

KHATIB BRIDGE AND EDUCATION CENTER, INC.  
BYLAWS

ARTICLE I NAME

The name of the corporation is Khatib Bridge and Education Center, Inc. The corporation is registered in Florida as a not for profit corporation, #8000000855, and is hereinafter referred to as the Club.

ARTICLE II OFFICES

The principal office is 500 SE Palm Beach Road, Stuart, in the County of Martin, Florida 34996. The corporation may have such other offices, either within or without the County of Martin, State of Florida, as the board of directors may determine or as the affairs of the corporation may require from time to time.

ARTICLE III PURPOSES

The purposes of the Club are:

- 1.) To advance charitable, educational and social activities,
- 2.) To support charities designated by the American Contract Bridge League's charity foundation as well as local charities,
- 3.) To provide educational programs by offering classes and educational materials to beginning, intermediate and advanced contract bridge players,
- 4.) To maintain and administer a public facility for the teaching and playing of contract bridge, and for use as a recreation center by such others, and at such times, as the club may from time to time sanction.

ARTICLE IV PROHIBITED ACTIVITIES

Notwithstanding any other provision of these bylaws or the articles of incorporation, the Club shall not conduct or carry on any activities not permitted to be conducted or carried on by a.) any organization exempt under Section 501(c)(7) of the Internal Revenue Code and its regulations, b.) other state or federal laws, or c.) ACBL rules and regulations.

ARTICLE V MEMBERS

1.) This corporation is authorized to issue memberships in the Corporation as authorized in Section 617.0601 of the Florida Statutes.

2.) Regular Memberships

Any person interested in the Club who agrees to be bound by the articles of incorporation and bylaws and by the rules and regulations of the ACBL, and such rules as may be established and promulgated by the board of directors may become an annual member upon payment of annual membership dues as determined by the board of directors. The board may, at its discretion, create other classes of members.

3.) Dues

Annual dues shall be established by the board of directors and payable in advance of the first day of the Club's fiscal year. Dues shall not be prorated for a partial year.

#### 4.) Rights of Members

All members shall have the right to vote, hold office, make motions, speak on behalf of any issue, and may be eligible for preferential playing fees. However, members whose conduct is inconsistent with the rules and regulations of the club may be suspended from participation and dues will not be refunded. No member shall be entitled to share in any distribution of the Club's assets upon the dissolution of the corporation.

### ARTICLE VI MEMBERSHIP MEETINGS

#### 1.) Annual Meeting

a.) The members shall hold an annual meeting in February at the Club or at such other place as may be determined by the president. Notice of such meeting shall be announced at regularly scheduled games, and posted at least fifteen days before the meeting in the Club and on the Club's web site.

b.) The purposes of such meetings are to elect directors on the board of directors, receive reports from officers and committee chairmen, to approve dues, and consider such other business as may be properly brought before the meeting.

#### 2.) Special Meetings

The officers of the Club may, upon sufficient notice to the members as prescribed above, call a special meeting for any reason. Upon petition describing the purpose of such desired meeting signed by fifteen percent of the members in good standing, the board of directors shall establish a date and time of a special meeting, giving notice as described above.

#### 3.) Voting Rights

Each member is entitled to one vote in person at any meeting. There shall be no voting by proxy. At any meeting where a quorum of fifteen percent of those eligible to vote is present, the act of a plurality shall be sufficient, except where otherwise provided for by the articles of incorporation, statute or these bylaws.

#### 4.) Inspectors of Election

Whenever a vote by ballot is required, the president shall appoint at least two non-board members to act to count the ballots, report the results, and sign the report to be filed as part of the official records of the Club.

### ARTICLE VII BOARD OF DIRECTORS

The board of directors shall govern and manage the Club. They shall perform the duties prescribed by these bylaws. They stand in a fiduciary position to the Club and its members and therefore may not compete with the organization nor provide assistance to a competing group. Only members in good standing having no conflict of interest with the Club are eligible to serve as officers or directors.

1.) No less than six weeks prior to the annual meeting, the board of directors shall appoint a chairman to the Leadership Development Committee who will choose at least four others, of whom no more than two may be directors.

## 2.) Terms and Conditions for the election of Directors.

a.) Initially, seven Directors will be elected, three for terms of three years, two for terms of two years and two for terms of 1 year. In February of 2014, the process for electing directors will be amended in order to assure continuity of governance. At the 2014 annual meeting, two directors elected in 2012 will be retiring and will be replaced by new directors to serve for three years terms. At the 2015 meeting, the terms of the two directors elected in 2013 shall expire and they will either be re-elected to terms of 3 years or replaced with two new directors elected to terms of three years. At the 2016 meeting, the terms of the three directors not replaced in either 2014 or 2015 will expire and they shall either be re-elected to terms of an additional 3 years or replaced with new directors elected to terms of three years.

b.) Commencing at the annual meeting in 2017, each director whose term has expired shall either be re-elected if he or she is eligible to serve another term or replaced with a new director elected for a three year term.

c.) Directors may not serve for more than two consecutive terms, except for directors originally elected in 2013 or before who shall be eligible for re-election in 2015 or 2016 to a single additional term. A partial term of a director appointed to fill a vacancy shall not count in the calculation of eligibility for future service.

d.) The immediate past president shall serve as an advisor to the board and Reza Khatib, as founder, shall be permanent chairman of the board with voting privileges.

