

Special Notes: Where Chairman or a male pronoun is mentioned in these by-laws, it refers to either male or female. Where Board is mentioned, it refers to the Board of Directors.

ARTICLE ONE - PURPOSE

The purpose of the Palm Coast Duplicate Bridge Club (Club) is to:

- 1.) Present duplicate bridge games for the enjoyment of our membership and guests.
- 2.) Hold bridge classes to promote the game.
- 3.) Promote the playing of duplicate bridge adhering to the guidelines set forth by the American Contract Bridge League (ACBL).

ARTICLE TWO - MEMBERSHIP

Section 1 - ELIGIBILITY

- a.) A member shall be considered in good standing with the payment of the annual dues. Membership fees are due on January 1st (the first day of the fiscal year). The amount of the fees is to be determined by the Board.
- b.) A member shall be in default if dues are not paid by January 21st of the same year. If in default, a member will lose all rights and privileges.
- c.) To be eligible to run for the Board of Directors, a candidate must be a member in good standing for a minimum of one year as of the date of the election.

Section 2 - PRIVILEGES OF MEMBERS IN GOOD STANDING

Each member in good standing shall:

- a.) Be entitled to vote at the annual meeting of the Club on matters that may come before the membership.
- b.) Be entitled to participate in all activities of the Club. Each member shall be subject to the rules of the Club and proper ethical conduct.
- c.) Be eligible to vote for members of the Board and are also eligible for election to the Board. Members in good standing are also eligible for appointment to committees established by the Board.
- d.) A member shall be considered in good standing if dues are paid and he is not under suspension.

SECTION 3 - DISCIPLINARY ACTION

No permanent action will be taken against any member until said member has had the opportunity to plead his case before the Board. Counsel may represent the member.

ARTICLE THREE - MEETINGS

Section 1 - MONTHLY MEETING

- a.) The Board shall meet on a regular basis at a date and time to be determined at the Board's first meeting. The President will require the secretary to advise Board members if there is a change in the meeting scheduled for any particular month or if a meeting is to be canceled.
- b.) The order of business for the monthly meeting shall be:
 - 1.) Reading the minutes of the previous meeting.
 - 2.) Treasurer's report.
 - 3.) Report of the Managing Director.
 - 4.) Reports of the committees.
 - 5.) Unfinished Business.
 - 6.) New Business.

Section 2 - ANNUAL MEETING

The annual meeting of the Club shall be held on the first Monday in February or at the discretion of the Board on a different date after fiscal year end. At this meeting, any member may force a vote by the members present on any issue of which the Secretary has been notified in writing at least two weeks in

advance. Any changes to the By-Laws need to be approved at this meeting as well. The Secretary shall post such request on the Club bulletin board at the time received.

Section 3 - SPECIAL MEETINGS

Special meetings of the membership shall be called by the Board President or by a majority of the Board or by written request of not less than thirty per cent (30%) of the members in good standing. Such petitions shall be delivered to the Secretary or, if unavailable, to any Officer of the Club who shall, within one week, issue a call for a Special Meeting to be held within two weeks of the receipt of such petitions

Section 4 - NOTICE OF MEETINGS

Notice of the time and place of Annual Meetings shall be posted on the Club bulletin board at least thirty days prior to the meeting date. Notices of the time and place of Special Meetings shall be posted at least ten (10) days prior to such meetings. Notices of Special Meetings shall state the purpose of the meeting and no other business may be transacted.

Section 5 - QUORUMS

- a.) Ten percent (10%) of the membership shall constitute a quorum at membership meetings.
- b.) Four Board Members shall constitute a quorum at Board meetings.

ARTICLE FOUR – ELECTIONS

Section 1 - NOMINATIONS

- a.) On or before the last day in November, the President will select four (4) non-Board Members to serve on the Nominating/Election Committee.
- b.) The Nominating Committee will recruit volunteers willing and able to serve on the Board.
- c.) The Nominating Committee will post a list of nominees on the Club bulletin board at least two (2) weeks prior to the election.
- d.) Additional Nominations, signed by any two Club members in good standing, must be included in the Committee's list of nominees.

Section 2 - ELECTION PROCEDURES

- a.) The members of the Election Committee will be responsible for conducting the election as outlined below.
- b.) Voting will take place from 12:30 PM to 4:45 PM on the last Monday in January.
- c.) Printed and sequentially numbered ballots will show the names of all nominees previously posted on the bulletin board.
- d.) As a ballot is being issued, a member of the Election Committee will note on a list of eligible voters the ballot number, and the member will write his initials next to his name.
- e.) Before a ballot is deposited in the ballot box, the Committee must ensure that the ballot number has been removed.
- f.) Members unable to be present at the election may obtain an Absentee Ballot from the Election Committee two weeks prior to the election. If requested by mail, the member must include a self-addressed stamped envelope. The issuance of such ballots will be recorded in a ledger. These ballots must be returned to the Club no later than Election Day, in a sealed envelope marked "Ballot". On Election Day, the Election Committee will annotate its ledger to indicate that an absentee ballot has been returned, verify that the member has not voted in person, remove the ballot number, and deposit the ballot in the ballot box.
- g.) The Election Committee shall start counting the votes at 5:01 PM on the Election Day and post the results on the bulletin board.
- h.) Only official ballots will be counted. Voting by telephone, telegraph, fax, or any other means is unacceptable.
- i.) The members elected will be installed at the Annual Meeting.
- j.) Any member (old or new) who has paid his dues prior to close of polls is able to vote.

ARTICLE FIVE - BOARD OF DIRECTORS

- a) The Board shall consist of seven people.

