

BYLAWS
THE VILLAGES DUPLICATE BRIDGE CLUB, INC.

Approved September 13, 2021

ARTICLE I: NAME

The name of the corporation shall be The Villages Duplicate Bridge Club, Inc. a not-for-profit corporation registered in the State of Florida, and is hereinafter referred to as the Club. The Club's fiscal year shall correspond to the calendar year.

ARTICLE II: PURPOSE

1. The Corporation is organized for pleasure, recreation and other non-profitable purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.
2. To conduct games and promote interest in duplicate bridge under the sanction, rules and programs offered by the American Contract Bridge League (ACBL).
3. To provide educational programs by offering classes, seminars, and educational materials for beginning, intermediate and advanced bridge players.
4. To provide a recreational opportunity within a supportive and positive learning environment for those who are interested in learning and/or simply playing duplicate bridge.
5. To contribute to charities as allowable and in compliance with rules established by the IRS for 501(c)(7) organizations.

ARTICLE III: MEMBERSHIP

1. Membership shall be open to all persons who have a Resident I.D. of The Villages and are interested in playing duplicate bridge. There are no membership dues. Members shall fill out an application with name, address, phone numbers, email addresses, and play in at least 5 games per year.

2. All persons who have a Resident ID of The Villages and who have played in 20 or more games in the Club from November 1 to October 31 will be considered voting members of the Club for that election year.
3. Each voting member shall have one vote on all matters which are acted upon by the membership as a whole during a given year.
4. Any disciplinary action against any member shall procedurally and substantively conform to the rules pertaining to such actions which have been prescribed by the ACBL.
5. Members agree to be bound by the Articles of Incorporation and Bylaws, by the rules and regulations of the ACBL, and those policies established by the Board of Directors (Board) of the Club.
6. Members are entitled to all rights and privileges of the Club and shall support the purposes described in Article II. Conduct not consistent with these purposes may be reason for termination of membership.

ARTICLE IV: MEMBERSHIP MEETINGS

An Annual Meeting of voting members shall be held in February on a date identified and announced in advance by the Board. Notice of such meeting shall be announced at regularly scheduled games and posted on the Club's website.

Special membership meetings may be called at any time by the President or the Vice-President or by five (5) members of the Board. Except in cases of emergency, notice of such meeting, stating time, place and purpose shall be provided to the membership and shall be announced at regularly scheduled games and posted on the Club's website.

Preferably, the Annual Meeting and/or a Special Membership meeting will be held in a face-to-face meeting format; however, if so desired by the Board, meetings may be held in a virtual format or any other format that allows all meeting participants to hear each other at the same time. If these meeting formats are not possible, then the Annual Meeting or Special Membership meeting shall be postponed until either face-to-face meetings or one of the alternate meeting formats is available.

Roberts Rules of Order shall be used to conduct all meetings.

ARTICLE V: BOARD OF DIRECTORS

Section A: Composition

1. The Board shall consist of nine (9) elected members. Voting members qualify for nomination to the Board and at least six (6) Board Directors shall be full-time residents of The Villages.
2. The term for each member of the Board shall be 3 consecutive years. There will be no term limits. The term shall begin January 1 of the year immediately following the election.
3. Vacancies because of illness or resignations may be filled by the Board. The appointee shall serve until the next annual election.
4. Vacancies must be filled to maintain a minimum of nine (9) Board members unless the vacancy occurs within six (6) months of the election.

