

POMPANO BEACH DUPLICATE BRIDGE CLUB — BY LAWS

PREAMBLE

The members of the Pompano Beach Duplicate Bridge Club (hereinafter referred to as the Club) rescind all by-laws previously adopted and adopt the following by laws.

ARTICLE I - Name and Location

1. The name of the Club shall be Pompano Beach Duplicate Bridge Club, Inc.
2. The Club shall be located at 180 SW 6th St., Pompano Beach, Florida, 33060

ARTICLE II — Purpose

1. The Club shall, with the authorization of the American Contract Bridge League. (Hereinafter the ACBL) conduct open duplicate bridge games, at regularly scheduled times and award master points at those games in accordance with ACBL rules and regulations.
 - a. The Club may also schedule tournaments and special games as sanctioned by the ACBL.
2. It is the intention of the Club to encourage the highest standards of conduct and ethics by its members and to enforce such standards.
3. An additional purpose of the Club is to provide a welcoming social setting that encourages frequent attendance and a growing membership.
4. The Club shall be incorporated under the laws of the State of Florida and operated not for profit under section 501(c)(1) of the Internal Revenue Code.

ARTICLE IH - Membership, Dues and Privileges

1. Any person of good character is eligible for membership. and no person shall be denied membership because of skill level. race. religion, gender, age. disability, or national origin.
2. The Board of Governors (Hereinafter the Board) shall be responsible for setting the amount of dues and other fees and for establishing membership expiration dates; however, the Club Manager shall have discretion to offer discounted membership dues for a portion of a calendar year.
3. A member in good standing is defined as a member whose dues are paid in full based on the terms set by the Board.
4. Members in good standing shall enjoy the following privileges:
 - a. Attend all meetings of the Club.
 - b. Vote for officers and members of the Board of the Club.
 - c. Have a voice and vote at all Annual Membership meetings.
 - d. Hold office in the Club.
 - e. Take advantage of membership prices when established.
5. Members may be disciplined for conduct that is improper, unethical, or persistently discourteous by suspension or expulsion. All such actions shall be initiated by the Club Manager and approved by the Board. Members subject to discipline action are entitled to be notified of such action.

6. From time to time, the Board may establish Honorary Memberships for deserving persons. Those honored shall be exempt from annual dues but shall pay playing fees equal to those of members in good standing.

ARTICLE IV — Membership Meetings and Elections

1. On December 1st of each year, the President shall set a date for the Club's Annual Meeting of members.
2. The Annual Meeting of the Club shall be held in the month of January at a date announced at least 15 days in advance.
3. In October of the year in which terms of office expire, the President shall appoint a committee of three independent members in good standing to serve as the Nominations and Elections Committee, chaired by the Immediate Past President.
 - a. The committee shall do the following:
 - i. Publicize the date of the annual meeting and actively recruit candidates to run for office or for membership on the Board.
 - ii. Present a slate of candidates for every office and for every seat on the board of directors.
 - iii. Supervise the voting process.
 - iv. Tally the vote and announce the results at the Annual Meeting.
4. The election of officers and board members shall commence on December 1st and shall conclude at a date at least one week in advance of the date selected for the Annual Meeting, but not later than six weeks from the starting date.
 - a. Ballots sent by mail must be received by the Club by the close of business on the day designated for the end of the election.
5. Special meetings of the membership may be called by the President at the President's discretion or must be called upon written request by at least 1/3 of the entire membership

ARTICLE V —The Board of Governors

1. The Board shall consist of the Club officers, the Immediate Past President and six members at large, who shall be elected for two-year terms.
2. The Club shall maintain a full Board at all times. Vacancies among members at large shall be filled by appointment of the President with the consent of the Board.
 - a. In the event that the Immediate Past President is unable to serve, the President may appoint any former elected President provided they are a member in good standing of the Club.
3. The Board shall have the following responsibilities:
 - a. To approve the hiring and dismissal of all employees and the appointment of all contract employees as indicated elsewhere in these by-laws.
 - b. To make decisions regarding the operations, finances, and the good and welfare of the Club.
 - c. To approve all expenditures in excess of \$1,000.
4. The Board shall meet regularly on the third Thursday of each month at a time and place selected by the President and when called to a special meeting by the President.

5. A quorum for transacting business at Board meetings shall consist of a majority of its members but must include at least three members at large. Once a quorum is established, business shall be conducted even if subsequently less than a quorum is present.