- b) All Directors shall be elected for a term of three (3) years each. To ensure club continuity, at least two (2) Directors will be elected each year to fill vacancies thus creating a balanced rotation.
- c) Missing four consecutive meetings by a Board member without cause is the equivalent of a formal resignation.
- d) The un-elected nominee who, in the proceeding Annual Election received the highest number of votes shall fill any vacancy on the Board created by a resignation or health issues, other than at the time of the annual meeting. Such successor (s) shall serve for the remainder of the year. Any new position (s) created by a By-Laws change must follow ARTICLE FOUR Section 2 – Election Procedures except the election (s) can be held anytime during the year.
- e) No member of the Board shall serve more than 2 three-year terms consecutively.
- f) The Board shall elect by majority vote those Board members who shall serve as President, First Vice President, Second Vice President, Secretary, and Treasurer.

ARTICLE SIX - OFFICERS

Section 1 - BOARD OF DIRECTORS POSITIONS

The officers of the Board shall consist of a President, First Vice President, Second Vice President, Secretary, and Treasurer. All Board members are eligible to chair one or more of the club's standing committees.

Section 2 - DUTIES OF THE OFFICERS

- a.) The President shall chair all meetings and conduct them in accordance with Robert's Rules of order, unless they are inconsistent with the Club's By-Laws. The President shall appoint all committees, both standing and special. The President shall be a member ex-officio of all committees. The President may call a meeting of the Board whenever necessary.
- b.) The First Vice President shall, in the event of absence or disability of the President, assume and perform the duties of the President.
- c.) The Secretary shall record the minutes of all Board and Membership Meeting.
- d.) Treasurer shall keep complete revenue and expense records, subject to auditing anytime. The Treasurer is responsible for the timely deposit of revenues, the payment of operating expenses, and the selection of a bookkeeper.
- e.) If the President's office is left vacant, the First Vice President shall serve the remaining term. If the offices of the Secretary or Treasurer are left vacant, other members of the Board shall fill them for the remaining term.

Section 3 - REMOVAL OF BOARD MEMBERS

Removal of a Board member by the membership will require a Special Meeting as described in Article 3, Section 3. A separate action will be required for each board member removal.

ARTICLE SEVEN – COMMITTEES

Section 1- STANDING COMMITTEES

There shall be the following standing Committees. The President with the approval of the Board will appoint chairmen. Chairmen will select their own committee members.

- a.) Entertainment
- b.) Membership
- c.) Sunshine
- d.) Grievance
- e.) Nominating/Election
- f.) Education

The President may also, with the approval of the Board, appoint such additional committees as may be deemed necessary for the benefit of the Club.

Section 2 - DUTIES

- a.) Entertainment Committee shall be responsible for all social affairs such as annual dinners, special celebrations, etc.
- b.) The Membership Committee shall have the responsibility of recruiting as many new members as possible.
- c.) The Sunshine Committee shall be responsible for sending get-well cards when warranted.
- d.) The Grievance Committee shall hear all complaints, questions concerning ruling by directors, ethical conduct at the tables, Code of Conduct violations, etc. The Board must approve disciplinary actions.
- e.) The Nominating and Election Committee duties are described in Article 4.
- f.) The Education Committee duties are to investigate and propose bridge classes to the Board for the coming year.

ARTICLE EIGHT - CLUB MANAGING DIRECTOR

The Board shall appoint a Club Managing Director (CMD). He shall be directly responsible to the Board for the proper conduct of all franchised duplicate bridge games conducted by the Club in accordance with the rules and regulations of the Club and the ACBL. He shall be responsible for ordering of all game supplies and equipment. He will maintain an up-to-date membership roster of the Club. He shall be compensated for managing, directing and teaching Club games and classes as established by the Board. The CMD shall be responsible for the hiring and firing of associate directors as well as their guidance, training and instruction to maintain a director staff that conforms to the rules of the Club and the Board.

ARTICLE NINE - ORDER OF BUSINESS FOR ANNUAL MEETINGS

- a.) Reading of the minutes of the previous meeting.
- b.) Report of the Election Committee.
- c.) Introduction of new members elected to the Board.
- d.) Reports of retiring Committee Chairmen.
- e.) Unfinished business.
- f.) New business.

ARTICLE TEN - STANDING RULES

Standing rules will be promulgated and published by the Board. The Board can revise them only. They refer to the day-to-day operation of the Club.

ARTICLE ELEVEN - CONDUCT OF CLUB AFFAIRS

Section 1 - Operating Funds

- a.) In order to conduct the daily affairs of the Club, the Club may establish an Operating Fund in which to accumulate contributions, profit and loss and other assets acquired by the Club.
- b.) In the event of dissolution of the Club, the Operating Fund and assets of the club shall be liquidated and the remaining proceeds donated to the club's designated charitable organization or such other charitable organizations chosen by the Board.

Section 2 - Building Funds

- a.) In order to purchase, lease or maintain a permanent building site in which to conduct its bridge games and tournaments, the Club may establish a separate Building Fund in which to accumulate contributions and other assets.
- b.) All amounts contributed to the Building Fund shall be non-returnable to the donors with the exception of large donations of \$500 or more. These large donations shall be returned to the donors if they are members in good standing and only in the event that it is decided by the Board that a building acquisition is not appropriate or in the event of the dissolution of the Club. The amount to be returned shall be the lesser of the principal amount originally donated with no interest or the donor's pro-rata share of the remaining amount in the building fund of all large donors.

c.) In the event of dissolution of the Club, all other assets in the Building Fund shall be liquidated and the remaining proceeds donated to the Club's designated charitable organization or such other charitable organizations chosen by the Board.

ARTICLE TWELVE - AMENDMENTS

Amendments to these By-Laws will be made in accordance with the Articles of Incorporation of the Palm Coast Duplicate Bridge Club, Inc.