Section B: Duties

1. Elect from among the Board members, a President, a Vice President, and a Secretary, for the current year at the first Board meeting of the year. All officers are elected to serve a one-year term. The Treasurer and Club Manager shall be officers of the Club who are non-voting members of the Board appointed for one year.
2. The Board shall determine the broad policies of the Club; exercise general supervision of the affairs, finances, and property of the Club; and exercise all powers and duties delegated or granted to the Club by the ACBL. Board members shall perform such other duties as may be appropriate for a Board provided that they are in consonance with the Articles of Incorporation and Bylaws of the Club. Policies of the Club will be published on the website.
3. The Board shall ensure the conduct of an Annual Audit, Compilation or Review by a qualified individual or firm.
4. The Board shall appoint annually, and may compensate, independent contractors to take on the duties and responsibilities of positions such as Club Manager, Head Game Director, Data Base Manager, Partnership Coordinators, Web Master, Treasurer/Comptroller, News Letter Editor, Hand Preparer, Information Systems Manager, Education Coordinator, Club Recorder, and any assistants and backups to those listed on the website. The number of independent contractors could increase or decrease as determined by the Board.
5. All Game Directors and Bridge Teachers of Educational programs will be independent contractors. All Game Directors must maintain ACBL certification. All Game Directors and Bridge Teachers are

official representatives of the Club when on duty. They should serve in a positive manner to enhance the reputation of the Club.

6. Any Board member may be appointed to take over the duties and responsibilities of an independent contractor provided that the Board has published an announcement of an independent contractor vacancy along with the duration of the appointment, and the appointee has the appropriate skills and/or certifications required for the appointment. The Board should publish a finding of no conflict of interest associated with this appointment.
7. The Board may create as many committees as necessary to meet the needs of the Club.
8. The seat of any Board Member who misses two (2) Board Meetings during any calendar year shall be vacated unless such absence is due to injury, illness, or excused by a majority vote of the Board.

Section C: Conflict of Interest

The members of the Board shall adhere to the Club's Conflict-of-Interest Policy and sign a Conflict-of-Interest statement annually. The Club Manager will be responsible for sending out the forms every January and keeping a file of the forms each year.

Section D: Record Retention

The Board shall maintain accurate records in accordance with a Record Retention Policy.

Section E: Compensation

The members of the Board shall receive no compensation as Board members; however, Board members may serve in another compensated position provided they have disclosed that compensated position to the Board, and the Board has determined there is no conflict of interest.

Club members serving in compensated positions may run for election to the Board provided they disclose that compensated position in their election/nomination materials and communications and indicate they have no conflict of interest.

Section F: Liability

Board members, including officers, shall not be personally liable for the Club's debts, liabilities, or any other obligations, provided their actions are within the scope of their authority. The Club shall carry Directors and Officers Liability Insurance.

Section G: Board Meetings

Regular Board meetings shall be scheduled every month. Special Board meetings may be called by the President or Vice President or by a quorum of the Board.

Preferably, Board Meetings will be held in a face-to-face meeting format; however, if so desired by the Board, meetings may be held in a virtual format or any other format that allows all meeting participants to hear each other at the same time.

The majority of the Board shall constitute a quorum for the transaction of business at a duly called Board meeting.

All meetings of the Board are open to Club members except when personnel, compensation, or player conduct is being addressed in an Executive Session. A member requesting to speak at a Board meeting shall request such to the Board President prior to the meeting. Guests do not have speaking privileges unless recognized by the Board.

The Board may take action on specific issues that may arise between Board Meetings, and an email vote may be taken on the specific issue. The Secretary shall make a record of all email votes to add to the following month's Board meeting minutes.

Robert's Rules of Order shall be used to conduct these meetings.

ARTICLE VI: OFFICERS

Section A: President

1. The President shall be the Chairperson of all meetings of the Board and of any meetings for the full membership of the Club.
2. The President shall supervise and coordinate the management of the affairs of the Club and perform all duties customary to the office of a chief executive. The President shall be a non-voting member of the Board and all committees.

In the event where there is, or may be a tied vote on any issues caused by the number of Board members present, the President shall have the deciding vote.

Section B: Vice President

The Vice President shall perform all the duties of the President in the absence of the President.

Section C: Secretary

The Secretary shall prepare and retain minutes of all meetings of the Board and any meetings of the full membership of the Club. Copies of these minutes shall be posted on the website, and a file shall be maintained of all minutes. The Secretary shall perform such other duties as are customary to the office.

