

VERO BEACH DUPLICATE BRIDGE CLUB, INC.

BYLAWS

(As Amended May 6, 2024)

ARTICLE I NAME

The name of the Corporation shall be the Vero Beach Duplicate Bridge Club, Inc. The not-for-profit corporation is registered in Florida, # 72136, and is hereinafter referred to as the Club or the "Vero Beach Bridge Club" and abbreviated as "VBBC."

ARTICLE II PRINCIPAL OFFICE

The location and office of the Club is 1520 14th Avenue, Vero Beach, Florida 32960..

ARTICLE III PURPOSES

The corporation is organized, and shall be operated, exclusively for charitable, scientific, literary and/or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code..

Furthermore the Club will:

- A. Provide educational programs by offering classes and educational materials in beginning, intermediate and advanced duplicate bridge.
- B. Advance charitable, educational, social and similar purposes.
- C. Support charities designated by the American Contract Bridge League (hereinafter referred to as the ACBL) Charity Foundation and local charities.
- D. Provide a public recreational opportunity within a mutually supportive and positive learning environment for those who are interested in playing duplicate bridge.
- E. Conduct games and promote interest in duplicate bridge under the sanction, rules and programs offered by the ACBL, which give Members and the general public the skill, experiences and training to further their bridge objectives..

ARTICLE IV PROHIBITED ACTIVITIES

Notwithstanding any other provisions of these Bylaws or the Articles of Incorporation, the Club shall not conduct or carry on any activities not permitted by (a) any organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations; (b) Florida or Federal laws; or (c) ACBL rules and regulations.

ARTICLE V MEMBERS & MEMBERSHIP

Section 1. Any person interested in the Club who agrees to be bound by the Articles of Incorporation and Bylaws, by the rules and regulations of the ACBL, and those rules established by the Board of Governors of the Club, hereinafter referred to as the Board, will be a Member upon payment of dues.

Section 2. Members may vote, qualify to become Governors, hold office and pay preferential playing fees.

Section 3. Membership shall be for a calendar year.

Section 4. Annual dues shall be established by the Board and ratified by the Members. Policies relative to dues shall be determined by the Board.

Section 5. Members are entitled to all the rights and privileges of the Club and Members shall support the purposes described in Article III of these Bylaws. Conduct not consistent with these purposes may be reason for termination of Membership. The rights of a Member shall cease upon termination of Membership.

Section 6. Terminated or suspended Members shall not be permitted to play bridge at the Club or at bridge games sanctioned and run by the Club. Dues shall not be refunded to terminated or suspended Members. Suspended or terminated Members may be reinstated by the Board.

ARTICLE VI MEMBERSHIP MEETINGS

Section 1. Annual Meeting.

A. An annual meeting of Members will be held during December of each year at the Club, or such other place as may be determined by the President. Notice of such meeting shall be posted in the Club and on the Club's website at least 15 days prior to the meeting.

B. The purposes of the meeting are to:

- i. Elect the Board.
- ii. Approve changes to Member dues and playing fees.
- iii. Consider such other business as may be properly brought before the meeting pursuant to rules established by the Board. Any Member wishing to bring a matter to the Annual Meeting must present their request to the Board, via its President, in writing no later than 7 days prior to the meeting.

Section 2. Special Meetings.

Special Membership meetings may be called at any time by the President or Vice-President or by any three Governors. The President or Vice-President shall call a meeting upon the written petition of at least 10% of the Membership. Except in case of an emergency, notice of such meeting, stating the time, place, and purpose thereof shall be posted at the Club and on the Club's website. No business shall be transacted at the meeting other than that specified in the notice of the meeting.

Section 3. Quorum.

At any meeting of Members, the presence of 5% of the Members, in person, shall be necessary to constitute a quorum. At a meeting in which a quorum is present, the act of a plurality of those Members shall be sufficient to conduct business, except as may be otherwise provided for by statute.

Section 4. Record Date.

Members of record 30 days prior to the meeting date shall be entitled to vote.

Section 5. Voting Rights.

Each Member shall be entitled to one vote, and, if necessary, ballots will be provided for this purpose at the time of meeting. The use of proxies shall not be permitted.

Section 6. Inspectors of Election.

Whenever there is a vote by ballot, the President shall appoint at least two non-Board Members to act as inspectors of election. The inspectors shall tabulate the ballots and report the results of the election. This report shall be signed by the inspectors and filed as part of the official business of the Club.

ARTICLE VII BOARD OF GOVERNORS

The Governors and the Officers shall perform the duties prescribed by these Bylaws. The Board shall not countermand authorized actions by the Members of the Club, and none of its acts shall conflict with authorized actions taken by the Membership. The Board shall elect the Officers of the Club at the first Board meeting following the Annual Meeting.

