

# Bylaws

Adopted: December 1, 1958. Amended: 1959, 1960, 1963, 1968, 1969, 1976, 1989, 1995, 1999, 2002, 2006, 2007, 2012, 2013, 2015, 2016, August, 2016

## **ARTICLE I - CLUB INTRODUCTION**

1. NAME. The name of the organization is the Fort Lauderdale Bridge Club, Inc. (hereinafter called "the CLUB"). The CLUB is incorporated under the Not-For-Profit Corporation Laws of the State Of Florida.

2. PURPOSE. As stated in the Charter, the purposes of this corporation are to promote and preserve without intention of pecuniary gain, the best interests of the game of Duplicate Bridge and to conduct such other activities as may be in keeping with its principal object and approved by the Board of Governors (hereinafter called "the Board").

3. FISCAL YEAR. The fiscal year shall extend from January 1 through December 31.

## **ARTICLE II – MEMBERSHIP**

### 1. QUALIFICATIONS

A. Non-discrimination. Without regard to race, color, creed, religion, gender, age, origin, sexual orientation, or handicap, membership is open to anyone having an interest in the game of duplicate bridge without intention of pecuniary gain.

B. Classes. There shall be two classes of members in the CLUB, Regular and Honorary Life.

### 2. REQUIREMENTS

A. Regular. Applicants for Regular membership shall be required annually to:

a. submit a written application, and

b. remit a payment for annual membership dues.

B. Honorary Life. The Board may select a member based on distinguished service to the CLUB as an Honorary Life Member, who will be exempt from annual regular membership requirements, but will have all other membership rights and responsibilities.

### 3. RESPONSIBILITIES

A. Friendliness. To promote a friendly environment and maintain an enjoyable atmosphere during the course of the game.

B. Ethics. To maintain a high standard of ethics and sportsmanship at all times.

### 4. RIGHTS

A. Voting. Members of the CLUB shall have a right to participate in and to vote at the Annual Membership and all Special Membership Meetings as well as for the election of members of the Board.

B. Arbitration. Any dispute arising out of the membership with the Fort Lauderdale Bridge Club or its Bylaws is subject to binding arbitration.

C. Ownership. The members of the CLUB shall have no ownership rights in the assets of the Corporation.

D. Board Eligibility. Each member of the CLUB shall be eligible to serve as an Officer or member of the Board with the exception of the Club Manager, Game Directors, vendors, contractors or members who receive compensation from the CLUB.

## **ARTICLE III - MEMBERSHIP MEETINGS**

### 1. QUORUM

A. A quorum shall consist of no less than ten percent (10%)

of the current membership.

## 2. ANNUAL MEMBERSHIP MEETING

A. Date. An Annual Membership Meeting of the CLUB shall be held no later than the second week of December each year with the specific date being determined by the Board.

B. Notice. Thirty (30) days' notice of the date, time, place and agenda of the Annual Membership Meeting shall be posted at the CLUB.

## 3. SPECIAL MEMBERSHIP MEETINGS

A. Origination. Special Membership Meetings may be called by: (1) the President of the Board; (2) a written request signed by not less than a majority of the Board; or (3) a written request of not less than ten percent (10%) of the full membership delivered to any Officer of the Board.

B. Notice. Within one (1) week of receipt of a written request for a Special Membership Meeting the President of the Board shall post a notice at the club and mail or email notice to all members providing a fifteen (15) day advance notice of the time, place and agenda for the meeting.

## **ARTICLE IV - ELECTIONS**

### 1. NOMINATIONS

A. Nominating Committee. At or before the September Regular Board Meeting of each year, the President of the Board shall nominate and the Board approve four (4) members to a Nominating Committee. Two (2) members shall be from among the members of the Board and two (2) shall be from the membership-at-large; provided that no member of the Nominating Committee shall be eligible for election to the Board in the year he/she is on the Committee.

