club.

3.2 Rights and Obligations. In accordance with the procedures established by the ACBL Board of Directors, the members of the Club shall have voting rights in connection with the governance of the Club. Members of the Club shall be required to abide by, and to conduct themselves in a manner consistent with, the Bylaws, regulations, policies, code of conduct and ethics standards established by the ACBL. The Club adheres to the ACBL's "Zero Tolerance" policy.

ARTICLE IV

MEMBERSHIP MEETINGS

4.1 Annual Meeting. The Annual Meeting of the Club shall be held at such time and place as may from time to time be fixed by the President or the Board of Directors. The agenda of the Annual Meeting shall include presentation of annual reports and transaction of such other business as may properly come before the meeting. Failure to hold an annual meeting shall not work a forfeiture or dissolution of the Club or invalidate any action taken by the Board of Directors or Officers of the Club.

4.2 Special Meetings. Special meetings of the membership of the Club may be called by the President or the Board of Directors. A special meeting shall be called by the President on petition by not less than twenty (20) members entitled to vote.

4.3 Place of Meeting. All membership meetings of the Club shall be held at the location where sanctioned games are regularly held.

4.4 Notice of Meeting. Notice, written, printed or by electronic transmission, stating the place, day and hour of the Annual Meeting or the Special Meeting, and the purpose or purposes for which the meeting is called, shall be delivered not less than thirty (30) days before the date of the meeting, at the direction of the President, by the Club Secretary to each member entitled to vote at such meeting.

4.5 Quorum. Twenty (20) members in good standing of the Club shall constitute a quorum of any meeting of the membership. No business may be conducted unless a quorum is present.

4.6 Proxy Voting. No proxy voting shall be permitted at membership meetings.

ARTICLE V

BOARD OF DIRECTORS

5.1 Powers and Duties. The management of all business, property, and interests, and other affairs of the Club shall be vested in its Board of Directors. Among the powers hereby conferred is the power to set game fees, to determine game stratification parameters and optimal player movements, to allocate “free plays,” to determine Game Director compensation, to impose sanctions upon members in accordance with ACBL rules and regulations, to delegate non-policy making authority to members who are not directors, and, in general, to take such other and further actions as may from time to time be necessary to further and implement the purposes and aims of the Club. The Board of Directors is the sole judge of its own membership.

5.2 Directors’ Fiduciary Duties and Standards of Conduct. Each director is subject to a duty of loyalty to the Club and a duty of care in the performance of his/her duties as a director.

5.3 Nomination and Election of Directors. At a time reasonably in advance of each annual meeting of the Club, the President shall appoint a nominating committee. The nominating committee shall determine and present to the members a list of nominees for election as Directors to fill the positions of those Directors whose terms shall expire at the membership meeting. Additional nominations may be made by the membership at the time of the Annual Meeting. The members shall, by the affirmative vote as required by the provisions of Section 4.5 of these Bylaws, elect the requisite number of Directors from among the list of nominees.

5.4 Number. The Board of Directors shall consist of four (4) elected members members and one (1) appointed Treasurer. The Treasurer shall be appointed by the elected board members, and shall have the same duties, rights, powers, and obligations as the elected members in addition to the duties of the Treasurer as defined in section 6.4 of these by-laws The Treasurer serves without a term limit and can be removed at any time by a majority vote of the elected board members.

5.5 Term of Office. The requisite number of directors shall be elected each year to replace those who are retiring. The term of office for elected directors shall be three (3) years and shall commence immediately following election at the Annual Meeting. All Board Members shall hold office until their successors are elected except in the event of death, resignation or removal.

5.6 Regular and Special Meetings. The Board shall establish a schedule for regular meetings. Regular meetings of the Board of Directors shall be held, with proper notice, not less frequently than once per quarter. Special meetings of the Board may be called at any time by the President or the Board, or upon the written request of three (3) or more directors.

5.7 Notice. Meetings of the Board of Directors may be held without notice if a quorum of the Board is present provided, however, that any business transactions at such meetings must be ratified at the next regularly called meeting; otherwise these transactions are void as though the meeting did not occur.

5.8 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

5.9 Vacancies. All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall hold office for the unexpired term of his/her predecessor.

