Duplicate

North Bay

Bridge Club

Constitution

2019

CONSTITUTION of North Bay Duplicate Bridge Club
(Revised 2019)

Article 1: NAME
1.1 The name of the organization shall be the "North Bay Duplicate Bridge Club", hereinafter referred to as the "Club".

Article 2: PURPOSE
2.1 The Club is sanctioned by the American Contract Bridge League (ACBL) to conduct duplicate bridge sessions at regularly scheduled intervals and award master points under the auspices of the ACBL.

2.2 The purpose of the Club shall be to promote the playing of duplicate bridge in a congenial atmosphere through an active program of teaching and practice, and to maintain an affiliation with the ACBL as a sanctioned Club.

Article 3: MEMBERSHIP
3.1 The membership of this Club shall be available to all persons subject to the rules, regulations, and other requirements of the Club. A member is a person who has paid and played ten (10) times in the last twelve (12) months. Guests may participate in Club activities at the same cost as regular members and are subject to the same rules, regulations and requirements.

3.2 Only members may hold office or vote on matters presented to the membership by the Board of Directors, hereinafter called the “Board”.

3.3 Notice of membership meetings shall be given by posting notice on the Club bulletin board and web site not less than four (4) weeks prior to the date.

Article 4: MEETINGS
4.1 An Annual General Meeting shall be held in the month of June each year.

4.2 Extraordinary or emergency membership meetings may be called by the Board Chair at such other times as may be required, or by the written request of any twenty (20) members. Notice shall be given by posting notice on the Club bulletin board and website not less than one (1) week prior to the date.

4.3 A quorum for the transaction of business at an Annual General Meeting of the Members or a special meeting shall be twenty (20) members in good standing. A simple majority shall carry any motion or vote of the members.

Article 5: OPERATION OF THE CLUB

In its day-to-day operations, the Club shall be governed by the following policies:

5.1 The Club shall operate as an unincorporated not-for-profit organization. A reserve fund shall be secured and set aside to be invested for emergency needs and expenditures. All monies shall be specifically used for the benefit of the membership and normal operations.

5.2 All organizational positions shall be voluntary in nature. However, using its discretion, and without setting a precedent, the Board may, from time to time, decide to materially reward a position-holder for his/her services above and beyond those prescribed for his/her position in this Constitution.

5.3 The Club shall maintain and manage a bridge teaching program. When advantageous, and under proper conditions, such a program may be delegated to others. However, the bridge teaching function, as such, shall inherently belong to the Club. In any event, the Board shall ensure that it is kept informed of the planning, fees, advertisement, and other matters related to such a teaching program.

5.4 The Club shall have regard for recommendations from Unit 238.

5.5 The Club shall adhere to the handbook entitled, Laws of Duplicate Bridge, as set forth by the ACBL.

5.6 A member of the Board may be removed from office if a petition to that effect has been signed by twenty (20) members of the Club and subject to the approval of the majority of the Board.

5.7 The Board may appoint members to functional positions from time to time. The appointed individuals may be asked to participate in the deliberations of the Board but shall not have a vote.

Article 6: ORGANIZATION

6.1 The Club shall be administered by a Board of Directors, which shall have the general decision-making power in regard to the organizing and functioning of the Club unless otherwise provided for in this Constitution.

6.2 The Board shall consist of up to ten (10) members including a President, Vice President, Secretary, Treasurer, Chief Games Director and Directors-at-Large as may be required.

6.3 The Board shall have the responsibility of making financial decisions and managing all business, property, interests, investments and other affairs of the Club.

6.4 The Board shall keep the membership informed of all planned activities.

6.5 The Board shall be responsible for establishing and implementing a program of events annually for the calendar year.

6.6 The Board shall be responsible for maintaining insurance policies for General Insurance, plus Directors' and Officers' Insurance for the Club.

Article 7: NOMINATIONS AND ELECTION OF OFFICERS

7.1 A Nominating Committee composed of two Board members and a member at large will meet a month before the Annual General Meeting. The Nominating Committee shall prepare a written slate that will be presented at the Annual General Meeting.

7.2 Elections shall be held at the Annual General Meeting. At least two weeks prior, any member may nominate a potential Board member. All such nominations must be in writing, and shall be endorsed by the nominator, the seconder and the nominee.

7.3 The term of office for the elected officers shall be one year.

7.4 In the event that an officer resigns during his or her term of office, the Board may appoint a member to fill the vacancy for the remainder of the term.

7.5 The duties and responsibilities of the officers shall be as outlined in this Constitution and Schedules "A" and "B".

Article 8: MEETINGS OF THE BOARD OF DIRECTORS

8.1 Meetings of the Board shall be held as required and optimally once a month. Five members of the Board shall constitute a quorum.