The Board shall adhere to the Club's conflict of interest policy stating that Board members and Officers owe a fiduciary duty to the Club as an organization. As fiduciaries, they must treat the organization with good faith and loyalty and not place personal interests above the interests of the organization. A Board member or Officer will breach the duty of loyalty if he or she competes with the Club or provides assistance to a competing organization. Annual Conflict of Interest Statements must be completed by all Board Members at the beginning of their term.

Section 1. Composition and Election

The Board shall consist of 10 members. At the annual meeting the Members shall elect Governors to replace Governors whose terms will expire.

Section 2. Term.

The Governors shall serve two-year terms. A Governor may be elected to no more than two consecutive terms. The term shall begin January 1st of the year closest to the date of the election.

The partial term of a Governor appointed to fill a vacancy shall not count in the term limits. In the event of a midterm vacancy, a majority of the remaining Governors may appoint a member to fill the vacancy until the next Annual Meeting.

Section 3. Duties and powers.

The Board's duties include, but are not limited to, the following:

- a. Elect from the Governors the following officers: President, Vice-President, Treasurer and Secretary;
- b. Hold meetings;

- c. Appoint Governors to fill vacancies on the Board;
- d. Hire Club managers and oversee Club operations, including but not limited to, hiring and firing staff, entering into contracts and leases and agreements, approve budgets and financial plans, and engage and terminate independent contractors. Any non-budgeted expenditures in excess of \$1500.00 requires Board review and approval;
- e. Remove any Governor or Officer of the Club from office for cause, and declare the office vacant;
- f. Appoint committee chairs and approve committee members;
- g. Resolve complaints in accordance with the Bylaws;
- h. Suspend, expel, and reinstate expelled Club Members according guidelines in Article XIII;
- i. Establish long range objectives, goals, and plans for the Club;
- j. Establish and adopt a body of standing rules and regulations, as needed;
- k. Undertake other actions that are beneficial to the governance, operations, and management of the Club.

Section 4. Eligibility.

Only Members in good standing, having no conflict of interests with the Club, are qualified to become Governors or Officers.

Section 5. Vacancies in Office.

If the President is removed from office or resigns, the Vice-President shall succeed to the office for the unexpired term. The Board shall fill vacancies in all other elected offices for the unexpired term.

Section 6. Compensation.

The Officers and Governors of the Club shall receive no compensation as Governors or for any other Club related activity.

Section 7. Liability.

Officers and Governors 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 their authority. The Club shall carry Officers and Governors (generally known as Directors) Liability Insurance.

ARTICLE VIII MEETINGS OF THE BOARD OF GOVERNORS

Section 1. Regular meetings shall be scheduled every month

Section 2. A majority of the Board shall constitute a quorum for the transaction of business. The affirmative vote of a plurality of the Governors present shall be considered the act of the Board.

Section 3. Members may attend any Board meeting except when player conduct or personnel matters are discussed. Members may only speak when recognized by the Chair.

Section 4. The President of the Board of Governors may at his/her/their discretion move any meeting into

Executive Session at which time no Member or Staff Member may be present, except at the President's discretion. Executive Session minutes should be kept and sealed and only opened after Board approval, as law or audit might require.

ARTICLE IX OFFICERS

All Club Officers shall obey and execute all lawful orders of the Board. All Club Officers shall abide by the Bylaws of the Club, ACBL rules, and all other pertinent statutes and regulations and perform the duties of their office to the best of their knowledge and ability. All officers shall serve for one calendar year or the remainder of the unexpired term of their predecessor, if filling a midterm vacancy, whichever is less.

ARTICLE X GAME DIRECTORS/BRIDGE TEACHERS

Game directors and bridge teachers are independent contractors who must meet qualifications established by the Club managers. Game directors must be certified by the ACBL.

ARTICLE XI COMMITTEES

Section 1. Committee appointments

A) Committee members shall be appointed by the Board from among the Club membership and shall not be employees of the Club. Terms should not exceed two years. Members may be reappointed for subsequent terms by a majority vote of the Board.

B) Committee Chairs shall be appointed by the Board from among the Members of the Board or committee.

Section 2. Standing Committees

Standing Committees are those committees which are created to assist the Board in the coordination and oversight of vital activities necessary for the operation and maintenance of the Club. Standing Committees shall include:

A) Conduct and Ethics Committee, which shall be responsible for resolving grievances and issues involving members behavior while participating in Club activities. The Committee members shall have the ability to resolve disputes in a fair and just manner and maintain absolute confidentiality.