5.10 Removal. Any member of the Board of Directors who conducts himself/herself in a manner inconsistent with the purposes of the Club or who exhibits chronic absenteeism from Board meetings or accepts remuneration from the Club other than in accordance with Article 6.6 shall be expelled from the Board by a majority vote of the Board of Directors after written notice from the Secretary.

5.11 Resignation. Any director may resign at any time by delivering written notice to the President or the Secretary, or by giving oral notice at any meeting of the Board of Directors. The notice will specify the effective date of resignation. Acceptance of a director's resignation will not be necessary to make it effective.

5.12 Voting by Proxy. Voting by proxy is not permitted.

ARTICLE VI

OFFICERS

6.1 Designations. The Officers of the Club shall be a President, a Secretary, and a Treasurer. The President and Secretary shall be elected for terms of two (2) years by the Board of Directors. The President and Secretary may serve more than one term and shall hold office until their successors are elected.

6.2 President. The President shall preside at all meetings of the Board of Directors, shall have general supervision of the affairs of the Club and shall perform such other duties as are incident to the office or are properly required of the President by the Board of Directors.

6.3 Secretary. The Secretary shall issue notices for all meetings, shall keep minutes of all meetings, shall have charge of the Club records, and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors. In addition, during the absence or disability of the President, the Secretary shall exercise all the functions of the President.

6.4 Treasurer. The Treasurer shall have the custody of all monies and securities of the Club and shall keep regular books of account. The Treasurer shall disburse the funds of the Club in payment of the just demands against the Club or as may be ordered by the Board of Directors and shall render to the Board of Directors, from time to time as may be required, an account of all transactions undertaken or recorded as Treasurer and of the financial condition of the Club. The Treasurer shall perform such other duties as are incident to the office or are properly

required by the Board of Directors. The books of the Club shall be audited once a year and presented to the membership at the Annual Meeting.

6.6 Remuneration and Reimbursement of Officers. The Officers, Directors, and the Club Manager shall serve without remuneration but may be authorized to receive reimbursement of expenditures made on behalf of the Club.

6.7 Vacancies. All vacancies among the Officers of the Club whether caused by resignation, death or otherwise, shall be filled by the affirmative vote of a majority of the Board of Directors. An officer elected to fill a vacancy shall hold office for the unexpired term of his/her predecessor.

6.8 Removal. Any Officer of the Club who conducts himself/herself in a manner inconsistent with the purposes of the Club or who exhibits chronic absenteeism from Board meetings or accepts remuneration from the Club other than in accordance with Article 6.6 shall be expelled by a majority vote of the Board of Directors after written notice from the Secretary.

6.9 Resignation. Any Officer may resign at any time by delivering written notice to the President or the Secretary, or by giving oral notice at any meeting of the Board of Directors. The notice will specify the effective date of resignation. Acceptance of an Officer's resignation will not be necessary to make it effective.

ARTICLE VII

COMMITTEES

7.1 Establishment. The President, with the approval of the Board of Directors, shall have the power to create and appoint the members of such standing and special committees as he or she may deem necessary or appropriate, designate the chairs thereof and assign functions thereto. The members of committees need not be members of the Board of Directors.

7.2 Executive Committee. The Executive Committee shall consist of the elected officers of the Board. This committee shall have powers as provided by resolution of the Board of Directors except as prohibited by nonprofit law. Rules governing meetings of the executive committee shall be as established by the Board of Directors, or in the absence thereof, by the committee itself. The purpose of this committee is to advise the President on matters of immediate urgency. This committee may also be empowered to act for the Board when an emergency Board meeting is not practical.

7.3 Other Committees. Other committees shall be established at the discretion of the President, or by action of the Board. Each committee may adopt rules for its meetings provided they are not inconsistent with these Bylaws.

ARTICLE VIII

CLUB MANAGER; GAME DIRECTORS

8.1 Club Manager. The Board shall appoint a Club Manager to oversee the daily operation of the Club. The Club Manager shall be a member of the ACBL and a certified Game Director. The Club Manager serves at the pleasure of the Board and has the following duties:

- (a) Serve as the Club's official liaison with the ACBL;
- (b) Annually renew Club sanctions for individual games;
- (c) Oversee the running of individual games, including enforcing Board policy concerning game stratification parameters and optimal player movements;
- (d) Schedule special games, as directed by the Board;
- (e) Schedule Game Directors and oversee Game Director training;
- (f) Appoint and Chair an Appeals Committee as needed;
- (g) Maintain the Club's computer, website, and related equipment;
- (h) Order game supplies and other equipment as needed. For expenditures in excess of \$300 the Club Manager shall seek prior approval from the Board.

