

Tallahassee Duplicate Bridge Club Bylaws

I. Name/Location

The name of this organization shall be the Tallahassee Duplicate Bridge Club, Inc. which may be abbreviated as "TDBC." The main location of the club and games shall be held at the Tallahassee Senior Center, 1400 North Monroe Street, Tallahassee, Florida.

II. Nature and Authority.

Section 1. The TDBC is incorporated in the State of Florida as a not-for-profit organization affiliated with the American Contract Bridge League (abbreviated herein as the "ACBL"). Loss of this affiliation whether by ACBL action or by vote of the membership, shall not impair or alter the remaining provisions of these Bylaws.

Section 2. The TDBC shall be governed in accordance with the Bylaws. So long as the TDBC is affiliated with the ACBL, no provision of the Bylaws may supersede, override, or be in conflict with any of the mandates or rules of the ACBL.

III. Purpose and Policies.

Section 1. The purpose of the TDBC shall include the following:

- a. To encourage the playing of duplicate bridge in Tallahassee and the area for which it serves as a cultural center.
- b. To sponsor such tournaments and other forms of competition as may be approved by the Board of Directors.
- c. To encourage and to uphold the highest ethical standards of play as well as courteous and pleasant games.
- d. To encourage and/or sponsor bridge.
- e. To participate in or contribute to such charitable endeavors as may be approved by the Board of Directors.
- f. To provide for a web site that keeps members informed of games and current events and serves as a repository for historical documents.

IV. Membership.

Section 1. Membership shall be open to all bridge players (except as noted below) who pay dues as established by the Board of Directors.

Section 2. Exceptions:

- a. Persons under suspension or other disciplinary action by the ACBL shall not be eligible for membership.
- b. Persons under suspension or other disciplinary action by any other bridge club or bridge organization may be admitted to membership only with approval of a majority of the Board of Directors.

V. Board of Directors

Section 1. The governing body of the TDBC shall be a Board of ten Directors elected by a majority of members for terms herein provided from among nominees proposed by a nominating committee or nominated from the floor at the annual general meeting.

Vacancies on the Board of Directors may be filled until the next annual general meeting by a majority vote of the remaining members of the Board.

Section 2. Terms of the Directors shall be as follows:

- a. A novice member with less than one hundred (100) master points at the time of election shall be elected for a term of one year.
- b. The remaining members of the Board shall be elected for staggered terms of three years each.

Section 3. If the number of Directors in office is less than five (5), there shall be an election of new board members as soon as practicable with at least seven (7) days notice. Both the notice of the election and the meeting itself may be conducted by email.

Section 4. The purpose of the Board is to manage the functions and activities of the Club, to ensure the Club maintains sufficient liquidity to meet its current financial obligations, to preserve the Club's accumulated capital, and to obtain a return on the Club's accumulated capital sufficient to offset the effects of inflation, consistent with fulfilling these purposes.

Section 5. A majority of the Board of Directors in office shall constitute a quorum.

Section 6. The Board of Directors shall meet on call of the President as often as necessary to conduct the business of the TDBC. If emergency action is required, the President or the Club Manager may act on getting consent of a majority of current Board members. Any action taken under this provision shall be reported to and be reviewed at the next Board meeting.

Section 7. The Board of Directors shall be responsible for establishing and amending the Bylaws of the TDBC.

Section 8. Decisions regarding changes to the routine operations of the Club are to be voted on and approved by a majority of the Board. Members shall not independently make decisions or convey a change or changes regarding Club operations. Board decisions affecting play at any TDBC Club location must be conveyed to the location's proprietor by the TDBC Board President.

VI. Officers

Section 1. Officers of the TDBC shall consist of a President, a Vice-President, a Treasurer, a Secretary and a Club Manager, each elected by a majority vote of the Board of Directors as soon as practicable after the annual general meeting, but no later than January 15. In the election of officers, every member of the Board shall be given an opportunity to vote. Voting shall be in person, by telephone, by signed mail ballot or by email. Proxies shall not be authorized. Officers shall turn over documentation acquired during their term to their replacement as soon as that person takes office.

Section 2. It shall be the duty of the President to preside at all meetings of the organization and to perform all the duties usually pertaining to this office. The President shall appoint, subject to the approval of the Board of Directors, such committees and tournament directors as may be deemed needful at any time.

Section 3. In the absence or disability of the President, the Vice-President shall perform all the duties of the President.