8.2 Emergency meetings may be called by the President.

8.3 In the absence of the President, the Vice President shall chair the meeting.

8.4 A standard agenda shall be followed. In the absence of a more specific source, meeting procedures shall follow Robert's Rules of Order.

8.5 Questions arising at any Board meeting shall be decided by a simple majority of votes. In the event of a tie, the meeting Chair shall cast a deciding vote.

8.6 Only elected officers shall have a vote at the meetings of the Board.

8.7 Complex or difficult issues may be referred to Ad Hoc Committees appointed by the Board. The recommendations of such Ad Hoc Committees shall be given to the Board for consideration for such action thereby, as they see fit.

8.8 Conflicts and disagreements within the membership shall be resolved through dispute resolution.

8.8.1 The first stage of dispute resolution will be a verbal discussion between the member with the complaint or conflict and a representative appointed by the Board.

8.8.2 If there is no resolution at Stage 1, then the member with the complaint or conflict may make a written submission which will be considered by the President or Vice-President and two other members of the Board. This Ad Hoc Committee will give a written response within fourteen (14) days to the complainant.

8.8.3 If there is no resolution at Stage 2, then the written submission of the member and the written response of the Ad Hoc Committee shall be formally introduced for discussion by the full Board. The Board's decision on the matter, by resolution, will be final.

8.9 Any member of the Club may attend Board meetings. Upon request, he or she shall be granted floor privilege under the "Other Business" portion of the agenda. If a member wishes to contribute a special agenda item, he or she must submit it in writing at least seven (7) days prior to the meeting in order to permit Board members sufficient time to consider the request.

8.10 Members of the Board shall be expected to attend all meetings. If unable to attend, the member concerned must inform the President or Secretary of his/her inability to so do.

8.11 When a Board member has, or appears to have, a conflict of interest, he/she shall withdraw from discussing or voting on the matter until the issue has been resolved.

Article 9: FINANCIAL

9.1 All cheques must have the signatures of any two of the Board approved signatories.

9.2 All unbudgeted expenditures over $300.00 must be approved by the Board.

9.3 All funds of the Club shall be placed in a chartered bank offering the most beneficial terms to the Club.

9.4 The fiscal year of the Club shall be the calendar year.

9.5 The Board may request an independent review of the Club's financial statements from time to time.

9.6 Game Fees and other charges and expenditures shall be reviewed by the Board of Directors on a regular basis.

Article 10: CONSITUTIONAL AMENDMENTS

10. The following process shall be required to effect constitutional revision or amendment:

a) The President shall appoint an Ad Hoc Constitution Committee to conduct a review of the proposed revision/amendment.

b) The recommendations of the Committee shall be reviewed by the Board.

c) Notice of the proposed changes and the comments from the Board shall be posted on the bulletin board and the web site to permit the membership a period of two weeks to offer comments.

d) Subsequently, a final version of the amendment/revision shall be prepared by the Committee and shall be posted as aforesaid for two weeks and made available to the membership.

e) To become effective, the amendment must be ratified by a simple majority at a meeting called by the President for that purpose.

f) Amendments or revisions may also be initiated by a signed petition of at least twenty (20) members of the Club presented to the Board. The President shall then resort to sections a) through e) above.

Article 11: INDEMNIFICATION

11. The Club shall indemnify its Directors and appointees for costs or expenses caused by litigation resulting from the Directors and appointees carrying out their work, duties, or responsibilities in good faith.

Article 12: DISSOLUTION

12. If for any reason, the Club is unable to sustain itself, it shall be dissolved by a simple majority vote of the existing membership, which shall also include the disposition of the assets and liabilities. In the event of dissolution of the Club, all assets remaining after payment of outstanding liabilities shall be distributed as the membership may direct.

DECLARATION

This Constitution, together with the appended Schedules, as adopted by North Bay Duplicate Bridge Club Board of Directors, shall supersede any prior Constitution or Bylaws, and shall henceforth be the only instrument governing and controlling all aspects of the existence of the North Bay Duplicate Bridge Club.

Adopted this ______15th______ day of ___September___, 2019.

___Jim Lamorie________ _____Frank Turbach____

President Secretary

Schedule “A” to the Constitution of the North Bay Duplicate Bridge Club

1. DUTIES AND RESPONSIBILITIES - ELECTED OFFICERS

Duties and responsibilities of the elected officers shall be as follows:

1.1 PRESIDENT

Shall:

a) Act as the chief executive and spokesperson for the Club and exercise overall leadership and supervision in all matters concerning the operation and work of the Club. He/she shall provide guidance and direction in decision making and all organizational matters. It shall be his/her duty to see that the financial and functional health of the Club is well maintained.

b) Preside over all membership meetings and chair Board meetings.

c) Be responsible for the implementation of Board decisions.

d) With the assistance of the Secretary, and input from all members, prepare the agendas for meetings.

e) In conjunction with the Treasurer, prepare an annual budget for approval of the Board prior to the start of the fiscal year.

f) Have custodial responsibility for the property and financial assets of the Club.

g) Be one of four cheque signing authorities.

h) Report to the Board on relevant matters.

i) Lead strategic and succession planning initiatives on behalf of the Club and Board.

j) Keep the membership apprised of all matters relevant to the viability of the club.