In carrying out these duties, the Club Manager may delegate such duties as he/she deems appropriate to other Club members.

8.2 Game Directors. Game Directors shall be members of the ACBL and certified by the ACBL to serve as Game Directors. The Board shall determine compensation for Game Directors.

ARTICLE IX

AMENDMENT OF THE BYLAWS

9.1 Amendments. These Bylaws may be amended, altered or repealed and new Bylaws may be adopted by a vote of two-thirds (2/3) of the Board of Directors. Two readings are required before amended bylaws are adopted.

9.2 Proposed Amendments. Amendments may be proposed by petition of at least twenty (20) of the general membership or by petition of at least three (3) members of the Board. Amendments proposed by the general membership but not adopted by the Board shall be put to the vote of the general membership at the next Annual Meeting or at a Special Meeting called for that purpose. A vote of two-thirds (2/3) of members present is required to adopt a proposed amendment.

9.3 Notice of Proposed Amendments. The Secretary shall include the text of the proposed amendment(s) in the notice of the meeting at which the vote will take place.

9.4 Incorporation of Adopted Amendments. Notice of any alteration, amendment, repeal or adoption by the Board shall be made available to all members within ten (10) days after the date of such change.

ARTICLE X

INDEMNIFICATION

10.1 Indemnity. The Club shall indemnify all Directors/Officers, and all former Directors/Officers of the Club, their heirs, executors, administrators, successors and assigns

against all costs, damages, charges and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by him/her in respect to any action or proceeding in which he/she is made a party by reason only of being or having been a Director or Officer of the Club if: (a) he/she acted honestly and in good faith with a view to the best interests of the Club, and (b) he/she had reasonable grounds for believing that his/her conduct was lawful.

ARTICLE XI

MISCELLANEOUS

11.1 Publication. The official publications of the Club shall be as designated by the Board of Directors.

11.2 Inoperative Sections. If any portion of the Bylaws shall be invalid or inoperative, then, to the extent reasonable and possible, that portion shall be severed from the document. The remainder shall be valid and operative, and effect shall be given to the intent that remaining portion manifests.

11.3 Interpretation. The headings are solely for organization, convenience and clarity. They do not define, limit or describe the scope of these Bylaws or the intent in any of the provisions.

11.4 Books and Records. The Club shall keep correct and complete records and books of account and shall keep minutes of all proceedings of its Board of Directors and membership meetings.

ARTICLE XII

DISSOLUTION AND NONPROFIT STATUS

12.1 Dissolution. This Club is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to its members. It is organized solely for nonprofit purposes. On the dissolution or winding up of this Club, assets remaining after payment of, or provision for payment of, all debts and liabilities of the Club shall be distributed according to the regulations and policies of the ACBL and the laws of the State of Montana.

CERTIFICATION OF THE BOARD OF DIRECTORS

The undersigned hereby certifies (i) the above Bylaws are a true, correct and complete copy of bylaws adopted at a duly held meeting of the Board of Directors on the 3rd day of May, 2024, and in accordance with the laws of the State of Montana, and (ii) the Resolutions are in full force and effect on the Effective Date hereof and have not been amended on or subsequent to the Effective Date.

IN WITNESS WHEREOF, I have hereunto executed this Certificate in my official capacity as President of the Club, a nonprofit corporation, on this 4th day of May, 2014.

By: _____
??????????, Club President

IN WITNESS WHEREOF, I have hereunto executed this Certificate in my official capacity as Secretary of the Club, a nonprofit corporation, on this 4th day of May, 2014.

By: _____
Becky Mosbacher, Club Secretary

IN WITNESS WHEREOF, I have hereunto executed this Certificate in my official capacity as Treasurer of the Club, a nonprofit corporation, on this 4th day of May, 2014.

By: _____
Barbara Berens, Club Treasurer