B. Nominees by Committee. At or before the October Regular Board Meeting of each year, the Nominating Committee

shall submit to the Board a list of a minimum of names of members in good standing as nominees to be considered for election to the vacancies on the Board, such list numbering not less than the number of persons to be elected to the board and no more than authorized by the Board.

C. Nominees by Petition. Nominations may also be made by petition signed by no less than ten percent (10%) of the CLUB members. These petitions must be filed with an Officer of the CLUB prior to the November meeting of the Board. In such instances, the Board shall include the names of such nominees on the ballot.

## 2. VOTING

A. Distributing Ballots. Ballots shall be distributed in person or by mail to all members of the CLUB as soon as practical following the November meeting of the Board.

B. Receiving Ballots. Ballots may be hand delivered or received by mail at the CLUB and deposited in the designated ballot box no later than 12:00 midnight on December 30. The ballot must be in a sealed envelope bearing the name of the member casting the ballot on the outside of the envelope.

C. Maximum Votes. Members may vote for any number of candidates up to the number of board vacancies being filled. If a ballot contains more votes than the allowed maximum, that ballot shall be disqualified.

D. Selecting Winners. If no additional terms as provided in Section 3C have been authorized by the Board, the nominees receiving a plurality of the votes shall be determined to be elected to the Board; however, if additional terms as provided in Section 3C have been authorized, then the three (3) nominees receiving the most votes shall be elected to the three (3) year terms, the nominee(s) receiving the next highest number of votes shall be elected to the two (2) year terms, if any, and the nominee(s) receiving the next highest number of votes shall be elected to the one (1) year terms, if any. In cases of tie votes between candidates, a coin toss will determine the winning

sequence of the candidates.

E. Recap. Each ballot shall be entered on a recap sheet. The recap sheet shall be checked and signed by the Nominating Committee and kept until the following year's election.

F. Results. Election results shall be announced at the CLUB on December 31 and posted as soon as practical thereafter at the CLUB.

### 3. TERMS OF OFFICE

A. Term. Except as provided in Paragraph C and Section 2D, members elected to the Board shall hold office for three (3) years or until a successor is appointed or elected.

B. Vacancy. Any vacancy occurring on the Board of Governors may be filled by the affirmative vote of a majority of the remaining Governors. The term of the successor elected or appointed to fill a vacancy on the Board expires at the end of the calendar year in which he/she was elected or appointment by the Board.

C. Election for Balance of Original Term. If one (1) or more vacancies is filled as provided in Paragraph B and any of said vacancies did not occur during the third (3<sup>rd</sup>) year of a Governor's term, then, in addition to the 3 Governors to be elected in December for a term of three (3) years, the Board shall provide for an additional election for a term of two (2) years for any of said vacancies which occurred during the first (1<sup>st</sup>) year of a Governor's term or one (1) year for any of said vacancies which occurred during the second (2<sup>nd</sup>) year of a Governor's term.

D. Limitation. No member shall serve on the Board of Governors in excess of two (2) consecutive terms to which he/she has been elected by the membership.

### 4. ELECTION OF CLUB OFFICERS

A. Officer Election. At the first meeting of the Board following the Annual Election, the newly elected Board shall elect a President, Vice President, Secretary and Treasurer.

## **ARTICLE V – MANAGEMENT**

### **1. THE BOARD OF GOVERNORS**

A. Number. The Board shall consist of nine (9) members.

B. Quorum. For purposes of conducting official business, the presence of five (5) members of the Board or such a number as constitutes a majority of the board shall constitute a quorum and only votes taken at the Regular and/or Special Board Meetings shall be valid.

C. Regular Meetings. The Board shall convene Regular Board Meetings monthly in order to effectively manage the CLUB. Minutes shall be recorded and retained of all Regular Board Meetings.

D. Special Meetings. To address special, unforeseen, or emergency needs, the President or a quorum of the Board may call a Special Board Meeting. Minutes shall be recorded and retained of Special Board Meetings.