## 3.) Duties and Powers

Directors' duties include, but are not limited to, the following:

a.) elect from among the directors a president, vice-president, secretary and treasurer who shall serve for one year, but may be reappointed for successive terms, b.) review monthly financial reports, c.) approve non-budgeted expenditures in excess of \$500.00, d.) establish the amount of game fees and Club dues, e.) engage employees, contractors, agents, teachers and game directors, establish their compensation and provide position description, f.) remove a director or officer for cause, g.) establish long range goals, h.) set an annual budget, i.) establish rules for use of the facility, and j.) appoint members to committees established by these bylaws and when necessary form new committees.

4.) The board of directors shall meet not less than once a month from October through May. In the months of June through September, meetings shall be held as often as is deemed necessary and such meetings may be conducted by phone in a conference call.

5.) A majority of the board of directors shall constitute a quorum for the transaction of business. The affirmative vote of a plurality of the directors present shall be considered the act of the board of directors.

6.) Members may attend meetings of the board of directors except when player conduct or personnel matters are discussed, but may speak only when recognized by the chairperson.

- 7.) Compensation: Members of the board of directors and its officers shall receive no compensation or remuneration of any kind.
- 8.) Liability: officers and directors of the Club shall not be personally liable for the Club's debts, liabilities, or other obligations provided their actions are within the scope of the authority. The Club shall carry officers and directors liability insurance.

## ARTICLE VIII OFFICERS

- 1.) The officers of the Club shall be a president, vice-president, secretary, treasurer, and such other officers as may be elected in accordance with the provision of this bylaw. These officers shall have the authority to perform the duties prescribed from time to time by the board of directors. Any two or more offices may be held by the same person, except the office of president and treasurer. Each officer shall prepare an annual report and render a summary of the report at the annual meeting.
- 2.) The officers of the corporation shall be elected annually by the board of directors immediately following the regular annual meeting of the members.
- 3.) Any officer may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to such officer's rights as a member of the Club.
- 4.) A vacancy in any office, because of death, resignation, removal or otherwise may be filled by the board of directors for the remaining portion of the term.
- 5.) After completion of term the immediate past president may serve in an advisory capacity to the board until replaced by the next retiring president. He will be entitled to vote whenever there is a tie vote caused by absent members.

## ARTICLE IX COMMITTEES

- 1.) Standing Committees are those created to assist the board of directors in the coordination and oversight of vital activities necessary for the operation and maintenance of the Club. The board of directors shall appoint committee chairs from among the members of the board or membership at large. The committee chairperson may select other members to serve. The standing committees are as follows:
- a.) Education: To plan, organize and direct the Club's educational programs including classes, seminars for members and the public at large.
  - b.) Maintenance: Responsible for inspecting the premises, reporting needed repairs and establishing long range plans for the building, grounds and equipment.
  - c.) Finance: Shall recommend an annual budget. It shall be responsible for the accuracy of the financial records and for filing all returns and documents required by federal or state agencies. The finance committee shall include the treasurer, and two non-board members.
  - d.) Leadership Development: Shall be responsible for the nomination and election process of the Board of Director candidates, recommend job descriptions for all volunteer positions, and sponsor recognition programs.

2.) Ad Hoc Committees may be appointed for any special temporary purpose or emergency and shall be dissolved when the purpose for which they have been created is fulfilled.

#### ARTICLE X DISCIPLINARY ACTIONS

1.) An action to suspend or disbar a member or player must originate with the directing manager and be approved by the board of directors.

2.) No action shall be taken until a written notice has been given to the member and an opportunity offered to present his or her case. All ACBL procedures for suspension and disbarment must be met. An affirmative vote of the majority of the Board members present at the meeting is necessary before action is taken.

#### ARTICLE XI PARLIAMENTARY AUTHORITY

The guidelines contained in the current edition of Robert's Rules of Order shall be used to conduct Board meetings, annual meetings, and committee meetings as applicable if they do not conflict with the bylaws, or the laws of the State of Florida or ACBL regulations.

#### ARTICLE XII RECORDS

The Club shall maintain accurate books and records and shall keep minutes of the meetings of the membership and of the board of directors. These records will be open for inspection by any member at any reasonable time. The records shall also include the names and addresses of each member, all contracts, leases, mortgages, tax returns, financial statements, and accounting records.

#### ARTICLE XIII DISSOLUTION

Upon dissolution and liquidation of the Club, the board of directors shall, after payment of all liabilities give the remaining assets to one or more organizations organized and operated exclusively for charitable or educational purposes, and qualified as exempt under Section 501(c)(3) of the Internal Revenue Code.