1.2 VICE PRESIDENT

Shall:

a) Familiarize himself/herself with the role and responsibilities of the President.

b) Assume Presidential responsibilities in the absence of the President.

c) Assist and counsel the President in the conduct of the Club’s business.

d) Be one of four cheque signing authorities.

1.3 TREASURER

Shall:

a) In general, manage and oversee the finances of the Club for the Board.

b) In consultation with the President, prepare the annual budget for the Club.

c) Collect/receive game fees and all other funds for the Club.

d) Deposit all Club funds and maintain an up-to-date bank account.

e) Make all payments/disbursements on behalf of the Club and ensure all payments are supported by invoices and receipts.

f) Present a current Financial Statement at every Board meeting.

g) Present a complete financial report to the membership at the Annual General Meeting.

h) Be one of four cheque signing authorities and ensure that all cheques paid out have two of the four authorized signatures.

i) In consultation with the Bookkeeper, prepare and maintain all accounting books and records required for annual review.

j) Ensure that a portfolio of investments is maintained for any uncommitted revenues of the club.

1.4 SECRETARY

Shall:

a) Assist the President in making arrangements for all meetings, including the Annual General Meeting.

b) Assist the President in the preparation of agendas for all meetings.

c) Post notice of the dates, times, and locations of meetings as hereinbefore specified.

d) Record minutes of all meetings and distribute same to Board members. Post minutes of all meetings on bulletin board once approved.

e) Be one of four cheque signing authorities.

f) Maintain all Club files and records including correspondence, minutes, financial reports, agreements, leases and other necessary documents.

1.5 CHIEF GAMES DIRECTOR
Shall:

a) Be an ACBL certified director.

b) Perform all functions mandated by the ACBL. In his/her absence, the Board shall appoint a temporary Chief Games Director pending the appointment of a certified Chief Games Director.

c) Prepare and maintain an up-to-date schedule of directors for all club games and hold regular meetings of same.

d) Develop and review from time to time the duties of game directors and be responsible for conducting Club games of duplicate bridge in accordance with the Laws of Duplicate Bridge and ACBL requirements.

e) If required, the Chief Games Director, in collaboration with the Club Recorder, will formulate a disciplinary committee.

f) As required by the Board, ensure that an adequate number of qualified games directors are constantly available to provide directing services.

g) Prepare regular reports for the Board.

h) Ensure that game results are posted to the Club web site in a timely fashion.

i) Work closely with the Club Manager.

1.6 CLUB RECORDER
Shall:

a) Receive all written complaints regarding the conduct of any Club member or guest at any club activity under Article 5.5.

b) Investigate the complaint and attempt to informally resolve the issue.

c) If necessary, request that an Ad Hoc Ethics and Disciplinary Committee be struck if the complaint cannot be resolved informally.

d) Be guided at all times by the Code of Disciplinary Regulations of the ACBL.

e) Work collaboratively with the Chief Games Director.

1.7 DIRECTORS-AT-LARGE

Shall:

a) Attend all Board meetings at the call of the President.

b) Vote on matters before the Board when requested.

c) Sit on or chair Ad Hoc Committees of the Board when requested.

d) In general terms, assist in marketing and promotion of the game of Bridge in general and the Club in particular.

e) If required, be one of four cheque signing authorities.

f) Perform other duties as requested by the President, Executive, or Ad Hoc Committee.

Schedule "B" to the Constitution of the North Bay Bridge Club

1. APPOINTED POSITIONS

a) As and when necessary, the Board may appoint members to functional positions. These individuals may choose to, or may be asked to attend Board meetings but shall not have a vote. Further, these positions may be filled by elected members of the Board.

b) The term of such appointments shall run concurrently with that of the Board.

c) Such appointed positions shall report to the Club President and Board of Directors.

d) The Club members holding such appointed positions may or may not receive honoraria or compensation for their work.

e) Specific Job Descriptions should be detailed upon appointment.

A listing of such appointments follows:

- Bookkeeper
- Club Administrator (Manager)
- Game Director
- Computer Support Person
- Office and Computer Supplies Purchasing Person
- Hospitality Coordinator /Supplies Purchasing Person
- Building and Property Maintenance Coordinator
- Card Person
- Media and Public Relations Coordinator
- Website Coordinator
- Chair for Tournaments (Regional and/or Sectional)
- Hospitality Chair for Tournaments (Regional and/or Sectional)
- Education Coordinator
- Unit 238 Representative
- Partnership Coordinator
- Email Communication Person