Section D: Treasurer

1. Perform all duties and responsibilities as listed on the website.
2. Prepare and submit Club tax returns and annual report to the State.
3. Maintain all records according to the Record Retention Policy.

Section E: Club Manager

1. Perform all duties and responsibilities as listed on the website.
2. Send Conflict-of-Interest form to be signed by all Board members in January each year and make sure they are returned in a timely manner.
3. Maintain all records according to the Record Retention Policy.

ARTICLE VII: ELECTIONS

1. The Board will be responsible for creating a slate of candidates consisting of voting Club members.
2. Any voting member of the Club who is a full-time resident of The Villages, and any voting member who lives in The Villages part time and participates in Club games on regular basis may be nominated to run for the Board of Directors. No more than (3) members who are not full-time residents may serve on the Board at the same time.
3. The Board will publicize its proposed slate by November 1.
4. Club members may directly nominate candidates who have agreed to run for election to the Board. Such nomination shall be supported by a petition of ten (10) Club members.
5. All nominees will be required to provide a brief statement of their biography, qualifications, and interest in serving on the Board which must be received by the President or his designee by November 15.
6. The election of candidates to the Board shall be by paper ballot, electronically or any means available to achieve the outcome of a secret ballot election.
7. The voting period shall be from December 1 to and including December 15.
8. The President of the Club shall announce the results of the election as early as possible.

ARTICLE VIII: COMMITTEES

The Board may create as many committees as necessary to meet the needs of the Club. In general, the role of committees is to research information, study issues, make recommendations and perform in an advisory capacity to the Board. The Board may give a committee the authority to make decisions and implement actions in specific instances. Minutes of all committee meetings should be sent to the Secretary of the Club.

Disciplinary Committee: The Board shall serve as the Disciplinary Committee and may delegate this authority to the Head Director, Game Directors and/or the Club Recorder. The Board decides if a player should be disciplined for his or her conduct. In the case of a serious offense and/or in the case of multiple offenses by a Club member, this committee shall be convened upon a written request from a Game Director or the Club Recorder to determine whether additional sanctions are appropriate. Such actions may range from a reprimand to expulsion from the Club.

ARTICLE IX: CONDUCT AND ETHICS

The club subscribes to and fully adopts the current ACBL Zero Tolerance Policy. All members are expected to adhere to the standards set forth in this policy. If a player at the table behaves in an unacceptable manner, the Game Director should be called immediately. Annoying behavior, embarrassing remarks, or any other conduct that might interfere with the enjoyment of the game, is specifically prohibited, and the Game Director has the authority to assess disciplinary penalties and may remove a player from the game.

Examples of behavior which will not be tolerated include, but are not limited to, badgering, rudeness, insinuations, intimidation, profanity, threats, violence, negative comments concerning opponents' or partner's play or bidding, constant and gratuitous lessons and analysis at the table, and loud and disruptive arguing with a Game Director's ruling.

ARTICLE X: AMENDMENTS

Amendments to the Bylaws may be proposed by the Board or by a petition of twenty (20) members of the Club. Any proposal by petition of members must be approved by the Board.

Proposed amendments to the Bylaws shall be posted to the website and may be emailed to members at least two weeks prior to any vote being conducted to approve the amendment(s).

Amendments may be adopted by a majority vote of the members present at any Annual Meeting, any Special membership meeting of the Club, by electronic vote, or by any means available to achieve a vote of the membership.

ARTICLE XI: DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Corporation's affairs, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute, transfer, convey, deliver and pay over all of the assets of the Corporation then remaining in the hands of the Corporation to any other organization qualifying under Section 501(c)(3) or 501(c)(7) of the Internal Revenue Code as an exempt organization, to be exclusively for the purposes described hereinabove. Any such assets not disposed of shall be disposed of by the Superior Court of the County in which the principal office of the Corporation is then located, to another organization as the said court shall determine, to be used in such a manner as in the judgement of the court will best accomplish the general purposes for which the dissolved organization was organized.