ARTICLE VI — Officers

6. The officers of the Club shall be: President, Vice President, Secretary, and Treasurer.
 - a. In the event that an appropriate candidate for Treasurer is not found, the Board may authorize the election instead of a Financial Secretary who may, with the approval of the Board, appoint a qualified bookkeeper to assist him or her.
 - b. All officers shall serve for a term of two years, not to exceed two consecutive terms, unless that limit is waived by a 2/3 vote of the Board.
7. The President shall:
 - a. Preside over all Membership and Board meetings.
 - b. Sign all agreements, contracts, deeds and other documents for the Club as determined by appropriate resolutions of the Board.
 - c. Authorize any expenditure up to an amount not in excess of \$1,000.
 - i. In the event of an emergency, the president may authorize payments in excess of this amount after consulting with the Treasurer and the Club Manager.
 - d. Co-sign all checks issued by the club or designate another officer(s) as co-signer(s).
 - e. Prepare or maintain, with the approval of the Board, a job description for the Club Manager.
 - f. Appoint committee chairs, with the approval of the Board.
 - g. Be an ex-officio non-voting member of all committees except the Nominations and Elections Committee.
8. The Vice President shall:
 - a. Discharge the duties of the President in the absence of the President
 - b. Automatically assume the presidency for the remainder of the existing term in the event of the President's death, resignation or inability to serve.
 - c. In the event that the Vice President cannot or will not serve as President, the Board shall declare the presidency vacant and will establish procedures for a Special Election.
9. The Secretary shall:
 - a. Record the minutes of every Board meeting.
 - b. Maintain a record of minutes for inspection by any member in good standing. Keep and maintain all club records. Preside over Board meetings in the absence of the President and Vice President.
10. The Treasurer/Financial Secretary shall:
 - a. Be responsible for supervising the maintenance of a materially correct and complete set of records of all financial transactions of the Club.

- b. Be responsible for the accounting of all money paid to and received by the Club.
 - c. Be responsible for the maintenance of the Club's accounts at banks, investment companies and other financial institutions as authorized by Board resolution.
 - d. Render a written report of finances at the Annual Meeting of the Club and at all regular meetings of the Board.
 - e. Arrange for an annual review of the financial records of the Club to be performed by a qualified professional whose report shall be presented to the Board at the conclusion of the fiscal year.
11. In the event that any officer other than the President is unable to serve for any reason, a successor shall be elected by the Board at its next regularly scheduled meeting.

ARTICLE VII — Committees

The President shall, with the approval of the Board, create committees, appoint their chairs and assign their functions as deemed required for the Club.

ARTICLE VIII — Club Manager

1. The daily management of the Club shall be conducted by a Club Manager who is an active ACBL member who is a licensed Game Director and who shall be responsible to the Board.
2. All candidates for the position of Club Manager shall be interviewed by a Search Committee appointed by the President with the approval of the Board. The Search Committee shall present its selection to the Board for its approval.
3. The terms and conditions under which the Club Manager shall be engaged shall be described in a contract which is approved by the Board.
4. The Club Manager shall schedule and operate the games of the club within the limits prescribed by the ACBL

The duties of the Club Manager shall be:

- a. Issue club master points
- b. Prepare and file all required report forms to the ACBL
- c. Apply for sanction renewals and corresponding with the ACBL on club game matters.
- d. Authorize any expenditure that he or she deems proper up to an amount not in excess of \$500.
- e. Account for all money paid to the Club or received by the Club by reporting regularly to the Treasurer/Financial Secretary.
- f. Promptly deposit all such funds except those required as petty cash — not to exceed \$500 — in a financial institution approved by the Board.
- g. Co-sign all checks drawn on the Club.
- h. Hire and supervise other employees or contract employees as provided elsewhere in these by-laws and subject to approval by the Board of Directors.
- i. Prepare job descriptions and conduct annual evaluations of all employees or contract employees.

- j. Working with the Treasurer/Financial Secretary, prepare a budget for presentation to the Board at its October meeting.

ARTICLE IX - Employees and Contract Employees

1. The Club Manager, with the approval of the Board, shall hire and supervise Game Directors, a Catering Coordinator and other employees, contractors and vendors as deemed appropriate.
2. Stipends and other compensation offered to contract employees shall be subject to review and approval by the Board.
3. Game Directors;
 - a. Must be certified by the ACBL and must make rulings that conform to the rules of the ACBL.
 - b. Are empowered to appoint any member to assist in directing any game under their supervision.
 - c. Must maintain a high standard of knowledge of the game, proper deportment courtesy and respect for all players.
 - d. Are empowered to appoint an Appeals Committee to consider problems with rulings that are challenged properly by any player.
 - e. Must record and report to the Club Manager and the Board infractions of courtesy, behavior and ethics or other improper conduct by any player.

ARTICLE X — Procedures

1. The club shall be governed by parliamentary procedure in all cases to which they are applicable and not inconsistent with these bylaws.
2. The fiscal year shall run from November 1st until October 31st.

ARTICLE XI — Adoption and Amendment

1. These by-laws shall be posted prominently in the Club for a comment period of no less than 30 days after approval by the Board.
2. The Board shall review all comments and then take a concluding vote at its next regular meeting after the end of the comment period.
3. Subsequently, the by-laws may be amended in either of the following manners:
 - a. The Board at any regular meeting or special meeting called for that purpose may adopt a resolution calling for an amendment at the next Annual Meeting or at a special meeting of the membership called for that purpose.
 - b. By initiative of members of the Club signed by not less than 50 members of the club.
 - c. A vote of 60% of the members present and voting is required to approve any amendment