B) Nominating Committee, which shall solicit and screen candidates for election to fill vacancies on the Board of Governors. The committee shall consist of not less than four club members, who are representative of both the limited and open game players and one of whom is a current board member. Club Managers should serve as non-voting members of the Nominating Committee. This Committee shall present the Board with a proposed slate of new Governors equal to the number of vacancies. The Board of Governors shall, by majority vote, affirm the candidates to be presented to the Membership for approval at the Annual Meeting.

C) Appeals Committee, which shall conduct same day hearings when a player disagrees with a game Director's ruling. The Committee members should be unbiased Club members who play regularly and are knowledgeable about the rules of duplicate bridge and are not members of the Board of Governors.

Section 3. Ad Hoc Committees

Special Committees may be appointed by the Board for any special purpose or emergency that may arise. Ad Hoc committees shall be dissolved when the purpose for which they were created has been fulfilled.

ARTICLE XII - DISCIPLINARY ACTIONS

Section 1. Club management should deal promptly and fairly with all cases of improper conduct that occur during any game in the Club, including cases of unethical practices. The Club management may handle these situations personally or refer them to the Conduct and Ethics Committee to conduct a hearing and render judgment.

Section 2. The Board of Governors has the right, in its sole and absolute discretion to suspend, expel and/or otherwise sanction any Member or player whose actions it deems are detrimental to the Club. Members or other players who violate the Club's Zero Tolerance Rules as posted at the Club, and/or who exhibit behavior detrimental to the welfare, harmony or good reputation of the Club or its Members, or treat the Club's staff in a rude or disrespectful manner will be subject to suspension, expulsion or such other discipline as the Board of Governors in its sole discretion may decide.

Such players will be given written notice by the Board of Governors as to the action to be taken against them. A Member will have 10 calendar days to appeal the Board's proposed sanction, including an opportunity to meet with the Board. If no response is received from the Member within 10 days, the Board's proposed action will automatically be initiated and posted to the Membership.

Section 3. Complaints related to infractions of the Club's Zero Tolerance Policy may be referred to the Conduct and Ethics Committee for evaluation. The Committee shall interview all parties and determine whether the complaint is valid and, if so, recommend an appropriate disciplinary action, which is subject to final approval by the Board. Individuals involved will be notified of their right to appeal to the Board.

Section 4. The barring of any person for any period of time whatsoever must appear in the Board's minutes.

ARTICLE XIII RECORDS

Section 1. The Club shall maintain accurate books and records and shall keep minutes at the office of the Club of all meetings of the Board and Committees. Any Member, or their agent, may inspect the records at any reasonable time for any reasonable purpose.

Section 2. Executive Session minutes are not published.

Section 3. The records consist of but are not limited to, minutes of all meetings of the Membership, the, Board and Standing Committees, the name and address of each Member, contracts, leases, mortgages, tax returns, financial reports and customary accounting records, as well as records of any final recommendations of the Conduct and Ethics Committee with regard to complaints brought before it.

ARTICLE XIV CONTRACTS REQUIRING APPROVAL OF MEMBERS

Any expenditure of an obligation for more than \$50,000.00, not included in the current budget or not anticipated in the Club's reserve funding, requires approval of a majority of Members at a duly called meeting at which a quorum is present. The only exception is an emergency situation where funds need to be expended in order to protect the building structure or to preserve the Club's game operations. In such cases, the funds may be spent. The Membership must be notified as soon as practicable.

ARTICLE XV DISTRIBUTION OF ASSETS UPON DISSOLUTION

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

ARTICLE XVI - FISCAL/CALENDAR YEAR

The Club shall base its financial reporting on a fiscal year basis beginning on October 1. All other Club business will be on a calendar year basis.

ARTICLE XVII - PARLIAMENTARY AUTHORITY

The guidelines contained in the current edition of ROBERT'S RULES OF ORDER shall be used to conduct meetings of the Board, Committees, and the Membership as applicable, if they do not conflict with the Bylaws, the Laws of the State of Florida, or ACBL regulations. However, the President may limit the number of speakers as well as limit their speaking time.

ARTICLE XVIII - AMENDMENTS

The Bylaws and the Articles of Incorporation of the Club may be amended, repealed, or altered in whole or part by a two-thirds (2/3rds) vote at a duly called meeting of the Members at which a quorum is present. Notice of the proposed change shall be provided to the Membership by email and posting on the Club's bulletin board and on the Club's website, if any, at least fifteen (15) days before the meeting. The Board shall approve the proposed amendments to the Bylaws or the Articles of Incorporation before it is proposed to the Members. Upon ratification of such amendments by the Members, the Secretary shall arrange for the filing of such documents as required by law.

The above Bylaws were approved by the Board of Governors at its meeting on April 16, 2024 and were ratified by the Membership at a Special Meeting of the Membership on May 6, 2024.