Section 4. The Treasurer shall maintain a record of all income and disbursements, and pay out the same only on order of the Board of Directors. The Treasurer will be responsible for ensuring the Club's bookkeeping systems are auditable, shall provide a financial report to the Board at each Board meeting. The Treasurer is responsible for handling all required filings with the Internal Revenue Service. The Treasurer shall not withdraw funds or make independent investment decisions without approval of the Board of Directors.

If the Treasurer is not a member of the Board, such person shall attend Board meetings and have all the rights and privileges of Board members other than the power to vote.

Section 5. The Secretary shall keep and record the minutes of all proceedings; give notice of all meetings; notify Directors and officers of elections, and record the names of new elected members. The Secretary shall also be responsible for carrying out the procedures related to Temporary Absence of a Club member and the Death of a Club member.

Section 6. The Club Manager shall record and preserve scoring statistics; keep an up-to-date list of all Club members, together with their addresses and phone numbers; ensure timely transmission of recorded master points to ACBL; send out quarterly newsletters; and

perform such duties as the Board of Directors shall require. The Club Manager shall also be responsible to arranging for and scheduling suitable directors for all regular and special club games and have the rights, duties, powers and responsibilities as set forth in Chapter 4, Section One V.A., ACBL Handbook of Rules and Regulations. If the Club Manager is not a member of the Board of Directors, such person shall attend Board meetings and have all the rights and privileges of Board members other than the power to vote. The Club Manager shall hold no other office on the Board.

Section 7. Any officer may be removed from office (but not from the Board) with cause by an affirmative vote of a majority of the members of the Board in office. Any Board member may be removed from such position by a petition signed by two-thirds of the Club members. Signatures on such a petition must be dated and shall be valid for only (ninety) 90 days. Board members may also be removed by two-thirds vote of the members present at a general meeting where notice of at least seven (7) days has been given the Board member whose removal is being sought. Board members are expected to attend regular Board meetings. Any Board member who fails to attend at least fifty percent (50%) of the Board meetings during any twelve-month period shall be automatically removed from the Board of Directors.

VII. Meetings and Quorum.

Section 1. The annual general meeting of the membership shall be held in December after notice of at least seven (7) days has been given to the membership. There may be a second general meeting scheduled by the Board (also with seven (7) days notice) to discuss club business.

Section 2. A general meeting of the members may be called by the President at any time, but notice of at least seven (7) days must be given to the membership. A general meeting must be called within ten (10) days after the President or the Club Manager receives a petition signed by at least twenty-five percent (25) of the membership. Such petition must set forth the reason for calling a meeting and, unless prior approval is obtained from the President or from a majority of the members of the Board in office, the business conducted at such meeting shall be limited to that set forth in the petition.

Section 3. Those present at any regularly scheduled or duly called general meeting shall constitute a quorum.

Section 4. The Board of Directors shall meet as necessary in order to conduct the business of the club. If a quick decision is needed, the President or Club Manager is empowered to act, but only with the consent of a majority of current members of the Board, obtained by personal contact, telephone or email. A decision so made shall be reviewed at the next meeting of the Board of Directors.

VIII. Amendments.

Section 1. The Bylaws may be amended by a quorum of the members present at any regularly scheduled Board meeting or at a meeting where notice of the proposed action has been given at least seven (7) days prior to the meeting date.

IX. Availability of Bylaws.

Section 1. A copy of the Bylaws shall be made available for inspection to any member who so requests. The time and place for such inspection shall be set by the President or by the Club Manager.

X. Authorities

1. All games and tournaments sponsored by the TDBC shall be conducted in accordance with the latest Laws of Duplicate Contract Bridge adopted by the ACBL.
2. Roberts' Rules of Order shall be the parliamentary authority on all matters not covered by the Constitution and Bylaws of this organization.
3. All players shall be subject to the rules of the location at which sessions are held.

The Bylaws were created and approved by a majority of the members on November 4, 1959.

Bylaws Amended:

January 4, 1993 – Dues increased to \$8.00 per year.

July 21, 1997 – Directors Fees – Section 1 – Directors fees for all games to be \$15.00 per session and \$2.00 per table.

April 2003 – Created the Office of Treasurer

January 1985

May 1988

December 1988 – Excluded the Christmas Party and Sectional Tournament expenditures from the \$150 limitation of Club expenditures by the Board.

October 1982

December 1976

January 1973

December 1971

May 2008

May 2012 – Increased the number of Master Points that a Novice member of the Board of Directors can have from 50 to 100.

November 2016 – The Constitution of the TDBC was superseded by the Articles of Incorporation which were in filed in accordance with the laws of the State of Florida. As a result, certain provisions of the Constitution were merged into the Bylaws and other amendments were made to reflect current practice.