E. Same household. Members of the same household may not serve on the board simultaneously.

### **2. DUTIES OF THE BOARD OF GOVERNORS**

A. To engage and discharge a Club Manager with duties as determined by the Board.

B. To determine the weekly schedule of all Duplicate Bridge games, set the fees for the daily Duplicate Bridge games and other CLUB activities and to set membership dues.

C. To appoint such committees from the membership as may be necessary or advisable.

D. To contract at their discretion for any services needed for the maintenance and operation of the CLUB.

E. To secure bonding in an appropriate amount for the President, Vice President, Secretary, Treasurer, Bookkeeper and Club Manager.

F. To give final approval over all independent contractors hired for the operation of the CLUB's activities.

G. To control commitments of indebtedness or expenses by Board members and the Club Manager within the following limits:

a. No indebtedness or expense in excess of \$500 shall be incurred by any member of the Board of Governors unless the same shall first be authorized by the Board.

b. In the instance of a facilities emergency, the Club Manager may independently commit indebtedness or expense of up to \$1000. In the absence of the Club Manager, responsibility transfers to the Board President or Treasurer.

## **ARTICLE VI - DUTIES OF ELECTED OFFICERS**

1. The Board of Governors shall elect the following four (4) officers from among the Board's nine (9) elected members. No officer of the Board shall receive compensation for his/her position.

A. PRESIDENT – shall be the Chairperson of all meetings of the Board and of any meetings of the full membership of the CLUB. The President shall supervise and coordinate the management of the affairs of the CLUB and perform all duties customary to the office. The President shall be a member ex officio of all committees excluding the Nominating Committee.

B. VICE PRESIDENT – shall assume all of the duties of the President if for any reason that Officer is absent or is incapable to act.

C. SECRETARY – shall prepare and retain the minutes of all meetings of the Board and any meetings of the full membership of the CLUB. Copies of these minutes shall be posted at the CLUB

and on the CLUB website and a file maintained at the CLUB. The Secretary shall perform other duties as is customary to the office.

D. TREASURER – shall maintain all official financial records and files of the CLUB. The Treasurer shall propose an annual budget for adoption by the Board and shall report monthly to the Board. A copy of the monthly reports shall be posted at the CLUB and a file maintained at the CLUB. The Treasurer shall perform such other duties as is customary to the office.

## **ARTICLE VII – COMMITTEES**

1. DESIGNATION. The Board of Governors may designate committees and appoint chairpersons and members to those committees to assist the Board with various activities needed to fulfill both the Charter and purpose of the Club.

2. CHAIRPERSONS. Committee Chairpersons may be appointed from among the members of the Board or from the membership-at-large. While the President of the Board shall recommend the need for a committee and shall nominate the Committee Chairperson (and recommend other members to the committee) the Board shall approve the recommendations and nominations. Once appointed, the committee Chairperson may, with Board approval, appoint additional members to their committee from the membership.

## **ARTICLE VIII – AMENDMENTS**

The power to alter, amend or repeal these BYLAWS or adopt new BYLAWS shall be vested in the Board of Governors.

## **ARTICLE IX - DISCIPLINARY AUTHORITY**

### **1. AUTHORIZED ACTIONS**

A. Actions. The Club Manager or Game Director(s) may censure any member or non-member and may eject such person(s) from the premises with cause for the session during which an incident occurs. Neither, however, can suspend or permanently bar a person from the CLUB.



B. Censurable Incidents. For censurable incidents, a "Player Action Incident Form" must be completed and submitted to the Board. All follow-up action(s) for such censurable incidents shall originate from the Board and be in compliance with the ACBL Code of Disciplinary Regulations.

## **ARTICLE X - PARLIAMENTARY AUTHORITY**

If any section of these BYLAWS becomes inconsistent with Florida Statutes as amended, then the amended Statute shall govern the section of these BYLAWS to which it applies. ROBERTS RULES OF ORDER, LATEST EDITION shall govern all parliamentary procedures not covered in these BYLAWS.